

SAMAGRATA



COLLECTION OF REGULATORY UPDATES



We bring you key legal and regulatory updates from December 2025, along with expert analysis and reference materials. This edition also includes articles and YouTube videos on contemporary corporate law topics.



VINOD KOTHARI AND COMPANY

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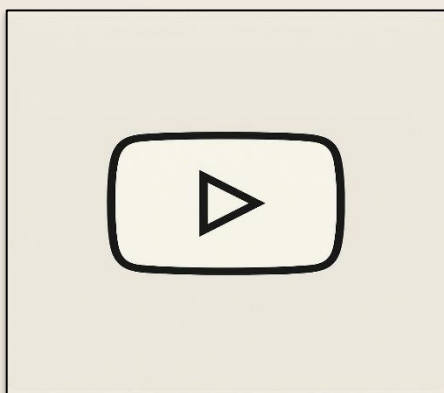
Drop a mail at
jayesh@vinodkothari.com

WHATS INSIDE?

Samagrata means a *collection or integration of everything essential*

WORKSHOPS

- A week-long certificate course on Related Party Transactions (RPTs) packed with practical and regulatory insights.
- A full day comprehensive workshop on Leasing covering everything from meaning of leasing to taxation aspects and CTC model.



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We track and curate important regulatory changes that impact businesses and professionals.



WORKSHOPS

Certificate Course on

Nuts and Bolts of Related Party Transactions

By Vinod Kothari and Company

Run-time: 12 hours
Spread over: 5 days

February 23 - February 27, 2026.
4 to 6 pm (from Monday to Thursday)
2 to 6 pm (on Friday)

Virtually over Zoom

For registration, click [here](#)

₹ INR 20,000 plus GST per participant
Early bird offer - INR 15,000 plus GST per participant (till January 28 only)

For more information, reach out to:
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anushka.ganguly@vinodkothari.com

Why this Course?

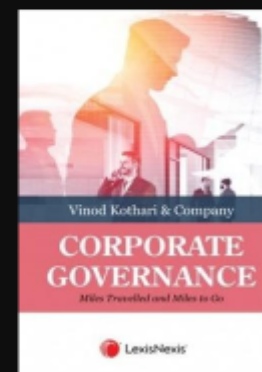
Related Party Transactions continue to remain one of the focal and sensitive areas in corporate governance, and the requirements around RPTs for listed entities have been constantly evolving with the various amendments brought by SEBI. The framework witnessed a major revamp in 2021, with the extension of RPT framework under the LODR Regulations to the subsidiaries of the listed entities, as also, covering the transactions with third parties having the 'purpose and effect' of benefitting a related party.

In order to complement the approval requirements under LODR Regulations, the Industry Standards Forum, under the aegis of the Stock Exchanges and in consultation with SEBI, has formulated industry standards, prescribing detailed disclosure for RPTs at the time of being placed before the audit committee and shareholders for approval (effective from 1st September, 2025). Various actionables follow.

This workshop, spread over a week, will help the participants to develop a comprehensive knowledge along with practical insights on the framework on Related Party Transactions as applicable to the listed entities and proposed to be listed entities.

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[Related Party Transactions-Resource Centre](#)

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12 Hour Certificate course on Leasing

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Consolidated regulatory framework for NBFCs

RBI has completed a major consolidation of its regulatory framework, repealing 9,345 circulars and reorganising all instructions issued up to 9 October 2025 into 238 Master Directions across 11 entity types and 30 functional areas. This initiative aims to simplify compliance, reduce regulatory burden, and improve clarity by providing entity-specific, function-wise consolidated guidance.



Regulations for Banking Group Entities

RBI amendment has introduced significant changes to the manner in which business activities may be allocated among banks and entities within banking groups, including NBFCs, HFCs, securities broking entities, AMCs, and others.

RPTs: Understanding the exact nature of Omnibus Approval

This video tries to provide clarity on why omnibus usage of omnibus approvals might reflect lack of effective oversight on RPTs.



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Regulatory Updates

Index

Securities and Exchange Board of India

1. SEBI (Merchant Bankers) (Amendment) Regulations, 2025
2. Consultation Paper on Master Circular for Foreign Portfolio Investor and Designated Depository Participants
3. SEBI (Substitution of Registered Post with Speed Post) (Amendment) Regulations, 2025
4. Clarification on the Digital Accessibility circulars of SEBI
5. Relaxation on geo tagging requirement in India for NRIs while undertaking re-KYC
6. Modification in the conditions specified for reduction in denomination of debt securities
7. SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2025
8. SEBI Board Meeting
9. Ease of doing investment - Review of simplification of procedure and standardization of formats of documents for issuance of duplicate certificates

MCA

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

11. Companies (Appointment and Qualification of Directors) Amendment Rules, 2025

E-Gazette

12. Amendment in the definition of small company

13. SEBI (Share Based Employee Benefits and Sweat Equity) (Second Amendment) Regulations, 2025

14. SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2025

15. The Sabka Bima Sabki Raksha (Amendment Of Insurance Laws) Act, 2025

Reserve Bank of India

16. Reserve Bank of India (Non-Banking Financial Companies – Credit Information Reporting) (“CIR”) Amendment Directions, 2025

17. Reserve Bank of India (Commercial Banks - Responsible Business Conduct) Amendment Directions, 2025

18. Reserve Bank of India (Commercial Banks - Concentration Risk Management) Amendment Directions, 2025

19. Reserve Bank of India (Non-Banking Financial Companies – Undertaking of Financial Services) (Amendment) Directions, 2025

