



Timeline for filing casual vacancies of Directors and KMPs for Listed Entities:

With effect from 14th July 2023, Securities and Exchange Board of India (“SEBI”) has introduced a time period for filling up casual vacancies arising in the office of directors and certain KMPs.

A casual vacancy may arise due to death, disqualification or resignation. While filling up of such vacancies may pose considerable challenge as they arise suddenly, filling of vacancies arising on account of end of term / tenure could be very well planned in advance so that vacancies are filled up on time.

This newsletter gives a picture of the time lines for filling up vacancies arising in the office of directors and KMPs.

Sl. No	Position	Timeline prescribed	Regulation
1.	KMP (CEO, MD, WTD or Manager & CFO)	Vacancy shall be filled up by the listed entity at the earliest and in any case not later than 3 months from the date of such vacancy.	26A (1) & (2)
2.	Compliance Officer	Vacancy shall be filled up by the listed entity at the earliest and in any case not later than 3 months from the date of such vacancy. Interim filling up of the vacancy is possible subject to appointment of a company secretary and obligations under LODR is made applicable to such appointee. In such instance the aforesaid period of three months for filling up the vacancy will not apply.	6 (1A)
3.	Company Secretary	Vacancy shall be filled up by the Board at a meeting of the Board within a period of 6 months from the date of such vacancy.	As per sec 203 of CA,2013. (LODR is silent on this)
4.	Independent Director	Vacancy shall be filled up by the listed entity at the earliest and in any case not later than 3 months from the date of such vacancy.	17(1E) & 25(6)
5.	Woman Director & Non-Executive Director	Vacancy shall be filled up by the listed entity at the earliest and in any case not later than 3 months from the date of such vacancy.	17(1E)

Where any vacancy is expected to arise in the office of a director, that would result in the listed entity facing difficulty in ensuring the composition of Board of Directors in terms of Regulation 17(1) of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015 (“LODR”), it would be necessary to fill those vacancies upfront.

Failing to plan is planning to fail!
