SECONDARY MARKET: ISSUES AND REGULATORY FRAMEWORK

By Antra Pandit
From Rajiv Gandhi National University of Law, Punjab

ABSTRACT
Outstanding securities are traded in the secondary market, which is commonly known as stock market predominantly deals in the equity shares. Securities market in India has grown exponentially as measured in terms of amount raised from the market, number of stock exchanges and other intermediaries, the number of listed stocks, market capitalisation, trading volumes and turnover on stock exchanges, investor population and price indices. Along with this, the profiles of the investors, issuers and intermediaries have changes significantly. The market has witnessed fundamental institutional changes resulting in drastic reduction in transaction costs and significant improvements in efficiency, transparency and safety. The author will discuss the issues and challenges that the secondary market is facing and analyse each problem.

1.1 INTRODUCTORY
Capital market is imperative for the development and advancement of an economy. Presently individual investors, annuity finance, shared reserve, insurance fund; mutual funds place their cash in different instruments of the capital market. Thusly feasible and even minded advancement of capital market has gotten fundamental.

A market which bargains in securities that have been as of now gave by organizations is called secondary market. It is otherwise called stock exchange. It is the base whereupon primary market is depending. The secondary market is otherwise called aftermarket and is money related market which at first issues monetary instruments such a stock securities alternatives and future offers purchased and sold. The term secondary market is additionally used to allude to the market for any pre-owned merchandise or resources or elective Use of a current item or resources where the client base is second market.1

All through the different stages, capital market in India has encountered development and simultaneously, a few bottlenecks were additionally experienced. over two decades have slipped by after India acknowledged the globalization strategy as a weapon for money related segment changes. From confined system, gradually the economy moved towards open economy. Rather than control and limitation, the words the executives and advancement were utilized much of the time. Indeed, even legitimate phrasings were additionally loose to some degree. The market capitalization, every day exchange volumes expanded significantly during the most recent two decades. As the private just as remote venture was permitted in different areas, it gave a tremendous lift to the capital markets in India. On the off chance that we take a gander at the list numbers or offer costs of organizations, there has been immense rise after 1991, after commencement of budgetary part changes. Be that as it may, when this was occurring, there were a few

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https://shodhganga.inflibnet.ac.in/bitstream/10603/23733/12/12
issues and limitations being created in the money related market all in all and capital market specifically².

1.2 CAPITAL MARKET
Financial markets are said to be markets where monetary exchanges are directed. Financial exchanges by and large allude to creation or move of monetary resources, or assets otherwise called financial instruments or securities. Monetary exchanges channel assets from financial specialists who have an overabundance of accessible assets to guarantors or borrowers who must obtain assets to fund their spending. Financial markets comprise five essentials: the debt market (Debt instruments are exchanged), the equity market (Equity instruments), the foreign-exchange market (where monetary standards are changed over with the goal that assets can be moved starting with one nation then onto the next. Exercises in the foreign-exchange market decides the foreign-exchange rate, the cost of one money as far as another), the mortgage market, and the derivative market³. There are specifically two types of financial markets in an economy - capital market and money market.

Money market is a market in which only short-term debt instruments whose maturity is of less than one year are exchanged. Money-market securities are all the more generally exchanged and will in general be more liquid.

Capital markets are scenes where reserve funds and speculations are diverted between the suppliers who have capital and the individuals who are in need of capital. The elements that have capital incorporates; retail and institutional financial specialists while the individuals who look for capital are organizations, governments, and individuals. Capital markets try to improve value-based efficiencies. These business sectors bring the individuals who hold capital and those looking for capital together and give a spot where elements can trade securities⁴. Capital markets are made out of primary and secondary markets. The most widely recognized capital markets are the securities exchange or stock market and the bond market. The primary market alludes to the market where securities are made, while the aftermarket is one in which they are exchanged among financial specialists. Different kinds of issues made by the enterprise are a Public issue, Offer available to be purchased, Right Issue, Bonus Issue, Issue of IDR, and so forth. The organization that brings the IPO is known as the issuer, and the procedure is viewed as a public issue. The procedure incorporates numerous venture banks and guarantors through which the offers, debentures, and securities can straightforwardly be offered to the speculators. It offers market for new shares or securities therefore is also known as New Issue Market. There is fixed price of share and can be sold only once. It assists with providing assets to maturing endeavours and furthermore to existing organizations for magazines/financial-markets, last accessed on 02-04-2020.


development and expansion. Here transaction takes place between companies and investors. It has no geographical boundary, there is no physical existence. The principle capacity of the primary market is capital development for any semblance of organizations, governments, establishments and so forth. It assists investors with putting their investment funds and additional assets in organizations beginning new tasks or endeavours hoping to grow their organizations. Different methods of raising funds are there in primary market like offer through prospectus, private placement, rights issue, Electronic Initial Public Offer i.e. e-IPO.

