



JSA Corporate InVision

June 2025

SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

Investor charters for Investment Advisers and Research Analysts

SEBI, *vide* notifications dated June 2, 2025, has updated the investor charters for Investment Advisers (“**IAS**”) and Research Analysts (“**RAs**”). The revised charters are designed to enhance financial consumer protection alongside enhanced financial inclusion and financial literacy. RAs/IAs must bring the investor charter to the notice of their clients through their respective websites and mobile applications (if any), making them available at prominent places in the office, provide a copy of investor charter as a part of client on-boarding process. All RAs/IAs and registered RTAs must continue to disclose on their respective websites and mobile applications (if any), the data on complaints received against them or against issues dealt by them and redressal thereof, latest by 7th of succeeding month, as per the prescribed format.

Margin obligations to be given by way of pledge/re-pledge in the depository system

SEBI, *vide* circular dated June 3, 2025, has inserted clauses in the circular - [Margin obligations to be given by way of Pledge/ Re-pledge in the Depository System](#), dated February 25, 2020, and [Master Circular for Stock Brokers](#) dated August 9, 2024, to make the invocation and sale of client’s securities pledged in favour of brokers as a combined automated process. These amendments will come to effect from September 5, 2025. Some of the key provisions are as follows:

1. under invocation of margin pledge, depositories will offer a streamlined process called ‘pledge release for early pay-in’, allowing the Trading Members (“**TM**”)/Clearing Members (“**CM**”) to initiate a single instruction that simultaneously releases the pledge and sets up an early pay-in block in the client’s demat account subject to pay in validation;
2. margin pledged securities (including pledged funded stock) of client (other than mutual fund units that are not traded on the exchanges), that are invoked or sold off by the TM, will be blocked for early pay-in in the client’s demat account with a trail being maintained in TM/CM’s ‘client securities margin pledge account’/‘client securities under margin funding account’;

3. in case of invocation of mutual fund units that are not traded on the exchange, the depository will provide a single instruction in the form of 'invocation cum redemption' and such mutual fund units will come to 'client securities margin pledge account' and go for auto redemption from the said account; and
4. where the client's trading account is frozen or marked as 'not permitted to trade' or equivalent at the stock exchanges after the creation of pledge, the invoked securities will come to demat account of TM/CM and the same will be sold by TM/CM under the proprietary code. TM/CM must ensure that pay-in of securities is done on the same day of invocation, to prevent the accumulation of client securities in the demat account of TM/CM.

Limited relaxation from compliance with certain disclosure requirements

SEBI, *vide* circular dated June 5, 2025, has decided that no penal actions for any non-compliance (undertaken between the period October 1, 2024 to June 5, 2025) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") will be taken against entities having listed non-convertible securities, who have complied with the conditions as specified in the Ministry of Corporate Affairs general circular dated [September 19, 2024](#), and have not sent hard copy of statement containing the salient features of all the documents to the holders who have not registered their email address. Further, similar relaxations from the requirements of LODR Regulations are provided for entities having listed non-convertible securities (for the period June 6, 2025, to September 30, 2025), provided that advertisement will disclose the web-link to the statement containing the salient features of all the documents, so that the holder of non-convertible securities have access.

Framework for Environmental, Social, and Economic debt securities (other than green debt securities)

SEBI, *vide* circular dated June 5, 2025, has set out a regulatory framework to be complied with by issuers of Environmental, Social, and Economic ("**ESG**") debt securities (except green debt securities) i.e., social bonds, sustainability bonds and sustainability-linked bonds. These ESG debt securities (except green debt securities) facilitate funding for projects involving affordable basic infrastructure, affordable housing, job creation, and similar social initiatives, alongside those focused on environmental sustainability.

For a detailed analysis, please refer to the [JSA Prism of July 1, 2025](#).

Investor charter for Infrastructure Investment Trusts and Real Estate Investment Trusts

SEBI, *vide* circulars dated June 12, 2025, has decided to introduce the investor charters for Infrastructure Investment Trusts ("**InvITs**") and Real Estate Investment Trusts ("**REITs**"), to enhance financial consumer protection alongside enhanced financial inclusion and financial literacy. Some of the key aspects are as follows:

1. the charter for InvITs aims to develop the Indian InvIT Industry and provide investors with transparent, efficient, and reliable investment opportunities in infrastructure assets by ensuring fair and robust regulatory mechanisms and enhance confidence among investors by protecting and promoting the interests of unitholders; and
2. the charter for REITs aims to commit to advancing the growth and development of REITs sector in India, with a focus on the growth of commercial real estate assets including other assets portfolio management. To advocate for both business and investor interests while adhering to regulations. To develop integrity and excellence, and foster industry best practices that are benchmarked to leading global REIT standards.

