



Your Growth, Our Business

BULLETIN – OCTOBER 2025



SEBI

The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025

- ❑ The Securities and Exchange Board of India (SEBI), vide Notification No. SEBI/LAD-NRO/GN/2025/271 dated October 31, 2025, has issued the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025. The amendment shall come into effect **30 days from the date of publication in the Official Gazette**.
- ❑ The amendment, inter alia, revises **Schedule XIII, Part A, Paragraph 10**, and specifically **sub-paragraph (c), clause (I)**, wherein sub-clauses (i), (ii) and (iii) have been substituted as follows:
- ❑ **(i)** For allocations up to ₹250 crore, a minimum of 2 and a maximum of 15 such investors shall be permitted, with a minimum allotment of ₹5 crore per investor.
- ❑ **(ii)** For allocations above ₹250 crore, a minimum of 5 such investors shall be required. A maximum of 15 investors may be allotted for **the initial ₹250 crore, with an additional 15 investors permitted for every additional ₹250 crore or part thereof, subject to a minimum allotment of ₹5 crore per investor**.

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2025

- ❑ The Securities and Exchange Board of India (SEBI), vide Notification No. SEBI/LAD-NRO/GN/2025/270 dated October 22, 2025, has issued the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2025, which come into effect upon their publication in the Official Gazette.
- ❑ As per the amendment, Regulation 56(1) has been revised. The earlier phrase, “shall forward the following to the debenture trustee promptly”, has been replaced with the following:
- ❑ “shall, as soon as possible, and in any case not later than twenty-four hours from the occurrence of the event or receipt of information, unless otherwise specified, forward the following to the debenture trustee.”

The Securities and Exchange Board of India (Debenture Trustees) (Amendment) Regulations, 2025

- ❑ The Securities and Exchange Board of India (SEBI), vide Notification No. SEBI/LAD-NRO/GN/2025/269 dated October 22, 2025, has issued the Securities and Exchange Board of India (Debenture Trustees) (Amendment) Regulations, 2025, which shall take effect from the date of their publication in the Official Gazette.

The amendment, inter alia, introduces the following key changes:

- i) Regulation 2 has been revised by inserting clause (aaa) to define the term “Board”;
- ii) A new Regulation 9C has been inserted, outlining the permitted additional activities that a debenture trustee may undertake;
- iii) Regulation 14 has been substituted in its entirety; and
- iv) A new Regulation 15A has been inserted, detailing the rights of debenture trustees that may be exercised to support the performance of their duties, obligations, roles, and responsibilities.

SEBI Circular- Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions

- ❑ SEBI’s Master Circular dated November 11, 2024, and its circular dated June 26, 2025, required listed entities to comply with the Industry Standards Forum (ISF)–prescribed minimum information to be submitted to the Audit Committee and shareholders for approval of Related Party Transactions (RPTs).
- ❑ ISF subsequently submitted a representation to SEBI seeking relaxation from the applicability of these RPT Industry Standards. The representation was reviewed by SEBI in consultation with the Advisory Committee on Listing Obligations and Disclosure (ACLOD).
- ❑ The SEBI Board, in its 211th meeting held on September 12, 2025, approved the proposal for granting such relaxation. In line with this decision, and with the objective of enhancing ease of doing business for listed entities, several paragraphs under Section III-B of the Master Circular have been substituted or modified.
- ❑ This circular comes into immediate effect.

SEBI Extends Deadline for Angel Funds’ Allocation Disclosure

- ❑ The Securities and Exchange Board of India (SEBI), through its circular dated October 15, 2025, has granted a compliance relaxation to all existing Angel Funds registered under the SEBI (Alternative Investment Funds) Regulations, 2012. Pursuant to recent amendments to the AIF Regulations and the revised regulatory framework introduced via a subsequent circular, Angel Funds were required to specify a clear methodology for allocating investments among approving angel investors in their Private Placement Memorandums (PPMs) by October 15, 2025.
- ❑ In response to industry representations seeking additional time for implementation, SEBI has extended the deadline for compliance to January 31, 2026. Accordingly, any investment allocation made by existing Angel Funds on or after January 31, 2026, must follow the allocation methodology disclosed in their respective PPMs.
- ❑ All other provisions of the earlier circular dated September 10, 2025, relating to Angel Funds continue to remain in force.