Secondary market: A market which deals in securities that have been starting at now gave by associations is called secondary-market. It is in any case called stock trade. It is the base whereupon new issue market is depending. The secondary market is in any case called secondary selling and is a cash related market which from the outset issues fiscal instruments such a stock securities choices and future offers bought and sold. The term secondary market is furthermore used to insinuate the market for any used product or assets or elective Use of a present thing or assets where the customer base is second market.

The securities are exchanged a profoundly regularized and legitimized within severe guidelines and regulations. This guarantees the investors can exchange without the dread of being cheated. In the most recent decade or so because of the headway of innovation, the auxiliary capital market in India has seen an incredible blast.

Market participants: following are the prominent participants of secondary market:

(a) Buyers and Sellers Intermediaries: An intermediary is commonly an organization that encourages the directing of assets among loan specialists and borrowers by implication. That is, savers (loan specialists) offer assets to a middle person foundation, (for example, a bank), and that organization gives those assets to spenders (borrowers). This might be as advances or mortgages. Alternatively, they may loan the cash legitimately by means of the money related markets, and dispose of the financial intermediary, which is known as monetary disintermediation.

(b) Depository: are organizations which hold your securities(Shares, securities, debentures, Mutual Fund Units) in electronic structure which is otherwise called dematerialization of shares or DEMAT account. Along these lines, Depositories are for the most part capable and responsible for safety's sake of your securities and track every one of your exchanges.

(c) Merchant bankers: As per SEBI rules, a merchant banker refers to, “any person who is engaged in the business of issue management either by making arrangement regarding buying, selling or subscribing to securities or acting as manager, consultant or rendering corporate advisory services in relation to such issue management”.

(d) Clearing houses: The clearing house enters the image after a purchaser and venders have executed an exchange. Its job is to unite the means that lead to settlement of the exchange. In going about as the broker, a clearing house gives the security and proficiency that is indispensable for monetary market dependability. Clearing houses take the contrary situation of each side of an exchange which incredibly diminishes the expense and danger of settling various exchanges among different gatherings. While
their order is to diminish chance, the way that they must be both purchaser and merchant at exchange initiation implies that they are liable to default hazard from the two gatherings. To alleviate this, clearing houses force edge necessities.

1.3 SECONDARY MARKET AND FEATURES

The secondary market is commonly known as the stock market, otherwise called aftermarket, is the follow on of open contribution in the market. It is where stocks, bonds, options and prospects, issued beforehand, are purchased and sold. Basically, it is a commercial centre where securities issued before, are sold and bought. The Secondary Market gives the chance to financial specialists to purchase or sell shares recorded on the Exchange, after the underlying initial offering, securities are exchanged starting with one speculator then onto the next.

There are 19 perceived stock trades in India. Mangalore Stock Exchange, Saurashtra Kutch Stock Exchange, Magadh Stock Exchange and Hyderabad Stock Exchange have been derecognised by SEBI. As far as lawful structure, the stock trades in India could be isolated into two general gatherings – 16 stock trades which were set up as organizations, either restricted by ensures or by offers, and 3 stock trades which were set up as relationship of people and later changed over into organizations, viz. BSE, ASE and Madhya Pradesh Stock Exchange. Aside from NSE, every stock trade whether built up as corporate bodies or Association of Persons, were prior non-benefit making associations. According to the demutualisation plot ordered by SEBI, every stock trade other than Coimbatore stock trade have finished their corporatisation and demutualisation process. As needs be, out of 19 stock trades 18 are corporatized and demutualised and are working with respect to benefit organizations, restricted by shares.