Some of the key rights of investors under the charter for InvITs are as follows:

1. right to receive timely distributions as per the declared schedule made by the InvIT and SEBI mandates at least half-yearly for publicly listed InvITs and at least annually for privately listed InvITs;
2. right to vote on significant matters, including the acquisition of new assets, borrowing, related party transactions, appointment or change of the investment manager, and induction or exit of a sponsor (with an exit option for dissenting voters) and such other matters which requires unitholders consent as per Regulation 22 of SEBI (InvIT) Regulations, 2014;
3. right to access a full valuation report of all InvIT assets at least annually for both publicly and privately listed InvITs;
4. right to receive annual and half-yearly report of the InvIT including financial information, auditors report and valuation report;
5. right to be informed of any disclosures that may materially impact investments in the InvIT; and
6. right to participate in meetings and vote on matters affecting the InvIT.

Some of the key rights of investors under the charter for REITs are as follows:

1. right to receive information and details about the REIT including about its investment philosophy, and such other information as may be required under SEBI regulations to enable investors to make an informed decision about investing in a REIT, prior to making any such investment;
2. right to timely receipt of distribution advices / interest / proceeds / refunds and evidencing a transaction as specified in the SEBI (REIT) Regulations, 2014, or to receive such statements on request;
3. right to receive annual report / half yearly report and valuation reports; and
4. right to be informed about such disclosures which may have a material bearing on their investments in REIT.

Mandated safeguards for investor payments *via* unified payment interface

On June 11, 2025, SEBI issued a circular¹ introducing a secured UPI mechanism, specifically for investor-facing intermediaries to receive/collect funds from their investors ("**SEBI Circular**"). The SEBI Circular seeks to create a more structured framework towards increasing investor confidence in such systems.

SEBI's proactive efforts in introducing real-time verification tools and secure UPI payment mechanisms are aimed at reducing impersonation and increasing payment transparency. Given that existing systems of National Payment Corporation of India and banks are already in place to issue UPI handles, this provides an economical solution for an otherwise large issue. Further, the transition process is relatively straightforward for intermediaries, as it is routed through SEBI intermediary portal) and the new UPI handles will be linked to existing bank account of such intermediaries. As such, the framework under the SEBI Circular highlights SEBI's commitment to provide a safe payment ecosystem for investors while promoting ease of investor participation in the securities market.

For a detailed analysis, please refer to the [JSA Prism of June 23, 2025](#).

¹ Reference no. SEBI/HO/DEPA-II/DEPA-II_SRG/P/CIR/2025/86.

Notification under SEBI (Certification of Associated Persons in the Securities Markets) Regulations, 2007

SEBI, *vide* notification dated June 25, 2025, has notified the following conditions/requirements relating to the certification to be obtained by associated persons under the SEBI (Certification of Associated Persons in the Securities Markets) Regulations, 2007:

1. at least 1 (one) key personnel, amongst the associated persons functioning in the key investment team of the manager of Category I Alternative Investment Fund (“AIF”) or Category II AIF or Category I and II AIF, must obtain certification from the National Institute of Securities Market by passing either the NISM Series-XIX-C; and
2. at least 1 (one) key personnel, amongst the associated persons functioning in the key investment team of the manager of Category III AIF, must obtain certification from the National Institute of Securities Market by passing either the NISM Series-XIX-C.

AIFs, existing as on June 25, 2025, must obtain requisite certification on or before July 31, 2025.

Applicability of timelines for rebalancing of portfolios of mutual fund schemes in cases of all passive breaches

SEBI, *vide* circular dated June 26, 2025, has clarified that the provisions prescribed under paragraph 2.9 of the Master Circular for Mutual Funds (dealing with timelines for rebalancing of portfolios of mutual fund schemes in the event of deviation from mandated asset allocation mentioned in the scheme information document due to passive breaches) will be applicable for all types of passive breaches for the actively managed mutual fund schemes.

Increased disclosures to audit committees and shareholders for related party transactions

SEBI, *vide* circular dated June 26, 2025, has issued the revised Industry Standards on minimum information to be provided to the audit committee and shareholders for approval of Related Party Transactions (“RPTs”). The objective of these Industry Standards is to provide a standard format for minimum information to be provided to the audit committee and shareholders (as applicable) for approval of RPTs as required under the LODR Regulations. Some of the key modifications made to the Industry Standards are as follows:

1. the listed entity must provide the audit committee with the information as specified in the Industry Standards, while placing any proposal for review and approval of an RPT; and
2. the notice being sent to the shareholders seeking approval for any RPT must, in addition to the requirements under the Companies Act, 2013, include the information as part of the explanatory statement as specified in the Industry Standards.

This circular will come into effect from September 1, 2025.