20. Reserve Bank of India (Non - Banking Financial Companies - Know Your Customer) Amendment Directions, 2025

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars				
Securities and Exchange Board of India							
1. SEBI (Merchant Bankers) (Amendment) Regulations, 2025							
December 03, 2025	On the 30th day from the date of its publication in the Official Gazette i.e. on January 04, 2026	Merchant Bankers	<p>Amendments have been made to the SEBI (Merchant Bankers) Regulations, 1992; introducing new capital adequacy framework, mandating minimum liquid net worth, underwriting limits etc. The key changes have been summarised below:</p> <ol style="list-style-type: none"> 1. Change in definition of Principal Officer [reg. 2 (1) (d)]: <ul style="list-style-type: none"> • The definition of 'Principal Officer' has been amended to mean '<i>an employee of the merchant banker, who has at least five years of experience in working in the financial markets, and who has been designated as such by the merchant banker, and is responsible for the decisions made by the merchant banker for the management or administration of merchant banking activities and all other operations of the merchant banker</i>' • Earlier, the principal officer was more of designation given to proprietor/ partner/ director (as the case may be) of the merchant banker, the amendment introduced the requirement of having a certain experience and being responsible for decision making, operations etc. • For existing merchant bankers SEBI will notify the time period within which compliance with the new requirement will have to be ensured. 2. Categories of Merchant Bankers [Reg. 3] <table border="1" data-bbox="846 1155 1989 1375"> <thead> <tr> <th data-bbox="846 1155 1417 1233">Existing Category</th> <th data-bbox="1417 1155 1989 1233">New Category</th> </tr> </thead> <tbody> <tr> <td data-bbox="846 1233 1417 1375"> Category I: i. to carry on any activity of the issue management, which will, inter alia, consist </td> <td data-bbox="1417 1233 1989 1375"> Category I: which can carry out all the permitted activities; </td> </tr> </tbody> </table> 	Existing Category	New Category	Category I: i. to carry on any activity of the issue management, which will, inter alia, consist	Category I: which can carry out all the permitted activities;
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			<ul style="list-style-type: none"> of preparation of prospectus and other information relating to the issue, determining financial structure, tie up of financiers and final allotment and refund of the subscriptions; and ii. to act as adviser, consultant, manager, underwriter, portfolio manager; 	
			Category II, that is to act as adviser, consultant, co-manager, underwriter, portfolio manager;	Category II: which can carry out all the permitted activities except public issues of equity shares proposed to be listed on the main board of a recognised stock exchange
			Category III, that is to act as underwriter, adviser, consultant to an issue;	No corresponding category
			Category IV, that is to act only as adviser or consultant to an issue.	No corresponding category
			<p>For existing merchant bankers SEBI will notify the time period within which they will have to re-categories themselves in Category I or II</p> <p>3. Eligibility to be registered as a merchant banker [reg. 6]:</p> <ul style="list-style-type: none"> a. Must be a company or a LLP; b. Additions have been made in the list of persons who cannot be registered as merchant bankers [reg. 6 (a)]: <ul style="list-style-type: none"> i. a body corporate incorporated outside India other than a foreign bank licensed by the RBI; ii. One Person Company as defined under the Companies Act, 2013; 	

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars												
			<p>iii. NBFC (existing requirement, no change)</p> <p>c. Additional qualifications for compliance officer and certain employees [reg. 6 (ba)]: SEBI may prescribe certain additional certifications to be possessed by the compliance officer and the employees referred to in reg. 6 (b).</p> <p>4. New capital adequacy requirements [Reg. 7]: Earlier, all merchant bankers were required to have a net worth of not less than Rs. 5 crores. The amendment prescribes separate net worth requirements for each category.</p> <table border="1" data-bbox="952 635 2096 837"> <thead> <tr> <th data-bbox="952 635 1525 699">Categories of MB</th> <th data-bbox="1525 635 2096 699">Net worth required</th> </tr> </thead> <tbody> <tr> <td data-bbox="952 699 1525 767">Category I</td> <td data-bbox="1525 699 2096 767">₹ 50 crore</td> </tr> <tr> <td data-bbox="952 767 1525 837">Category II</td> <td data-bbox="1525 767 2096 837">₹ 10 crore</td> </tr> </tbody> </table> <ul data-bbox="913 869 2119 1054" style="list-style-type: none"> • For existing merchant bankers SEBI will notify the time period within which they must comply with the new capital adequacy requirements. • If a merchant banker fails to meet the minimum net worth requirement it cannot undertake any fresh permitted activity, till such time it complies with the same. • The meaning to net worth shall be the same as defined in section 2 (57) of the Companies Act, 2013. <p>5. New Liquid Net worth requirements [Reg. 7A]:</p> <table border="1" data-bbox="904 1129 2049 1331"> <thead> <tr> <th data-bbox="904 1129 1478 1193">Categories of MB</th> <th data-bbox="1478 1129 2049 1193">Minimum Liquid Network</th> </tr> </thead> <tbody> <tr> <td data-bbox="904 1193 1478 1262">Category I</td> <td data-bbox="1478 1193 2049 1262">₹ 12.5 crore</td> </tr> <tr> <td data-bbox="904 1262 1478 1331">Category II</td> <td data-bbox="1478 1262 2049 1331">₹ 2.5 crore</td> </tr> </tbody> </table>	Categories of MB	Net worth required	Category I	₹ 50 crore	Category II	₹ 10 crore	Categories of MB	Minimum Liquid Network	Category I	₹ 12.5 crore	Category II	₹ 2.5 crore
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			<ul style="list-style-type: none"> • Liquid net worth shall mean the net worth that is deployed in unencumbered liquid assets, as may be specified by the Board; • liquid assets shall mean low risk assets that can be converted into cash in a short period of time such as cash, fixed deposits, government securities, money markets instruments, treasury bills, repo on government securities and acceptable marketable securities with applicable haircut; • For existing merchant bankers SEBI will notify the time period within which they must comply with the new Liquid Net worth requirements. • If a merchant banker fails to meet the minimum net worth requirement it cannot undertake any fresh permitted activity, till such time it complies with the same. • The meaning to net worth shall be the same as defined in section 2 (57) of the Companies Act, 2013. <p>6. Outsourcing of activities [reg. 9A (i)]</p> <ul style="list-style-type: none"> • Core merchant banking activities i.e. due diligence activities and preparation of offer related documents cannot be outsourced. • For existing merchant bankers SEBI will notify the time period within which they must comply with the said requirements. <p>7. New Requirement of minimum revenue generation [reg. 9C]</p> <ul style="list-style-type: none"> • Merchant bankers must ensure that it generates minimum revenue (to be specified by SEBI) from activities permitted activities specified in reg. 13A • The said requirement will not be applicable to a merchant banker who manages only the issuance of the following securities, - <ul style="list-style-type: none"> a. listed or proposed to be listed non-convertible securities, securitized debt instruments, security receipts, municipal debt securities, commercial papers; or b. listed or proposed to be listed units of a REIT or an InvIT.” <p>8. List of permitted activities inserted [reg. 13A]</p>