Products of secondary market; following are the financial instruments that deal in the secondary capital market:

(a) Equity shares: The holders of these shares are the real owners of the organization. They have a democratic right in the gatherings of holders of the organization. They have a command over the working of the organization. Value investors are delivered profit in the wake of paying it to the preference shareholders.

(b) Bonds: A negotiable authentication confirming obligation. It is regularly unbound. An obligation security is for the most part given by an organization, region or government office. A security financial specialist loans cash to the guarantor and in return, the backer vows to reimburse the credit sum on a predefined development date. The backer as a rule pays the investor intermittent premium instalments over the life of the advance. The different sorts of Bonds are as per the following:

Zero Coupon Bond: Bond gave at a rebate and reimbursed at an assumed worth. No occasional intrigue is paid. The distinction between the issue cost and recovery cost speaks to the arrival to the holder. The

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7. Ibid.
purchaser of these bonds gets just a single installment, at the maturity of the bond.

CONVERTIBLE BOND: A bond giving the speculator the alternative to change over the bond into value at a fixed transformation cost.

(a) Debenture: debenture is a medium-to long haul obligation instrument utilized by enormous organizations to obtain cash, at a fixed pace of premium. Debentures are uninhibitedly transferable by the debenture holder. Debenture holders reserve no privileges to cast a vote in the company's regular meetings of shareholders, yet they may have separate meetings or votes for example on changes to the rights connected to the debentures. The intrigue paid to them is a charge against benefit in the organization's fiscal reports.

(b) Mutual funds: A mutual fund is a kind of financial vehicle made up of a pool of cash gathered from numerous financial specialists to put resources into protections like stocks, securities, and currency advertise instruments, and different resources. Mutual funds pool cash from the contributing open and utilize that cash to purchase different protections, generally stocks and securities. The estimation of the mutual fund organization relies upon the exhibition of the protections it chooses to purchase.

(c) Preference shares/stock: Proprietors of these sorts of shares are qualified for a fixed profit or profit determined at a fixed rate to be delivered consistently before profit can be offered in appreciation of value share. They additionally appreciate need over the value investors in instalment of excess. In any case, in case of liquidation, their cases rank beneath the cases of the organization's lenders, bondholders/debenture holders. Further of following types: Cumulative Preference Shares, Cumulative Convertible Preference Shares.

(i) Government securities (G-Secs): These are sovereign (credit risk-free) coupon bearing instruments which are issued by the Reserve Bank of India on behalf of Government of India, in lieu of the Central Government's market borrowing programme. These securities have a fixed coupon that is paid on specific dates on half yearly basis. These securities are available in wide range of maturity dates, from short dated (less than one year) to long dated (up to twenty years).

(ii) Security receipts: are defined under section 2 (1) (zg) of SARFAESI Act as under: "security receipt means a receipt or other security, issued by an asset reconstruction company to any qualified buyer pursuant to a scheme, evidencing the purchase or acquisition by the holder thereof, of an undivided right, title or interest in the financial asset involved in securitization."

(iii) Right issues: The issue of new securities to existing investors at a proportion to those as of now held. A rights issue is a challenge to existing investors to buy extra new offers in the organization. This sort of issue gives existing investors securities called rights. With the rights, the investor can buy new offers at a rebate to the market cost on an expressed future date. The organization is allowing investors to expand their presentation to the stock at a markdown cost.

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1.4 SECONDARY MARKET ISSUES FACED

There are multiple issues that act as a barrier in the proper functioning of the stock market or secondary market. While the secondary market in different phases witnessed growth and development meanwhile also faced some political, administrative and so forth issues. Some of the problems are enumerated below:

(i) **Insider trading**: Insider trading is a typical event in many stock trades. Insider trading is the purchasing or selling of a traded on an open market organization's stock by somebody who has non-open, material data about that stock. Insider trading can be illicit or legitimate contingent upon when the insider makes the exchange. It is illicit when the material data is still non-public. Insiders who come to realize special data use it either to purchase or sell offers and make a fast benefit to the detriment of regular investors. Despite the fact that numerous principles and rules and regulations have been planned to check insider trading, it is a proceeding with wonder. Unlawful insider trading incorporates tipping others when you have any kind of non public data.