SEBI Eases Related Party Transaction Disclosure Norms for Listed Entities

- ❑ SEBI, through its circular dated October 13, 2025, has revised the disclosure requirements applicable to listed entities in relation to the minimum information that must be submitted to the Audit Committee and shareholders for approval of Related Party Transactions (RPTs). The changes follow a representation by the Industry Standards Forum (ISF) and recommendations from the Advisory Committee on Listing Obligations and Disclosures (ACLOD), with the objective of easing compliance for listed companies.
- ❑ The circular introduces a tiered disclosure framework based on the value of the RPT:
 - ✓ For RPTs exceeding the lower of a specified percentage of annual consolidated turnover or ₹10 crore, listed entities must comply with the full RPT Industry Standards.
 - ✓ For RPTs up to the above threshold, a simplified disclosure format, as provided in Annexure 13A, may be used for both Audit Committee consideration and shareholder approval notices.
 - ✓ RPTs not exceeding ₹1 crore remain exempt from these detailed disclosure requirements.
- ❑ The circular is effective immediately and aims to streamline and standardise the RPT approval process while ensuring adequate oversight.

RBI

Reserve Bank of India (Nomination Facility in Deposit Accounts, Safe Deposit Lockers and Articles kept in Safe Custody with the Banks) Directions, 2025

- ❑ The Reserve Bank of India (RBI) has issued the Reserve Bank of India (Nomination Facility in Deposit Accounts, Safe Deposit Lockers and Articles kept in Safe Custody with Banks) Directions, 2025. The purpose of the nomination facility is to ensure faster settlement of claims by banks upon the death of a customer and to reduce the difficulties faced by their family members.
- ❑ The Government of India has notified the Banking Laws (Amendment) Act, 2025, which, among other changes, amends Sections 45ZA, 45ZC and 45ZE of the Banking Regulation Act, 1949. The Banking Companies (Nomination) Rules, 2025 have also been issued, and along with the amended provisions of the Act, will come into effect from November 1, 2025.
- ❑ In view of these amendments, and to ensure consistency with the updated provisions of the Banking Regulation Act, 1949 and the new Nomination Rules, RBI has reviewed and updated the existing regulatory instructions on the subject.

Foreign Exchange Management (Foreign Currency Accounts by a person resident in India) (Seventh Amendment) Regulations, 2025

- ❑ As per the Amendment Regulations, 2025, Regulation 5(CA) of the Foreign Exchange Management (Foreign Currency Accounts by a Person Resident in India) Regulations, 2015 provides that a person resident in India who is an exporter may open, hold, and maintain a Foreign Currency Account with a bank outside India for the purpose of receiving the full export proceeds and any advance remittances received towards export of goods or services.

- ❑ The funds held in such an account may be utilised by the exporter to make payments for its imports into India or may be repatriated to India within the prescribed timelines, namely:
 - a) within three months from the date of receipt of funds, in the case of accounts maintained with banks in an International Financial Services Centre (IFSC); or
 - b) within the next month for accounts maintained in all other jurisdictions.
- ❑ This is subject to adjustment for forward commitments and compliance with the realisation and repatriation requirements specified under the Foreign Exchange Management (Export of Goods and Services) Regulations, 2015, as amended from time to time.

MCA

Relaxation of additional fees and extension of time for filing of Financial Statements and Annual Returns under the Companies Act, 2013

- ❑ The Ministry of Corporate Affairs (MCA), has announced revisions to various annual filing e-Forms, including MGT-7, MGT-7A, AOC-4, AOC-4 CFS, AOC-4 NBFC (Ind AS), AOC-4 CFS NBFC (Ind AS), and AOC-4 (XBRL), which have recently been deployed on the MCA-21 Version 3 portal.
- ❑ Considering the introduction of these new e-Forms, the need for companies to familiarise themselves with the updated filing process, and the representations received from multiple stakeholders, the Ministry has decided to allow companies to complete their annual filings for FY 2024–25 up to December 31, 2025, without payment of any additional fees.

