



December 2025

November 2025 witnessed a series of substantive regulatory developments across India's financial and insolvency framework. This edition outlines how the recent measures announced by the Reserve Bank of India ("RBI"), the Securities and Exchange Board of India ("SEBI"), the Insolvency and Bankruptcy Board of India ("IBBI") and the Ministry of Corporate Affairs ("MCA") are expected to recalibrate risk allocation, liquidity conditions and compliance expectations across the financial and corporate ecosystem.

RBI has introduced important relaxations for exporters, including an extension of timelines for realisation and repatriation of export proceeds and a dedicated set of trade-relief measures aimed at mitigating the impact of ongoing global trade disruptions. These measures collectively seek to provide operational flexibility, preserve credit stability and support the continuity of export-oriented businesses.

SEBI has announced multiple amendments across its regulatory architecture covering capital markets, listing compliance, Debenture Trustee ("DT") obligations and fund-management norms. These amendments revise the anchor-investor regime, refine materiality thresholds for Related Party Transactions ("RPTs") and enhance disclosure obligations.

At the corporate law level, the Companies (Meetings of Board and its Powers) Amendment Rules, 2025 clarify the scope of the expression 'business of financing industrial enterprises' under Section 186(11)(a) of the Companies Act, 2013 ("CA 2013"), expressly covering the ordinary-course lending and guarantee activities of RBI-registered Non-Banking Financial Companies ("NBFCs") and specified financing activities of finance companies regulated by the International Financial Services Centres Authority ("IFSCA"), thereby reducing interpretational ambiguity for board-level approval and compliance decisions.

IBBI has also issued several circulars and guidelines aimed at strengthening due diligence, improving transparency in the appointment framework for insolvency professionals and prescribing limits on the number of assignments that may be undertaken.

RBI updates

Timeline for realisation and repatriation of export proceeds extended

RBI, *vide* notification dated November 13, 2025, has issued the [Foreign Exchange Management \(Export of Goods and Services\) \(Second Amendment\) Regulations, 2025](#), amending Regulations 9 and 15 of the Foreign Exchange Management (Export of Goods & Services) Regulations, 2015. The amendments provide exporters with a longer compliance window, reflecting a more flexible and facilitative regulatory framework. The amendments are as follows:

1. under Regulation 9, the period for realisation and repatriation of export proceeds to India is extended to 15 (fifteen) months from the date of shipment/invoice (*earlier this was 9 (nine) months*); and

2. under Regulation 15, the period for exporters to ship goods from the date of receiving an advance payment is extended to 3 (three) years (*earlier this was 1 (one) year*).

Trade relief measures issued safeguarding exporters

RBI, on November 14, 2025, has issued the [RBI \(Trade Relief Measures\) Directions, 2025](#) ("**Directions**"), for providing relief to Indian exporters facing challenges from global trade disruptions. It aims to ease debt burdens, maintain credit stability and support the continuity of viable export-oriented businesses by providing measures like moratoriums on loan repayments, extending export credit periods and offering more flexibility in meeting obligations.

Some of the key provisions of the Directions are as follows:

1. **Applicability:** The Directions apply to the following Regulated Entities ("**REs**"), namely, commercial banks, co-operative banks, NBFCs (including housing finance companies), All-India Financial Institutions and Credit Information Companies ("**CICs**") (for reporting only).
2. **Eligibility criteria:** A borrower is eligible to the relief measures under the Directions if (i) it is engaged in export from specified HS-code sectors (e.g., fish, chemicals, textiles, machinery); (ii) it has an outstanding export credit from an RE as on August 31, 2025; and (iii) all accounts from all REs are classified as standard as on August 31, 2025.
3. **Relief measures:**
 - a) **Moratorium/deferment on term loans:** REs may grant moratorium on principal/interest instalments due between September 1, 2025, and December 31, 2025 ("**Effective Period**"); interest accrues simply without compounding.
 - b) **Deferment on working capital interest:** Recovery of interest on cash credit/overdraft facilities may be deferred during the Effective Period; drawing power may be recalculated by reducing margins or reassessing limits temporarily.
 - c) **Funded interest term loan:** The accumulated accrued interest during moratorium/deferment period may be converted into a funded interest term loan which will be repayable in 1 (one) or more instalments after March 31, 2026, but not later than September 30, 2026.
 - d) **Extended export credit tenor:** A RE eligible to undertake export financing business may permit an enhanced credit period of up to 450 (four hundred and fifty) days for pre-shipment and post-shipment export credit disbursed till March 31, 2026.
 - e) **Packing credit liquidation:** For packing credit facilities already availed by exporters on or before August 31, 2025, RE may allow liquidation of such facilities from any legitimate alternate sources, including domestic sale proceeds or other export proceeds.
4. **Asset classification exclusion:** Any moratorium or deferment period granted will not be included in the calculation of days past due for asset classification purposes under the existing Income Recognition and Asset Classification ("**IRAC**") norms. Additionally, the granting of such measures will not be categorised as a restructuring event, meaning it will not lead to a downgrade in asset classification status. Upon the conclusion of the moratorium or deferment period, asset classification must resume in alignment with the applicable IRAC norms. Furthermore, REs are required to report to CICs while adhering to these specific directives, ensuring that the measures taken do not negatively impact borrowers' credit histories.
5. **General provisioning:** In respect of eligible borrower accounts which were in default but classified as 'standard' as on August 31, 2025, and where relief measures have been extended pursuant to these Directions, a RE will make a general provision of not less than 5% of the total outstanding in such accounts, by December 31, 2025. The above general provision may be adjusted against the actual specific provisioning requirements for slippages from these

borrower accounts. Any residual general provisions at the end of the financial year 2025-26 will be either written back or adjusted against the provisions required for all other borrower accounts by June 30, 2026.

6. **Disclosure and reporting:** REs will maintain a borrower/facility-wise management information system and submit fortnightly reports (15th/month-end) on RBI's DAKSH platform.

SEBI updates

SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025

SEBI, vide [notification](#) dated October 31, 2025, has issued the SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025, amending the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Amendments are made to Part A of Schedule XIII (*Book Building Process*) relating to the allocation norms for anchor investors in a book-built public issue. Some of the key provisions are as follows:

1. in case of a public issue on the main board:
 - a) for an allocation of up to INR 250,00,00,000 (Indian Rupees two hundred and fifty crore), a minimum of 2 (two) and a maximum of 15 (fifteen) anchor investors are permitted, with a mandatory minimum allotment of INR 5,00,00,000 (Indian Rupees five crore) per investor (*prior to the amendment, a maximum of 2 (two) investors were permitted for allocation up to INR 10,00,00,000 (Indian Rupees ten crore) and a minimum of 2 (two) and maximum of 15 (fifteen) investors were permitted for allocation above INR 10,00,00,000 (Indian Rupees ten crore) and up to INR 250,00,00,000 (Indian Rupees two hundred and fifty crore), subject to minimum allotment of INR 5,00,00,000 (Indian Rupees five crore) per investor*); and
 - b) for allocations exceeding INR 250,00,00,000 (Indian Rupees two hundred and fifty crore), a minimum of 5 (five) and a maximum of 15 (fifteen) investors are permitted for the first INR 250,00,00,000 (Indian Rupees two hundred and fifty crore), plus an additional 15 (fifteen) investors for every subsequent INR 250,00,00,000 (Indian Rupees two hundred and fifty crore) or part thereof, subject to a minimum allotment of INR 5,00,00,000 (Indian Rupees five crore) per investor (*prior to the amendment, in case of allocation above INR 250,00,00,000 (Indian Rupees two hundred and fifty crore); a minimum of 5 (five) investors and a maximum of 15 (fifteen) investors for allocation up to INR 250,00,00,000 (Indian Rupees two hundred and fifty crore) and an additional 10 (ten) investors for every additional INR 250,00,00,000 (Indian Rupees two hundred and fifty crore) or part thereof, were permitted, subject to a minimum allotment of INR 5,00,00,000 (Indian Rupees five crore) per investor*); and
2. 40% of the anchor investor portion is now reserved, with 33.33% reserved for domestic MFs and 6.67% reserved for life insurance companies and pension funds. Any under-subscription in the life insurance/pension fund category may be allocated to domestic MFs (*initially one-third of the anchor investor portion was reserved for domestic MFs*).