Example: Amazon case; In September 2017, previous Amazon.com Inc. (AMZN) money related examiner Brett Kennedy was accused of insider trading. Specialists said Kennedy gave individual University of Washington graduated class Maziar Rezakhani data on Amazon's 2015 first quarter income before the discharge. Rezakhani paid Kennedy $10,000 for the data. In a related case, the SEC said Rezakhani made $115,997 exchanging Amazon shares dependent on the tip from Kennedy.\(^{10}\)

(ii) **Lack of protection to investors**: Investors are the foundation of the securities advertise. They not just decide the degree of movement in the securities advertise yet in addition the degree of action in the economy. The development in the quantities of Investors or financial specialists in India is empowering. The investor has no task to carry out in the everyday administration of the business or its control aside from as allowed by the law. Investor carries on business when they purchase and sell resources, organizes other to purchase and sell resources, oversees resources having a place with others, or works aggregate speculation plans. An investor draws in these exercises yet they are not having any authority throughout the everyday exercises of any corporate. Ordinarily, an investor is a visually impaired individual; they don't have the foggiest idea about any exercises made by the organization. He/she can't manage the destiny or predetermination of the cash contributed. A speculator to that degree is very delicate and is presented to specific dangers in light of the fact that the utilizer of his cash can submit botches.

(iii) **Open objection**\(^{11}\): When the capital markets began working, barely any representatives used to meet up at a specific place and perform exchanging exercises. As the quantity of recorded organizations expanded and number of intermediaries additionally expanded, it was troublesome to perform exchanging. Normally, a few motions and yelling were important to locate the coordinating exchange. For instance, in the event that one would need to buy portions of X. Ltd. in a specific amount at a particular


\(^{11}\) Prasanta Kumar Dey, “Problems and Reforms of Secondary Capital Market in India”, IJTSRD, volume 2, 2018.
rate, he needed to yell and discover someone else ready to sell the portions of a similar organization and afterward, he could arrange the costs. This framework had a restriction that because of open clamour. Not many members indicated their enthusiasm for exchanging with this procedure. Further, this sort of market isn't appropriate for certified investors as they avoid open outcry.

(iv) Secluded stock exchange: The stock trades in India have nearness just at specific areas. At the particular areas, typically exchange happens which is likewise portrayed by territorial highlights. However, it should likewise be noticed that stock intermediaries of one stock trade were not permitted to work in some other stock trade. The stock trades were even not permitted to have branches at various areas. Because of this issue, just not many stock trades like BSE ruled the exchange capital markets. In any case, this had made other stock trades isolated. These stock trades were situated in distant places all through the nation. Be that as it may, these local stock trades were very little supported by volume of exchanging. Aside from this, new NSE has assumed control over BSE, yet on the whole these two stock trades represent over 90% of exchanges stock trades. Enrolment of these trades is additionally limited. The dealers/intermediaries additionally estimate in shares without preparing them. This hampers the general conviction that capital market is a flawlessly serious market.

(v) Immature debt markets: The offers gave in the primary market are later on exchanged the secondary capital markets for example stock trades. Be that as it may, a piece of primary market likewise includes debenture financing. The debentures are given in the primary market. In any case, in stock trades there is no space for exchanging debentures. The aftermarket in industrial debentures stayed immature throughout the years. Despite the fact that value showcase has grown quickly all through the most recent two decades, the debentures advertise has stayed underdeveloped. This outcomes into less energy of long haul investors in the market.

(vi) Price Rigging: This disadvantage is regularly seen when organizations think of capital issue in the essential market. The costs of offers are falsely pulled up before issue of securities by organizations. This counterfeit increment in cost is finished by certain purchasers and vendors among themselves or among bunch which draws in itself in such kind of exercises. This push-up results into bull development in the market.

(vii) Risk Of Rumours: More often than not showcase is driven by bits of gossip about a specific organization or by and large showcase. Bits of gossip may get skimmed in the market by sites, news offices, and money related papers or even by overhearing people’s conversations. It might happen that administration of the organization, with the assistance of the merchants spread the gossipy tidbits in the market. This impacts the investor’s observation about valuation of securities. The representatives or even advertisers of an organization may get undue bit of leeway out of such gossipy tidbits. It is normal that the investors should get themselves far from the rumours, they should stop from following up on bits of gossip.