IFSCA

Framework on Stewardship Code in IFSC

- ❑ IFSCA, through this circular, has introduced a Framework on the Stewardship Code in IFSC with the objective of strengthening investor protection and promoting sound corporate governance practices.
- ❑ The circular provides that Regulated Entities undertaking investment activities may adopt either:
 - i. the Stewardship Code annexed to the circular; or
 - ii. a Stewardship Code issued by a financial sector regulator in their home jurisdiction; or
 - iii. a Stewardship Code prescribed by an Indian financial sector regulator such as SEBI, IRDAI, PFRDA, or by a statutory professional body such as the Institute of Company Secretaries of India (ICSI).
- ❑ The principles set out under this Stewardship Code are intended to guide Fund Management Entities and other institutional investors operating in the IFSC, ensuring their practices align with global standards and support long-term value creation.

IFSCA & CKYCRR

IFSCA Modifies V-CIP Rules for AML/KYC in IFSCs

- ❑ The International Financial Services Centres Authority (IFSCA), vide circular dated October 31, 2025, has amended its Anti-Money Laundering (AML), Counter-Terrorist Financing (CFT), and Know Your Customer (KYC) Guidelines, 2022, specifically in relation to the Video-based **Customer Identification Process (V-CIP)**.
- ❑ The amendment broadens the scope of who may conduct V-CIP by permitting it to be carried out by:
 - i. an authorised official of the Regulated Entity (RE),
 - ii. an entity within the RE's financial group in India that is supervised by a financial sector regulator, or
 - iii. a **KYC Registration Agency (KRA)**.
- ❑ Additionally, **Part A of Annexure II** has been substituted to introduce enhanced minimum standards for V-CIP infrastructure and procedures. These standards apply to **Indian Nationals** as well as **low-risk Non-Resident Indian (NRI) customers residing in eleven specified foreign jurisdictions**.

Key requirements under the revised framework include:

- ✓ mandatory cyber security compliance and secure hosting of V-CIP infrastructure within the RE or its supervised financial group entity;
 - ✓ end-to-end encryption of V-CIP sessions;
 - ✓ deployment of advanced anti-deepfake and liveness detection technologies; and
 - ✓ restrictions on permissible IP address sources based on the customer's country of residence.
- ❑ For NRI customers, accounts opened through V-CIP will remain in **debit freeze mode** and will be activated only after receipt and verification of the **first credit** from the bank account provided as proof of current address.

CKYCRR

KYC Uploads via KRAs Deemed Valid under PMLA: Finance Ministry Clarifies

- ❑ The Ministry of Finance, through the Department of Revenue, has issued a notification dated October 16, 2025, revising the compliance requirements under the Prevention of Money-laundering (Maintenance of Records) Rules, 2005. The amendment extends the applicability of sub-rules (1A), (1C), and (1D) of Rule 9 to "intermediaries" as defined under the SEBI (KYC Registration Agency) Regulations, 2011, which include various financial institutions and market intermediaries operating in the securities sector.
- ❑ The notification provides additional flexibility and clarity regarding the use of the Central KYC Records Registry (CKYCRR) and KYC Registration Agencies (KRAs). Reporting entities may now upload, update, and retrieve KYC records either directly from the CKYCRR or through a KRA.
- ❑ Importantly, any KYC information uploaded or updated on the CKYCRR by a KRA—based on data received from a reporting entity—shall be deemed to have been uploaded or updated by the reporting entity itself. Likewise, any communication sent by the CKYCRR to a KRA regarding updates will be treated as communication to the reporting entity.
- ❑ These changes effectively streamline and formalise the integration of KRAs within the CKYCRR framework, thereby simplifying the KYC compliance process for intermediaries under the anti-money laundering regime.