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<ul style="list-style-type: none"> • Reg. 13A has been substituted and an itemised list of activities permitted that can be undertaken by merchant bankers has been added. • Earlier the regulation only stated that no merchant banker, other than a Bank or Public Financial Institution, who has been granted a certificate of registration shall carry on any business other than that in the securities market. <p>9. Preservation of books of account, records and other documents [reg. 16]</p> <ul style="list-style-type: none"> • Merchant bankers shall now preserve the books of account and other records and documents for a minimum period of eight financial years (earlier 5 years). • Further all the data and information has to be maintained within the territorial limits of India as per the data storage and localization norms to be specified by SEBI. <p>10. Merchant banker to not to act for its associate [Reg. 21A, clause (i) of Explanation]:</p> <ul style="list-style-type: none"> • A merchant banker will be deemed to be an “associate of the issuer or person” if either of them controls, directly or indirectly through its subsidiary or holding company, not less than 10 per cent. of the voting rights in the other (earlier 15%). <p>11. Merchant banker not to act as such in its own issue [reg. 21B]</p> <ul style="list-style-type: none"> • Merchant bankers cannot lead manage its own issue or be associated with any other activity undertaken under any of the regulations made by SEBI in respect of its own issue. <p>12. Merchant bankers to not act as such where shares are held by its key managerial personnel or their relatives. [reg. 21C]</p> <ul style="list-style-type: none"> • Merchant banker cannot lead manage any public issue, if its directors, other KMPs, compliance officer, employees referred reg. 6 (b) or relative(s) of the said persons, individually or in aggregate hold more than 0.1% of the paid up share capital or shares whose nominal value is more than 10,00,000 rupees, whichever is lower in the issuer:

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<p>Exception:</p> <ol style="list-style-type: none"> a. Any holdings in the issuer through mutual funds and employee stock option schemes to be excluded: b. If the merchant banker is involved only in the marketing of the issue, subject to appropriate disclosures. <p>13. Total underwriting obligation [reg. 22B (2)]:</p> <ul style="list-style-type: none"> • At any Total underwriting obligation cannot exceed 20 times of liquid net worth (earlier the same was capped at 20 times of the net worth). <p>14. Reporting to SEBI [reg. 27]:</p> <ul style="list-style-type: none"> • Every merchant banker shall submit to SEBI on a periodic basis the following information: <ol style="list-style-type: none"> i. complete particulars of any transaction for acquisition of securities of any body corporate whose issue is being managed by it (existing requirement); ii. complete particulars of any transaction for acquisition of securities made in pursuance of underwriting or market-making obligations in accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (new addition); iii. any other information as may be specified by SEBI from time to time. <p>15. Qualification for Compliance Officer prescribed [reg. 28A]:</p> <ol style="list-style-type: none"> a. Qualification: qualified company secretary or a law graduate. Additional certifications to be prescribed by SEBI. <ul style="list-style-type: none"> • existing compliance officer may continue to act as such if he/she complies with the above qualifications or has professional qualification with at least five years post qualification experience in activities related to corporate or secretarial compliance and obtains such certification(s) as may be specified by SEBI.

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			<p>b. Experience: two years post qualification experience in activities related to corporate or secretarial compliance</p> <p>c. Vacancy in office: any vacancy in the office of the compliance officer must be filled within 3 months.</p> <p>d. Role and responsibility: Compliance office shall:</p> <ol style="list-style-type: none"> i. be separate and independent from the principal officer and the employees referred to reg. 6 (b); ii. be responsible for monitoring the compliance of the SEB Act, rules and regulations, notifications, guidelines, instructions, etc., issued by SEBI or the Central Government and for redressal of investors' grievances. iii. immediately and independently report to SEBI any non-compliance observed by him/her and ensure that the observations made or deficiencies pointed out by SEBI in the draft prospectus or the letter of offer as the case may be, do not recur.
2. Consultation Paper on Master Circular for Foreign Portfolio Investor and Designated Depository Participants			
December 05, 2025	-	<ul style="list-style-type: none"> • FPI • Designated Depository Participants • Custodians • Depositories • RSEs • Clearing Corporations 	<p>SEBI <i>vide</i> this Consultation Paper proposes to update the Master Circular for Foreign Portfolio Investors, Designated Depository Participants and Eligible Foreign Investors ("FPI Master Circular") dated May 30, 2024 by incorporating the circulars issued since May 2024.</p> <p>The revision aims to consolidate all circulars issued since May 2024 while simplifying the language and eliminating duplicative and transitional provisions.</p>