(viii) Counterfeit shares: Frauds including fashioned shares testaments are very normal. Speculators who purchase shares lamentably may get such phony declarations. They would not have the option to follow the vender and their whole interest in such phony offers would be a misfortune. Wrong information also creates issue, Assets are
raised from speculators promising interest in ventures yielding exceptional yields. Yet, a few advertisers occupy the cash to theoretical exercises and other individual purposes. Financial specialists who put their cash in such companies at last lose their cash.

There are different issues winning in the Indian markets like blowing up venture costs what's more, fixing absurd premium in the primary market, particular and saved apportioning of considerable piece of capital, benami dealers, rackets and messing with open issue application structures, badla fund and so on. A portion of these issues have been sifted through, however when all is said in done, this outcomes into loss of certainty among little and retail financial specialists. Absence of insurance to the little and authentic financial specialists is additionally one of the disadvantages of the Indian markets. Huge numbers of the exchanges are completed by examiners who intend to get benefits from momentary vacillations in costs of securities. This is obvious from the way that greater part of the exchanges are of the convey forward sort.

1.5 REGULATORY BODIES

At present, the Acts governing the securities markets are:
(a) The SEBI Act, 1992
(b) The Companies Act, 1956, which sets the code of conduct for the corporate sector in relation to issuance, allotment, and transfer of securities, and disclosures to be made in public issues.
(c) The Depositories Act, 1996 which provides for electronic maintenance and transfers of ownership of demat (dematerialized) shares.

In India the secondary market for shares is governed by an organization known as Securities and Exchange Board of India or SEBI. The Indian Stock market was to a great extent unregulated preceding the production of the SEBI. In 1990, a broker named Harshad Mehta began to abuse provisos in the financial framework too in the conveyance component of stocks purchased and sold on the Bombay Stock Exchange. The outcome was one the quickest bull runs throughout the entire existence of the Indian securities exchange. Nearly INR 40 billion was guided from the banking system to control stock costs to uncommonly elevated levels. In 1992, when the trick was at last found, millions had lost their lives' fortunes and the episode had unfavourably influenced the notoriety of the Indian securities exchanges.

To bring investors over into the securities exchange and pull in outside reserve houses, the financial exchanges must be made protected and all around directed. The Securities and Exchange Board of India Act, 1992 was passed and under its arrangements SEBI was set up. The regulatory body intently screens all exchanges that go on in the financial exchanges and any instances of value apparatus or control are quickly managed. The SEBI is the administrative position set up under Section 3 of SEBI Act 1992 to ensure the premiums of the investors in securities and to advance the improvement of, and to direct, the securities advertise and for issues associated therewith and incidental thereto.

The objective of SEBI is :-
“To direct stock trade and securities markets and to advance their precise working;
To control, teach and secure the rights and enthusiasm of retail speculators;
To forestall exchanging acts of neglect and accomplish a harmony between self guideline by the securities businesses and its statutory guideline; To control and to create set of accepted rules and reasonable practices by representatives, trader agents, so as to make them serious and proficient.”

The mandate of the Act comes from its preamble and the powers conferred are mention in Chapter VIA. The preamble of the Act provides for:

- the establishment of a Board to protect the interests of investors in securities; and
- to promote the development of, and
- to regulate, the securities market and for matters connected therewith or incidental thereto.\[^{12}\]

Chapter VIA enumerates certain punishments on the violation of the concerned provisions. The chapter broadly discusses about the penalty and adjudication provisions. There is penalty which shall not be less than one lakh rupees but which may extend to one lakh rupees for each day during which such act continues subject to a maximum of one crore rupees in following cases:\[^{13}\]

- failure to furnish or file or maintain information like returns, records, accounts;\[^{14}\]
- failure on part of intermediary to enter into agreement with clients;
- failure to redress investors’ grievances (including SCORES);
- defaults in case of mutual funds, failure to comply with the terms and conditions of certificate of registration, to invest money, to refund the application monies paid by the investors, to despatch unit certificates, to make an application for listing\[^{15}\];
- failure to observe rules and regulations by an asset management company;
- default in case of alternative investment funds, infrastructure investment trusts and real estate investment trusts;
- investment adviser or a research analyst fails to comply with the regulations;
- where a stock broker fails to issue contract notes in the form and manner specified, to deliver any security or fails to make payment of the amount due to the investor, charges an amount of brokerage which is in excess of the brokerage\[^{16}\].