RESERVE BANK OF INDIA (RBI)

Foreign Exchange Management (Export of Goods & Services) (Amendment) Regulations, 2025

RBI, *vide* notification dated June 24, 2025, has amended the Foreign Exchange Management (Export of Goods & Services) Regulations, 2015, by inserting Regulation 4 (ca) which provides that the export of tugs, tugboats, dredgers

and vessels used for providing offshore support services can be made without filing a declaration, provided they are re-imported into India.

RBI (Know Your Customer) (Amendment) Directions, 2025

RBI, *vide* circular dated June 12, 2025, has issued the RBI (Know Your Customer (KYC)) (Amendment) Directions, 2025, modifying the Master Direction - Know Your Customer (KYC) Direction, 2016 ("**KYC Directions**") to enhance consumer protection and service. Some of the key amendments are as follows:

1. a clause has been added to para 38 of the KYC Directions, requiring that for individual customers categorised as low risk, the Regulated Entity ("RE") must allow all transactions and ensure that the Know Your Customer ("KYC") is updated within 1 (one) year from the date it becomes due or by June 30, 2026, whichever is later. The RE must also regularly monitor the accounts of such customers. This requirement applies even if the KYC update was already due before this amendment came into effect;
2. Banks may obtain self-declarations from customers, if there is no change in KYC details or only a change in address, through authorised Business Correspondent ("BCs"). These declarations and supporting documents must be captured electronically by the BC after biometric e-KYC authentication. Until this is enabled, physical submission is permitted. Banks must update the KYC records and inform the customer once the update is complete, as per Paragraph 38(c) of the KYC Directions. The bank remains ultimately responsible for ensuring periodic KYC updation; and
3. REs must inform their customers in advance to update their respective KYC information. Prior to the due date to update KYC, REs must give at least 3 (three) advance intimations at appropriate intervals, including at least 1 (one) intimation in writing, to their customers. Even after the due date, REs must give at least 3 (three) reminders at appropriate intervals, including at least 1 (one) reminder in writing, to such customers if they have still not complied. These communications must clearly outline instructions for updating KYC, escalation mechanisms, and potential consequences. REs must comply with this requirement by January 1, 2026.

MINISTRY OF COMMERCE AND INDUSTRY (MoCI)

Special Economic Zones (Amendment) Rules, 2025

MoCI, *vide* notification dated June 3, 2025, has amended the Special Economic Zones ("**SEZ**") Rules, 2006. Some of the key amendments are as follows:

1. the minimum requirement for a SEZ exclusively set up for manufacturing of semiconductors or electronic components will be 10 (ten) hectares or more of contiguous land;
2. the condition of encumbrance free area for an SEZ may be relaxed, in case the area is already mortgaged or leased to the Central Government/State Government/their authorised agency, after the reasons are recorded in writing;
3. units may also be setup for providing services or manufacturing services to overseas entities if the finished goods are to be exported out of the country/transferred to the customs bonded warehouse to be maintained by the overseas entity/supplied to the domestic tariff area with payment of applicable duties/transferred to the free trade and warehousing zone unit to be maintained by the overseas entity in the same or different SEZ as per the instructions of the overseas entity; and
4. under the net foreign exchange earnings, units providing manufacturing services in the semiconductor sector, value of goods received as well as value of goods supplied on free of cost basis will be included in net foreign exchange calculations and such value will be determined in accordance with the customs valuation rules.

MINISTRY OF FINANCE (MoF)

Issuance of bonus shares to non-resident investors by companies engaged in sectors prohibited from receiving foreign direct investment

On June 11, 2025, the MoF has introduced amendments to Rule 7 of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (“**NDI Rules**”) (“**Amendment Notification**”). The Amendment Notification allows resident companies (operating in sectors prohibited for Foreign Direct Investment (“**FDI**”) or undertaking activities prohibited from receiving FDI) to issue bonus shares to existing non-resident shareholders with the condition that such non-resident shareholders’ shareholding proportion does not change pursuant to such issuance. The Amendment Notification came into effect from June 11, 2025. The Amendment Notification is also retrospective in nature and applies to bonus issuance undertaken during the subsistence of the erstwhile Foreign Exchange Management (Transfer or issue of Security by a Person Resident outside India) Regulations, 2000 or the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017.

For a detailed analysis, please refer to the [JSA Prism of July 1, 2025](#).

MINISTRY OF CORPORATE AFFAIRS (MCA)

Corporate governance enhanced through mandatory workplace harassment disclosures under new company law amendments

On May 30, 2025, MCA notified the Companies (Accounts) Second Amendment Rules, 2025, revising Rule 8(5)(x) of the Companies (Accounts) Rules, 2014 (“**Rules**”). Effective July 14, 2025, these amendments expand the scope of mandatory disclosures in the annual board report, requiring companies to provide detailed data on sexual harassment complaints under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, including number of complaints received, disposed, and pending (beyond 90 (ninety) days) as well as gender-wise employee demographics. Further, a new Rule 8(5)(xiii) has been added to the Rules, requiring companies to now affirm compliance with the Maternity Benefit Act, 1961.