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
3. SEBI (Substitution of Registered Post with Speed Post) (Amendment) Regulations, 2025			
December 05, 2025	Effective Immediately	<ul style="list-style-type: none"> • CIS • Listed Companies • Companies proposed to be listed • SEBI Registered Intermediaries 	<p>By way of this amendment SEBI has substituted the references to “registered post” and “registered post with acknowledgment due” with “<i>Speed Post with Registration</i>” or “<i>Speed Post with Registration with Acknowledgment Due</i>,” respectively.</p> <p>The following regulations has been amended to reflect the change:</p> <ol style="list-style-type: none"> 1. SEBI (Collective Investment Schemes) Regulations, 1999, 2. SEBI (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, 3. SEBI (Intermediaries) Regulations, 2008 and 4. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018
4. Clarification on the Digital Accessibility circulars of SEBI			
December 08, 2025	Effective immediately	<ul style="list-style-type: none"> • Recognised Stock Exchanges • Clearing Corporations • Registered Depositories • Registered Intermediaries • AMFI • APMI • BSE Limited • IAASB, RAASB 	<p>SEBI <i>vide</i> circular dated September 25, 2025 had mandated that Regulated Entities (‘REs’) entities appoint IAAP-certified accessibility professionals as auditors and submit the details of such appointment to SEBI on or before December 14, 2025.</p> <p>SEBI has by way of the present circular clarified that instead of meeting the earlier requirement for appointment of an accessibility auditor, REs will now be required to submit a status report on its readiness and compliance with the accessibility requirements for each of its digital platforms by March 31, 2026.</p> <p>The status report is to be submitted by the REs to their respective reporting authorities specified in Annexure A of the circular.</p> <p>The prescribed format for submitting the status of readiness and compliance is provided in Annexure B of the circular</p>

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			Any investor facing accessibility related issues on digital platforms of REs, shall be able to lodge accessibility related complaints against REs on SCORES.
5. Relaxation on geo tagging requirement in India for NRIs while undertaking re-KYC			
December 10, 2025	Effective immediately	All intermediaries registered with SEBI under section 12 of SEBI Act, 1992	<p>SEBI <i>vide</i> Consultation Paper dated October 23, 2025 had proposed to ease the KYC access requirements for NRIs. The existing requirement for clients to be physically present in India was proposed to be relaxed for NRIs, and the due diligence was proposed to be conducted through digital mode.</p> <p>Accordingly, Para 51 of Master Circular Master on KYC dated October 12, 2023, which deals with features for online KYC App of the intermediary has been amended and the requirement of physical location of client being in India during digital on boarding has been relaxed for undertaking re-KYC for existing clients.</p> <p>Further the online KYC App must also ensure that the GPS location (latitude and longitude) captured by the intermediary matches with the proof of address given by the client and the App must also prevent connections from spoofed IP addresses</p> <p>In case the clients of the company are NRIs, re-KYC of the same can be done through KYC App for ease of convenience. Further the KYC App must incorporate the new features prescribed in para 51 and stated alongside</p>
6. Modification in the conditions specified for reduction in denomination of debt securities			
December 18, 2025	Effective immediately	<ul style="list-style-type: none"> Issuers who have listed and/ or propose to list non-convertible securities; 	Based on the SEBI consultation paper dated August 01, 2025 , SEBI <i>vide</i> this circular has amended clause 1.3 of Chapter V of the NCS Master Circular dated October 15, 2025 to specify that zero-coupon debt securities (issued after the date of this circular) can also be issued at a reduced face value of Rs. 10,000. Earlier, the scope was restricted to interest bearing debt securities.

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
		<ul style="list-style-type: none"> • Recognized Stock Exchanges, • Registered Depositories • Registered Credit Rating Agencies, • Debenture Trustees, • Merchant Bankers, • Registrars to an Issue and Share Transfer Agents, Bankers to an Issue 	
7. SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2025			
December 16, 2025	Effective immediately	Listed entities	<p>Pursuant to SEBI (Registrar to an Issue and Share Transfer Agents) Regulations, 2025 dated December 16, 2025, SEBI has introduced activity based regulations for RTAs, wherein only the services provided by RTAs to listed companies will fall under SEBI’s regulatory purview. Under the new regulations Category I and Category II of Registrar to an Issue and Share Transfer Agent have been done away with and RTAs who wish to provide services to both listed and unlisted companies and continue to be registered with SEBI, may provide services to unlisted companies through a Separate Business Unit.</p> <p>To give effect to the same, the LODR regulations have been amended and the term “share transfer agent” has been substituted with the term “Registrar to an Issue and Share Transfer Agent”. Substitutions have been made in the following regulations:</p> <ul style="list-style-type: none"> • Regulation 7, 7(1) and 7(4)

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<ul style="list-style-type: none"> • Schedule I - clause (1) and (2) • Schedule II, in Part D, in paragraph B, sub -paragraph (3) • Schedule III - <ul style="list-style-type: none"> ○ Part A -in paragraph A, sub - paragraph (8) ○ Part B - in paragraph A, sub - paragraph (28) ○ Part C - in paragraph A, sub -paragraph (4), clause (e) • Schedule VI - in paragraph A • Schedule VII - in paragraph C, sub - paragraph (2), clause (f), sub -clause (ii)
8. SEBI Board Meeting			
December 17, 2025	-	Listed Entities	<p>At its Board Meeting held on December 17, 2025 SEBI has approved the following proposals:</p> <ol style="list-style-type: none"> 1. <u>Review of SEBI (Stock Brokers) Regulations, 1992</u> For Ease of Doing Business ('EODB'), the proposal to replace SEBI (Stock Brokers) Regulations, 1992 with SEBI (Stock Brokers) Regulations, 2025 has been approved with the objective of: <ol style="list-style-type: none"> a. Streamlining the regulations to ensure simple and clear language; b. Omission of repetitive and redundant provisions; c. Updating regulations with contemporary changes; d. Modification/inclusion of certain provisions to provide more clarity and to ensure ease of compliance 2. <u>Comprehensive review of SEBI (Mutual Fund) Regulations, 1996</u> The new SEBI (Mutual Funds) Regulations, 2026 have been approved. The same are designed to offer stakeholders better clarity, readability, and to strengthen investor protection, transparency and governance standards within the mutual fund ecosystem. Following are the key features of SEBI (Mutual Funds) Regulations, 2026:

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<ul style="list-style-type: none"> a. Simplification and Consolidation b. Transparency and strengthening investor protection c. Ease of compliance d. Deletion of redundant chapters/clauses <p>3. <u>Approval of amendments in the SEBI (ICDR) Regulations, 2018 to streamline requirements relating to public issue for EODB and to increase the engagement and participation of retail investors</u> Amendments to the SEBI (ICDR) Regulations, 2018 have been approved to smoothen the lock-in requirements pertains to pre-issue capital held by persons other than promoters, particularly in cases where pledge has been created prior to IPO.</p> <ul style="list-style-type: none"> a. Shares that cannot be locked-in due to an existing pledge the same shall be marked “non-transferable” by the depository for the lock-in period. b. Lock-in restrictions to continue to apply to the lender/ beneficiary upon invocation/ release of pledge. <p>Introduction of Draft Abridged Prospectus:</p> <ul style="list-style-type: none"> a. A concise, standardized Draft Abridged Prospectus is now required at DRHP stage. b. This is in addition to existing abridged prospectus at the RHP stage. <p>4. <u>Permitting debt issuers to offer incentives in public issues to certain category of investors:</u> With a view to enhance participation of retail investors in corporate debt market and also to encourage public issuances in the debt market, the proposal for amending SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 has been approved to permit debt issuers to offer incentives to certain categories of investors.</p> <ul style="list-style-type: none"> a. Issuers can offer higher coupon rates or discounts to certain investor categories such as senior citizens, women, armed forces personnel (including ex-servicemen and widows) and retail investors

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<p>b. Only initial allottees are eligible, not subsequent transferees</p> <p>5. <u>Amendment to Regulation 39 and 40 of SEBI (LODR) Regulations, 2015</u> SEBI approved the amendments in Regulation 39 and 40 of SEBI (LODR) Regulations, 2015, to simplify demat credit procedures and provide relief to investors holding legacy physical shares. This includes:</p> <p>a. Eliminating requirement of LOC (Reg. 39 of LODR): Requirement of issuance of Letter of Confirmation by RTA for crediting securities to demat account of investors is removed.</p> <p>b. Another special window for re-lodgement of Shares (Reg. 40 of LODR): An additional special window has now been approved to permit investors holding original physical share certificates and transfer deeds executed prior to April 1, 2019 to lodge for registration, subject to due diligence</p> <p>6. <u>Aligning the timeline for transfer of unclaimed amount by an entity having listed non - convertible securities with Companies Act</u> To bring clarity and strengthen investor protection, SEBI introduced provisions relating to unclaimed amounts in respect of listed debt securities under Regulation 61A of LODR.</p> <p>a. Unclaimed amounts in relation to listed debt securities required to be transferred to an escrow account within 7 days and, if remained unclaimed for 7 years, it has to be transferred to the Investor Education and Protection Fund (IEPF) [Reg 61A of LODR]</p> <p>b. Clarification has been inserted that the transfer of unclaimed amounts is required only after 7 years from the maturity date of debentures.</p> <p>7. <u>Measures for regulation of activities of Credit Rating Agency</u> To promoter EODB, SEBI has approved the amendments to SEBI (Credit Rating Agencies) Regulations, 1999, allowing Credit Rating Agencies ('CRAs') to rate the financial instruments which are regulated by other financial sector regulators ('FSR') even when explicit rating guidelines are not issued by such FSR.</p>

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			<p>SEBI approved few safeguards which have to be ensured at the time of rating such above mentioned financial instruments:</p> <ol style="list-style-type: none"> a. Clear segregation and labelling of SEBI-regulated vs. other FSR-regulated instruments in rating reports and press releases. b. Separate disclosures on websites and in advertising/ marketing materials. c. Upfront disclosure to new clients and written intimation to existing clients about activities under other FSRs. d. Explicit disclosure that SEBI investor protection mechanisms do not apply to activities under other FSRs. e. Any net worth requirements of other FSRs to be in above of SEBI net worth requirements. f. Separate grievance-handling email IDs for activities under different FSRs. <p>8. <u>Relaxation in the threshold for identification of High Value Debt Listed Entities (HVDLEs) and measures facilitating EODB for HVDLE including provisions relating to RPT</u></p> <p>Key amendments to be made to the LODR Regulations are as under:</p> <ol style="list-style-type: none"> a. Increase in threshold for HVDLEs from 1000 crore to 5000 crore b. Approval of proposals to align Corporate Governance (CG) norms applicable for HVDLEs with recent amendments to CG norms applicable to equity listed entities. Refer to the gist of proposals approved in our article here.
9. Ease of doing investment - Review of simplification of procedure and standardization of formats of documents for issuance of duplicate certificates			
December 24, 2025	Effective immediately	<ul style="list-style-type: none"> • Listed Entities • RTAs 	On November 25, 2025 SEBI had issued a consultation paper on Ease of doing investment - Review of simplification of procedure and standardization of formats of documents for issuance of duplicate securities certificates.

