



Your Growth, Our Business

BULLETIN – NOVEMBER 2025



SEBI

SEBI Introduces Informal Guidance Scheme 2025 for Market Intermediaries and Participants

- ❑ SEBI has introduced a new Securities and Exchange Board of India (Informal Guidance) Scheme, 2025, effective December 1, 2025, replacing the earlier 2003 scheme.
- ❑ The revised framework broadens the categories of entities that may seek SEBI's informal guidance—now including exchanges, clearing corporations, depositories, intermediaries, listed companies, and trustees or managers of pooled investment vehicles.
- ❑ Applicants can request No-action Letters or Interpretive Letters on the applicability of SEBI laws and regulations.
- ❑ The scheme streamlines the process through a dedicated coordination cell, electronic filing, and a prescribed fee of ₹50,000.
- ❑ SEBI is required to respond within 60 days, with provisions allowing confidentiality, withdrawal of applications, and online disclosure of guidance (with sensitive details redacted).
- ❑ All guidance remains non-binding and subject to the accuracy of disclosures, and may be invalidated if obtained through misrepresentation.

SEBI Amends Rules Governing Investment Adviser Certification and Registration Requirements

- ❑ SEBI has notified the Investment Advisers (Second Amendment) Regulations, 2025, which come into effect upon publication in the Official Gazette.
- ❑ The amendments update the 2013 framework by revising qualification and certification criteria, registration procedures, and disclosure requirements.
- ❑ Key changes include recognition of the CFA charter and NISM certifications for investment advisers and related personnel, mandatory renewal of NISM certifications every three years, and a structured process for shifting from individual to non-individual registration once client or fee thresholds are crossed.
- ❑ Procedural revisions include updated application formats, replacing “address proof” with “details of address,” adding compliance officers to required declarations, and modifying infrastructure-related disclosures.
- ❑ These amendments aim to enhance regulatory clarity, strengthen compliance obligations, and maintain consistent professional standards across the advisory ecosystem, building on the series of updates made since 2013.

SEBI (Alternative Investment Funds) (Third Amendment) Regulations, 2025

- ❑ SEBI has notified the Securities and Exchange Board of India (Alternative Investment Funds) (Third Amendment) Regulations, 2025, bringing significant changes to the AIF regulatory framework.
- ❑ The amendments introduce a new class of funds—“Accredited Investors Only Funds”—allowing schemes to operate exclusively with accredited investors, with an option for existing schemes to convert subject to SEBI's conditions.
- ❑ The minimum investment threshold for a large value fund has been reduced from ₹70 crore to ₹25 crore, with a similar conversion facility for existing AIFs.
- ❑ Accredited-only funds have been granted several relaxations, including exclusion of accredited investors from the investor-count limit and exemptions from select provisions under Regulations 4, 10, 13, and 20.
- ❑ Further, duties typically performed by trustees may now be undertaken by the fund manager for these funds. Overall, the amendments seek to simplify compliance, reduce operational constraints, and enhance flexibility for AIFs targeting sophisticated investors.

SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025

- ❑ SEBI has notified the Fifth Amendment to the Listing Obligations and Disclosure Requirements Regulations, 2015, introducing substantial changes aimed at enhancing governance, transparency, and oversight of listed companies.
- ❑ The amendment revises key definitions relating to directors, KMPs, and their relatives, and removes certain provisos under Regulation 12.
- ❑ Significant changes have been made to the related party transaction (RPT) framework by aligning materiality thresholds with the newly inserted Schedule XII, which introduces a turnover-based system for determining material RPTs.
- ❑ The audit committee's oversight has been strengthened, particularly for high-value transactions involving subsidiaries, including those without a full year of audited financials.
- ❑ The amendment also clarifies that omnibus shareholder approvals remain valid within the prescribed period and that references to a “holding company” pertain specifically to a listed holding company.
- ❑ Further updates to Regulations 53 and 58 improve annual report disclosures and rationalize document dissemination timelines. Schedule XII provides detailed turnover slabs and examples to ensure uniform application of the materiality framework.

Amendments to Directions – Compounding of Contraventions under FEMA, 1999

- ❑ RBI, through Circular RBI/FED/2025-26/98 (A.P. DIR Series Circular No. 15/2025-26) dated November 24, 2025, has amended its directions on the compounding of contraventions under FEMA, 1999.
- ❑ The circular revises the Master Directions of April 22, 2025, by standardising the process for remitting compounding application fees and compounding amounts.
- ❑ All such payments must now be made exclusively via NEFT or RTGS to the updated bank account details specified in the revised Annexure I.
- ❑ The amendments are intended to streamline procedures for authorised persons and applicants, ensuring greater clarity and efficiency in FEMA compounding payments.
- ❑ These directions, issued under Sections 10(4) and 11(1) of FEMA, operate without affecting any separate approvals required under other applicable laws.