For a detailed analysis, please refer to the [JSA Prism of June 20, 2025](#).

JSA UPDATES

Takedown or overreach: A legal analysis of X Corp’s challenge to government mandated digital censorship

The Hon’ble High Court of Karnataka (“**Karnataka HC**”) in *X Corp. vs. Union of India* (W.P. No. 7405 of 2025) raises a regulatory challenge within the domain of intermediary liability and content governance. The writ petition filed before the Karnataka HC raises foundational issues around statutory interpretation, executive accountability, and digital free speech under the Information Technology Act, 2000 (“**IT Act**”). The case squarely contests the Union Government’s alleged misuse of Section 79(3)(b) of the IT Act to compel content removal, a provision originally crafted to define the limits of intermediary protection, not to confer direct takedown authority.

For a detailed analysis, please refer to the [JSA Prism of June 5, 2025](#).

Competition Commission of India holds that the other parallel data privacy regulations do not curtail its power over competition law related issues in data driven digital industries

The Competition Commission of India order against Meta Platforms, Inc. and WhatsApp LLC, assumes significance as it throws light on how the data-related practices of the digital platforms, including treatment of privacy rights, will be viewed from the competition law perspective in India. This order represents the continuous evolving nature of competition law jurisprudence in the digital space, particularly in the data driven economy. From a data privacy perspective, this order reinforces the growing trend among regulators, both in India and globally, of treating data collection, user autonomy, and consent mechanisms as central not only to privacy regulation but also to digital competition.

For a detailed analysis, please refer to the [JSA Prism of June 4, 2025](#).

Government proposes draft registration bill for online registration of property documents

The Government of India has introduced the draft Registration Bill 2025 ("**Bill**"), marking a transformative shift in the country's property registration framework by proposing to replace the 117 (one hundred and seventeen) year old Registration Act of 1908. This comprehensive reform aims to digitise the registration process, enhance transparency, and create a uniform, citizen-centric system for property and document registration across all States and Union Territories. The Bill introduces provisions including online registration capabilities, Aadhaar-based authentication systems, expanded scope of compulsory registration, and elimination of jurisdictional barriers through digital platforms.

For a detailed analysis, please refer to the [JSA Prism of June 13, 2025](#).

Ministry of Electronics and Information Technology releases blueprint for consent management

As India moves toward implementing the Digital Personal Data Protection Act, 2023 ("**DPDP Act**"), a key focus area has been developing robust frameworks for user consent management. In this context, the National e-Governance Division under the Ministry of Electronics and Information Technology ("**MeitY**"), has published a Business Requirement Document ("**BRD**") for consent management.

The BRD is a non-binding technical reference issued by MeitY's Startup Hub and is not part of the DPDP Act. The BRD was published as part of an Innovation Challenge, inviting participants to build a prototype Consent Management System. It is accessible on the MeitY Startup Hub website [here](#). While the document is not intended to serve as official guidance under the DPDP Act, it does, however, serve as an early indication of how the government may be thinking about consent architecture.

For a detailed analysis, please refer to the [JSA Prism of June 17, 2025](#).

Corporate Practice

JSA's corporate practice is centered around transactional and legal advisory services including day-to-day business, regulatory issues, corporate and governance affairs. We have an expert team of attorneys who advise on legal issues concerning inbound and outbound investments, strategic alliances, collaborations and corporate restructurings. We advise clients through all stages of complex and marquee assignments including restructuring, mergers and acquisitions (including those in the public space) to private equity and joint ventures. Our vast clientele includes multinational corporations and large Indian businesses in private, public and joint sector. We work closely with in-house counsel teams, investment banks, consulting and accounting firms along with multilateral agencies and policy making institutions on development of policy and legal frameworks. We provide assistance and counsel to start-ups and venture backed companies by drawing upon our in-depth understanding of how companies are incorporated, financed and grown. With an in-depth understanding of the industry combined with years of expertise, our attorneys provide innovative and constructive solutions to clients in complex transactional engagements. We emphasise teamwork across our wide network of offices across India. This allows us to benefit from the various specialisations available for the ultimate benefit of our clients. We also provide assistance in dealing with diverse corporate governance and compliance issues including FCPA /Anti-Bribery/Anti-Corruption matters and investigations.

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18 Practices and
41 Ranked Lawyers



7 Ranked Practices,
21 Ranked Lawyers



14 Practices and
12 Ranked Lawyers



12 Practices and 50 Ranked
Lawyers



20 Practices and
22 Ranked Lawyers



8 Practices and
10 Ranked Lawyers
Highly Recommended in 5 Cities



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Among Best Overall
Law Firms in India and
14 Ranked Practices



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Litigation Law Firm
of the Year 2024

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