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<p>By way of the present circular SEBI has implemented the proposals laid down in the consultation paper. The highlights of the changes are as follows:</p> <ol style="list-style-type: none"> 1. <u>Standardised format for affidavit-cum-indemnity bond:</u> A standardized format has been prescribed for the affidavit-cum-indemnity bond to be submitted while applying for duplicate certificates. Annexure A of the said circular lays down the standardised format. 2. <u>Increase in threshold for simplified documentation:</u> The threshold for simplified documentation has been increased from the current Rs. 5 lakhs to Rs. 10 lakhs 3. <u>Documents to be submitted where the value of securities does not exceed Rs. 10 thousand:</u> <ul style="list-style-type: none"> • Affidavit-cum-indemnity bond (as per Annexure A) on a plain paper; • Copy of FIR including e-FIR/Police complaint/Court injunction order/copy of plaint is now not required to be submitted; • Issuance of advertisement regarding loss of securities in a widely circulated newspaper is now not required. 4. <u>Documents to be submitted where the value of securities does not exceed Rs. 10 lakhs:</u> <ul style="list-style-type: none"> • Affidavit-cum-indemnity bond (as per Annexure A) on a non-judicial stamp paper of appropriate value (as prescribed by the Stamp Act of the state where the claimant resides); • Copy of FIR including e-FIR/Police complaint/Court injunction order/copy of plaint is now not required to be submitted; • Issuance of advertisement regarding loss of securities in a widely circulated newspaper is now not required. 5. <u>Documents to be submitted where the value of securities exceeds Rs. 10 lakhs:</u> <ul style="list-style-type: none"> • Affidavit-cum-indemnity bond (as per Annexure A) on a non-judicial stamp paper of appropriate value (as prescribed by the Stamp Act of the state where the claimant resides);

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<ul style="list-style-type: none"> • Copy of FIR including e-FIR/Police complaint/Court injunction order/copy of plaint necessarily having details of the securities, folio number, distinctive number range and certificate numbers.; • Issuance of advertisement regarding loss of securities in a widely circulated newspaper is now not required. • Listed company to issue an advertisement regarding loss of securities in a widely circulated newspaper in the region where its registered office is situated, on a weekly basis. • The timeline for processing of the service request for issuance of duplicate security certificates shall commence from the date of submission of complete documentation by the investor or issuance of newspaper publication by the listed company, whichever is later. • Listed entities can now charge a minimal fee from the investor towards such advertisement. <p>Para 22.1.1 to 22.1.4 of the Master Circular for Registrars to an Issue and Share Transfer Agent dated June 23, 2025 have been amended to give effect to the change.</p> <p>Company being a listed entity to take note of the revised requirement including the requirement of making weekly advertisements where the value of securities exceeds Rs. 10 lakhs</p>
MCA			
10. Relaxation of additional fees and extension of time for filing of Financial Statements and Annual Returns under the Companies Act, 2013			
December 30, 2025	Effective Immediately	All companies	<p>In continuation to the General Circular No. 06/2025, MCA has by way of the present circular permitted companies to complete their annual filings for the financial year 2024-25 up to 31 January 2026 without payment of additional fees.</p> <p>This relaxation applies to the filing of annual 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), for FY 2024-25.</p>

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars									
11. Companies (Appointment and Qualification of Directors) Amendment Rules, 2025												
December 31, 2025	March 31, 2026	All Companies	<p>MCA has amended the provisions relating to compliance with filing of form DIR-3 KYC. Pursuant to this amendment, every person who holds DIN needs to file DIR-3 KYC once in every 3 years (earlier requirement mandated filing of DIR-3 KYC by September 30 for each FY). The deadline to submit e-form DIR-3 KYC Web is now June 30 of the year immediately after the three-year period.</p> <p>In cases where there is any change in personal details like mobile number, email, or address change, the DIN holder must update the same using DIR-3 KYC Web within 30 days of the change.</p> <p>Further, both form DIR-3-KYC and DIR-3-KYC (WEB) have been integrated into Form DIR-3-KYC-Web.</p>									
E-Gazette												
12. Amendment in the definition of small company												
December 01, 2025	Effective Immediately	All companies	<p>MCA has amended Rule 2(1)(t) of Companies (Specification of definition details) Amendment Rules, 2025 and increased the threshold for a company to be identified as a small company.</p> <p>The revised limits are as follows:</p> <table border="1" data-bbox="808 1142 1953 1342"> <thead> <tr> <th data-bbox="808 1142 1189 1209">Parameters</th> <th data-bbox="1189 1142 1572 1209">Existing</th> <th data-bbox="1572 1142 1953 1209">Revised</th> </tr> </thead> <tbody> <tr> <td data-bbox="808 1209 1189 1278">Paid-up Share Capital</td> <td data-bbox="1189 1209 1572 1278">4 Cr.</td> <td data-bbox="1572 1209 1953 1278">10 Cr.</td> </tr> <tr> <td data-bbox="808 1278 1189 1342">Turnover</td> <td data-bbox="1189 1278 1572 1342">40 Cr.</td> <td data-bbox="1572 1278 1953 1342">100 Cr.</td> </tr> </tbody> </table>	Parameters	Existing	Revised	Paid-up Share Capital	4 Cr.	10 Cr.	Turnover	40 Cr.	100 Cr.
Parameters	Existing	Revised										
Paid-up Share Capital	4 Cr.	10 Cr.										
Turnover	40 Cr.	100 Cr.										

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
13. SEBI (Share Based Employee Benefits and Sweat Equity) (Second Amendment) Regulations, 2025			
December 03, 2025	On the 30th day from the date of its publication in the Official Gazette i.e. on January 03, 2026	Listed entities who have issued: <ul style="list-style-type: none"> • ESOS • ESPS • SARS • GEBS • RBS Sweat Equity Shares	<p>The following amendments have been made to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:</p> <ol style="list-style-type: none"> 1. Change in the definition of ‘Valuer’ [Reg. 2(1)(ww)]: Definition of the term ‘Valuer’ has aligned with Section 247 of Companies Act, 2013(‘ Act’). Accordingly, the term shall now carry the same meaning as provided under section 247 of the Act. <i>Earlier an independent chartered accountant or a merchant banker could be appointed to determine the valuation of know-how or intellectual property rights or value addition</i> 2. Change in Valuation clause under Chapter IV for Issue of Sweat Equity by a listed company [Reg. 34]: <ol style="list-style-type: none"> a. In regulation 34 (1) the word “Merchant Banker” has been substituted with “an Independent registered valuer” thereby requiring the valuation of sweat equity shares to be carried out by an Independent Registered Valuer. b. Sub regulation 2 and 3 of regulation 34 dealing with consultation by merchant bankers with experts and valuers and obtaining certificate from an independent chartered accountant certifying the valuation have been omitted. c. A proviso has been inserted clarifying that merchant bankers may complete ongoing valuation assignments initiated prior to the present amendments within a period of nine months from the date the amended regulations come into force. <p>Any valuation required under the SBEB Regulations will now have to be undertaken by independent registered valuers</p>