MCA

Companies (Meetings of Board and its Powers) Amendment Rules, 2025

- ❑ The Ministry of Corporate Affairs (MCA), through a notification dated November 3, 2025, has enforced the Companies (Meetings of Board and its Powers) Amendment Rules, 2025, effective immediately.
- ❑ The amendment revises Sub-rule (2) of Rule 11 of the 2014 Rules, which defines the term “business of financing industrial enterprises” for the purposes of Section 186(11)(a) of the Companies Act, 2013 relating to inter-corporate loans and investments.
- ❑ Under the revised definition, this expression now covers: (i) in the case of an NBFC registered with the RBI, its ordinary course of business of granting loans or providing guarantees/security for loan repayment; and (ii) in the case of a Finance Company registered with the IFSCA, the activities specified under certain sub-clauses of Regulation 5(1)(ii) of the IFSCA (Finance Company) Regulations, 2021, when undertaken in the ordinary course of business.

IFSCA

IFSC Introduces Mandatory Risk Disclosures for Global Market Access Participants

- ❑ The circular dated 26 November 2025 introduces revised disclosure requirements under Clause 39 of the “Regulatory Framework for Global Access in the IFSC.” Global Access Providers (GAPs) and Introducing Brokers (IBs) must now prominently display prescribed risk warnings and disclaimers—set out in Annexure I—to clients at every login.
- ❑ These disclosures cover a wide range of risks associated with trading in foreign markets, including market, currency, custody, liquidity, settlement, operational, cyber, product suitability, legal, tax, remittance, and geopolitical risks. Investors must confirm that they have read and understood these risks before accessing services. GAPs and IBs must ensure full implementation of these disclosures by 31 December 2025.

- ❑ The circular is issued pursuant to the IFSCA Act, 2019 and the Capital Market Intermediaries Regulations, and is available on the Authority’s website.

Mandatory AML/CFT Certification Announced for Key Compliance Officers under IFSCA

- ❑ IFSCA has mandated specialised AML/CFT certification for Designated Directors and Principal Officers of all regulated entities in the IFSC. A customised course—“NISM-IFSCA-01: Certification Course on Anti-Money Laundering and Countering the Financing of Terrorism”—jointly developed by NISM and the IFSCA Academy, will be available from November 18, 2025.
- ❑ The certification must be obtained within four months of the launch or the individual’s appointment and must be maintained throughout their tenure.
- ❑ The circular also encourages other staff to pursue the course and requires entities to conduct regular capacity-building programmes as per clause 8.4 of the Guidelines.
- ❑ Issued under statutory authority, the circular takes effect immediately, with registration accessible through the NISM portal and IFSCA website.

OTHERS

New Labour Codes (w.e.f 21st November, 2025)

- ❑ The New Labour Code, effective 21 November 2025, merges 29 central labour laws into four comprehensive codes covering wages, social security, industrial relations, and occupational safety.
- ❑ The Code on Wages introduces a uniform definition of “wages,” widens employee coverage, provides for a national floor wage, accelerates wage settlement timelines, and revises bonus criteria.
- ❑ The Social Security Code extends EPF/ESI applicability, brings gig and platform workers under its scope, standardises employer contributions, enhances maternity benefits, and broadens the definition of dependents.
- ❑ The Industrial Relations Code updates key definitions, grants fixed-term employees eligibility for gratuity, revises union negotiation structures, introduces stricter strike procedures, and mandates formal grievance redressal.
- ❑ The Occupational Safety Code simplifies registration, mandates periodic health check-ups, limits working hours, regulates contract labour, updates leave entitlements, and permits night work for women under specific safeguards.
- ❑ Collectively, these codes increase employer compliance requirements while strengthening wage uniformity, social protection, and workplace safety standards.

Digital Personal Data Protection Rules, 2025(November 14, 2025)

- ❑ The Central Government, exercising its powers under Section 40(1) and (2) of the Digital Personal Data Protection Act, 2023, has notified the Digital Personal Data Protection Rules, 2025.
- ❑ Rules 1, 2 and 17 to 21 take effect from the date of publication in the Official Gazette.
- ❑ Rule 4 will come into force one year from the date of publication, while Rules 3, 5 to 16, and 22 to 23 will become effective eighteen months after publication.
- ❑ The 2025 Rules set out key provisions relating to: notices to Data Principals by Data Fiduciaries; registration and responsibilities of Consent Managers; processing of personal data for delivery of subsidies, benefits, services, certificates, licences or permits by the State and its agencies; and requirements for implementing reasonable security safeguards, among other matters.

Notification regarding Digital Personal Data Protection Act 2023(November 14, 2025)

- ❑ In exercise of the powers under Section 1(2) of the Digital Personal Data Protection Act, 2023, the Central Government has notified the commencement dates for various provisions of the Act.
- ❑ The provisions under Section 1(2), Section 2, Sections 18 to 26, Sections 35, 38 to 43, and Sections 44(1) and 44(3) shall come into force on the date of publication of this notification in the Official Gazette.
- ❑ The provisions of Section 6(9) and Section 27(1)(d) will take effect one year from the date of publication. Further, Sections 3 to 5, Sections 6(1)–6(8) and 6(10), Sections 7 to 10, Sections 11 to 17, Section 27 (excluding Section 27(1)(d)), Sections 28 to 34, Sections 36 and 37, and Section 44(2) shall come into force eighteen months from the date of publication.