Where transactions are involved penalty provided which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of such act, whichever is higher in case where: insider deals in securities of a body corporate listed on any stock exchange on the basis of any unpublished price-sensitive Information or communicates the same or counsels, or procures for any other person to deal with it;\[^{17}\]

any person fails to disclose the aggregate of his shareholding in the body, or make a public announcement to acquire shares at a minimum price, or make a public offer by sending letter of offer.\[^{18}\]

There are also the provision which provides Penalty for fraudulent and unfair trade practices, for alteration, destruction, etc., of records and failure to protect the electronic database of Board.

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\[^{12}\] The preamble, Securities and Exchange Board of India Act, 1992.
\[^{14}\] Section 15A
\[^{15}\] Section 15D
\[^{16}\] Section 15F
\[^{17}\] Section 15G
\[^{18}\] Section 15H
On overall view SEBI has efficiently tried to manage the market functioning properly and smoothly, by protecting the interest of investors and also providing the provision for controlling the fraudulent practices that may prevail.

The Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 provides rules and regulations for registration of depositories and also provides provision for its certification, its governing body, rights and obligations of depositories and participants.

1.6 CONCLUSION

A few changes have been presented starting with those in stock trade organization, securities exchanging, settlement, conveyance versus instalment, securities move, exchanging subordinates, chance diminishing measures, screen based exchanging, speculator insurance support and some more. A significant formative activity was an across the nation on-line completely robotized screen based exchanging framework (SBTS) where a part can punch into the PC amounts of securities and the costs at which he gets a kick out of the chance to execute and the exchange is executed when it finds a coordinating deal or purchase request from a counter gathering. Screen put together exchanging makes with respect to line, electronic, mysterious and request driven exchanges conceivable. It is a straightforward framework which gives equivalent access to all financial specialists, independent of their topographical areas. SBTS electronically coordinates arranges on a severe cost/time need and consequently cut down on schedule, cost and danger of mistake, just as on misrepresentation bringing about improved operational effectiveness. It permitted quicker consolidation of cost touchy data into winning costs, in this manner expanding the instructive proficiency of business sectors. It empowered market members to see the full market on continuous, making the market straightforward.

All the stock trades are required to set up a reserve called Investor Protection Fund (IPF). The reason for the store is to give pay to financial specialists. The commitment to IPF is from individuals as a small amount of exchange charges, some portion of posting expenses, enthusiasm on security stores to be made by organizations at the hour of open issues and so on. The measure of remuneration accessible against a solitary case of a financial specialist emerging out of default of a part merchant of a stock trade is Rs. one lakh if there should be an occurrence of significant stock trades.

Dematerialization of Shares;

Traditional settlement framework on Indian stock trades offered ascend to settlement hazard because of the time that slipped by before exchanges settled by physical development of declarations. There were two viewpoints on the main perspective was identifying with settlement of exchange stock trades by conveyance of offers by the dealer and instalment by the purchaser. The subsequent viewpoint was identifying with move of offers for the buyer by the backer. This arrangement of move of possession was horribly wasteful as each move included the physical development of paper securities to the backer for enrolment, with the difference in proprietorship being prove by a support on the security endorsement. Additionally, burglary, mutilation of endorsements and different anomalies were wild and what's more, the backer reserved the privilege to decline the exchange of a security. All these additional to the expenses and deferrals in
settlement, limited liquidity and made the complaint redressal of financial specialists' tedious and on occasion immovable. Every one of these issues has been comprehended by setting up of safes and presentation of scrip less exchanging.

The structure and procedures of the SEBI have been created throughout the year. The SEBI is an administrative body which is presently a quarter century old and the capital market framework is all the more then 100 years of age. There ought to be cross fringe collaboration among numerous kinds’ controllers and among controllers and calling. Security Exchange Board of India has appreciated accomplishment as a controller by pushing orderly changes forcefully and separately. Security Exchange Board of India has likewise been instrumental in making quick and valuable strides considering the general emergency and the Satyam disaster. This assignment of guideline is being carried by SEBI, as it were, alongside different controllers like RBI, Department of Company Affairs and so forth. Following the execution of changes in the auxiliary capital market in India in the previous barely any years, Indian stock exchanges have hung out on the planet positioning.