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
14. SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2025			
December 03, 2025	On the 30th day from the date of its publication in the Official Gazette i.e. on January 04, 2026	Listed Entities	<p>The following amendments have been made to the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021:</p> <ol style="list-style-type: none"> 1. Insertion of definition of valuer [Reg 2 (1) (zaa)]: The term Valuer shall have the meaning as assigned to it under section 247 of the Companies Act, 2013 2. Amendment in Regulation 8 which deals with Offer Price: <ol style="list-style-type: none"> a. In reg. 8 (2) (e) the words “acquirer and manager to the open offer” have been substituted by ‘<i>an independent registered valuer</i>’. In case of not frequently traded shares the price will now have to be determined by an independent registered valuer. b. In reg. 8 (4) the words “acquirer and manager to the open offer” have been substituted by ‘<i>an independent registered valuer</i>’. In case of an indirect acquisition, where the offer price is incapable of being determined under any of the parameters specified in reg. 18 (3) the offer price will be the fair price of shares of the target company that will now have to be determined by an independent registered valuer. c. In reg. 8 (16) the words “independent merchant banker” have been substituted by ‘<i>an independent registered valuer</i>’. For the purposes of reg. 8 (2) (e) and reg. 8 (4) where SEBI requires the valuation of the shares the same has to now be conducted by an independent registered valuer: d. A proviso clause has been inserted to clarify that acquirer and manager to the open offer may complete ongoing valuation assignments initiated prior to the present amendments within a period of nine months from the date the amended regulations come into force. 3. Amendment in Regulation 9 which deals with Mode of Payment: <ol style="list-style-type: none"> a. In reg. 9(5)(c) the words “merchant banker (other than the manager to the open offer) or an independent chartered accountant having a minimum experience of ten years” have been substituted with words “<i>registered valuer</i>”.

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<p>In cases where towards payment of the offer price, shares are sought to be issued or exchanged or transferred or the shares are to be issued upon conversion of other securities, the ratio of exchange of shares has to now be certified by a registered valuer</p> <p>b. Further, a proviso clause has been inserted to clarify that independent merchant banker (other than the manager to the open offer) or the independent chartered accountant may complete ongoing valuation assignments initiated prior to the Amendment Regulations within a period of nine months from the date the amended regulations come into force.</p> <p>Any valuation required under the SAST Regulations will now have to be undertaken by independent registered valuers</p>
15. The Sabka Bima Sabki Raksha (Amendment Of Insurance Laws) Act, 2025			
December 21, 2025	December 21, 2025	Corporate Agents	<p>The Parliament has approved the Sabka Bima Sabki Raksha (Amendment of Insurance Laws) Act, 2025 amending the Insurance Act, 1938, the Life Insurance Corporation Act, 1956 and the Insurance Regulatory and Development Authority Act, 1999. The same has also received the President’s assent and now awaits to be notified in the official gazette.</p> <p>The following are the key highlights relevant for corporate agents:</p> <ol style="list-style-type: none"> 1. Increased powers over insurance intermediaries IRDAI is empowered to issue directions to insurance intermediaries (including corporate agents) in public interest or to secure its proper management including search and seizure, disgorgement of wrongful gain made or loss averted. Previously, limited to insurers. [Section 34] Section 40D amended to provide grounds for suspension and cancellation of insurance intermediary, <i>inter alia</i> includes default in complying with/ contravention of Companies Act, 2013, FEMA Act, PMLA Act. 2. Power to exempt applicability of provisions on IFSCs

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<p>Central Government empowered to apply or exempt applicability of provisions of Insurance Act to insurance intermediaries (including corporate agents) IFSC set up in SEZ. Previously, it was limited to SEZ. [Section 2CA]</p> <p>3. Increase in maximum Penalty from 1 crore to 10 crore For contravention of Insurance Act or IRDA Act insurance intermediary (including corporate agents). Per day penalty to remain at existing level of Rs. 1 lakh. [Section 102]</p> <p>You can refer to our article here</p>
Reserve Bank of India			
16. Reserve Bank of India (Non-Banking Financial Companies – Credit Information Reporting) (“CIR”) Amendment Directions, 2025			
December 04, 2025	July 01, 2026	NBFCs	<p>RBI, <i>vide</i> the present notification, has amended the CIR Directions, introducing the following changes:</p> <ol style="list-style-type: none"> 1. The existing requirement for CIs to submit credit information to CICs on a fortnightly basis has been revised. The submissions shall now be made as on the 9th, 16th, 23rd, and the last day of the month (<i>reference dates</i>). Except for the last day of the month, submissions shall include only ‘incremental accounts’ and must be made within four (4) calendar days from the respective reference dates. The full-file submission as on the last day of the month shall be made by the 5th of the following month. 2. CICs will publish, on a half-yearly basis, a list of CIs failing to comply with the above reporting requirements 3. Para 12(10) has been added, requiring CIs to submit the CKYCR number of their borrowers (both existing and new applicants) to CICs.

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<p>4. Any data rejected by CICs must be corrected and re-submitted before or along with the submission for the subsequent reporting reference date. Earlier the same was 7 days from the receipt of the rejection report.</p> <p>A similar amendment has been introduced for commercial banks under the Reserve Bank of India (Commercial Banks - Credit Information Reporting) Amendment Directions, 2025 dated December 04, 2025.</p> <p>From July 1, 2026, the Company must submit credit information to CICs as per the timelines specified in the Particulars column. The Company should align internal processes to ensure timely compliance.</p> <p>Company to ensure CIC reporting of CKYC numbers of all borrowers (existing and new). An illustration on timelines for reporting is given here.</p>
17. Reserve Bank of India (Commercial Banks - Responsible Business Conduct) Amendment Directions, 2025			
December 04, 2025	April 1, 2026 or on the date of adoption by the bank, whichever is earlier.	Commercial Banks	RBI <i>vide</i> this amendment has clarified that opening and operation of Basic Savings Bank Deposit (BSBD) Account will be subjected to the instructions on Know Your Customer / Anti Money Laundering issued by the Reserve Bank vide ' Reserve Bank of India (Commercial Banks - Know Your Customer) Directions, 2025 ', as amended from time to time.
18. Reserve Bank of India (Commercial Banks - Concentration Risk Management) Amendment Directions, 2025			
December 04, 2025	Refer the particulars column	Commercial Banks	RBI <i>vide</i> this amendment, has introduced changes to the Reserve Bank of India (Commercial Banks - Concentration Risk Management) Directions, 2025 . The key changes are as follows:

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<ul style="list-style-type: none"> • Repeal of requirements pertaining to credit supply to large borrowers through market mechanism. Alignment of requirements w.r.t. Intra-group transactions and exposures (ITEs) with the Large Exposure Framework (LEF). <ul style="list-style-type: none"> ○ Computation of exposure under ITEs to be made consistent with that under LEF ○ Linking exposure thresholds for ITEs with Tier 1 capital instead of existing paid-up capital and reserves. • Clarifications w.r.t. prudential treatment of exposures of foreign bank branches operating in India to their group entities. <p>Applicability of the Amendment Directions:</p> <ul style="list-style-type: none"> • 1st January, 2026 – for Repeal of provisions on Enhancing Credit Supply for Large Borrowers through Market Mechanism. • 1st April, 2026 – for other amendments Banks may decide to implement such amendments from an earlier date In case of any breach in exposure limits pursuant to the Amendment Directions, the exposures to be brought down within 6 months from the date of issuance of the Amendment Directions, i.e., 3rd June, 2026. <p>Further, a detailed analysis on the same can be referred here.</p> <p>The Company to review the intra-group transactions and exposures and bring the same within the limits as per the revised norms.</p>
19. Reserve Bank of India (Non-Banking Financial Companies – Undertaking of Financial Services) (Amendment) Directions, 2025			
December 05, 2025	December 05, 2025	NBFCs which are group entities of a Commercial Bank	RBI has issued the RBI (NBFC – Undertaking of Financial Services) (Amendment) Directions, 2025 to amend the earlier Commercial Banks – Undertaking of Financial Services Directions dated November 28, 2025.

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<p>The amended Directions now extend to all NBFCs, including HFCs, and other group entities of commercial banks.</p> <p>Key changes:</p> <ul style="list-style-type: none"> • Financial activities such as mutual fund business, insurance, pension fund management, investment advisory, portfolio management, broking etc. are required to be carried out by a group entity and not by banks “departmentally”: • Each category of business activity should be undertaken by only one entity within a bank group. (<i>The timeline prescribed for compliance with this framework is March 31st 2026</i>) <ul style="list-style-type: none"> ○ Any exception to the aforesaid requires a specific approval of the bank’s board supported by a clear and well-documented rationale. • Where bank group NBFCs are engaged in lending, the following regulations/restrictions shall apply: <ul style="list-style-type: none"> ○ All bank group NBFCs/HFCs shall be treated as Upper Layer (UL) NBFCs. However, the mandatory listing requirement within 3 years will be applicable only in case the NBFC has been identified as UL by the RBI. ○ NBFCs shall be subject to same lending restrictions as applicable to commercial banks w.r.t. Lending against own securities, financing promoter’s contribution for acquisition, lending for land development, limits on loans against financial securities, IPO/ ESOP financing etc. • Investment restrictions in investee company’s equity capital on bank group level • Ban on Category III AIF Investments and limits on investments in other investment vehicles (Cat I and Cat II AIFs, REITs and InVITs) • Restrictions on agency & referral services:

Date of Notification/ circular	Effective from	Companies on which applicable	Particulars
			<ul style="list-style-type: none"> • Group-wide capital & risk management policy: • Reporting to RBI in case of any breach in limits within 15 days from occurrence of such breach with reasons and corrective plan <p>For detailed analysis of the aforesaid amendments, you may refer our articles on the same:</p> <ol style="list-style-type: none"> 1. Group-level regulation: RBI brings major regulatory restrictions on banks and group entities 2. RBI proposes major regulatory restrictions on bank NBFCs and HFCs 3. Banks' exposure to AIFs: Group-wide limits introduced 4. Bank group NBFCs fall in Upper Layer without RBI identification
20. Reserve Bank of India (Non - Banking Financial Companies - Know Your Customer) Amendment Directions, 2025			
December 29, 2025	Effective Immediately	<ul style="list-style-type: none"> • NBFCs • Banks 	<p>The KYC Amendment Directions inserted an Explanation to Paragraph 63(9) of the KYC Master Directions to clarify that responsibility for verification of customer identity and/or address lies with the RE that last uploaded or updated the KYC records in CKYCR. Accordingly, an RE downloading KYC records from CKYCR is not required to re-verify such details, provided the records are current and compliant with the PML Act and PML Rules, while remaining responsible for all other CDD requirements such as verifying consistency with application details, enhanced due diligence for high-risk customers, identification of Beneficial Owner, etc under the KYC Directions.</p> <p>The same amendment has been brought for Commercial Banks through circular Reserve Bank of India (Commercial Banks - Know Your Customer) Amendment Directions, 2025 dated December 29, 2025. The Company may avail the verification relaxation in respect of borrowers whose KYC documents have been obtained through CKYCR. However, the Company shall continue to ensure compliance with all other Customer Due Diligence measures.</p>