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

SEBI, vide [notification](#) dated November 18, 2025, has issued the SEBI (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2025, amending the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Some of the key amendments are as follows:

1. the thresholds for material RPTs are now aligned with the newly inserted Schedule XII, which prescribes a turnover-based framework for determining materiality;
2. there are stricter provisions for audit committee approvals introduced for high-value transactions involving subsidiaries, including those lacking 1 (one) year of audited financials;

3. it is clarified that the omnibus approval granted by the shareholders for material RPTs in an annual general meeting will be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the CA 2013. Further, it is clarified that 'holding company' refers to a 'listed' holding company; and
4. Regulations 53 and 58 are amended to enhance annual report disclosures and streamline timelines for dissemination of documents.

Specification of the terms and conditions for DTs for carrying out activities outside the purview of SEBI

SEBI, *vide* circular dated November 25, 2025, has outlined the terms and conditions for DTs engaging in activities outside SEBI's regulatory purview. On October 27, 2025, amendments to the SEBI (DT) Regulations, 1993 ("**DT Regulations**") were notified, whereby Regulation 9C was incorporated, to bring clarity on the permitted activities for a DT. In this regard, some of the conditions for DTs to undertake activities that are not regulated by SEBI, are as follows:

1. a DT must undertake such activities that are not regulated by SEBI only at arms' length basis through one or more Separate Business Unit ("**SBU**") of the DT, segregated by a Chinese Wall and ring-fenced from the SEBI regulated activities;
2. a DT must ensure that the grievance redressal mechanism including escalation mechanism, if any, with respect to activities not regulated by SEBI, is separate and distinct from the grievance redressal mechanism provided for activities regulated by SEBI and is part of the SBU;
3. a DT must prepare and maintain separate records in the SBU, for the non-SEBI regulated activities; and
4. the staff of a DT engaged in the non-SEBI regulated activities, must be distinct from the staff handling activities regulated by SEBI. However, the staff can cross the Chinese Wall, subject to due procedures approved by the board of directors of the DT. Such Chinese Wall will not be applicable for the key managerial personnel.

MCA update

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

MCA, *vide* [notification](#) dated November 3, 2025, has notified the Companies (Meetings of Board and its Powers) Amendment Rules, 2025 amending the Companies (Meetings of Board and its Powers) Rules, 2014. Pursuant to the amendment, the expression 'business of financing industrial enterprises' under Section 186(11)(a) of the CA 2013 now included following 2 (two) categories:

1. for an NBFC registered with RBI, it includes the ordinary course of business of giving loans or providing guarantees/security for loan repayment; and
2. for a finance company registered with IFSCA, it includes activities provided in Regulations 5(1)(ii)(a) and 5(1)(ii)(e) of the IFSCA (Finance Company) Regulations, 2021, when done in the ordinary course of its business.

IBBI updates

Strengthening due diligence under Section 29A of the Insolvency and Bankruptcy Code, 2016

IBBI, *vide* [circular](#) dated November 18, 2025, has directed resolution professionals to strengthen due diligence prescribed under Section 29A of the Insolvency and Bankruptcy Code, 2016 ("**IBC**"). Section 29A of IBC prescribes a detailed list of ineligibility conditions that bar certain persons from submitting a resolution plan for a corporate debtor undergoing corporate insolvency resolution process. Pursuant to the circular, resolution professionals are directed to:

1. include a detailed note on Section 29A compliance before the Committee of Creditors ("**CoC**") when resolution plans are considered;
2. properly document in meeting minutes, CoC deliberations and observations on eligibility; and
3. ensure that:
 - a) Form G mentions the ineligibility criteria under Section 29A of IBC;
 - b) Prospective Resolution Applicants ("**PRA**") submit undertakings with the expression of interest confirming they are not ineligible;
 - c) resolution professionals verify due diligence under Regulation 36A(8) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 to confirm PRA compliance with Section 29A of IBC; and
 - d) compliance Certificate (Form H) from the resolution professional confirms the affidavit and attaches a due diligence certificate.

Insolvency Professionals to act as Interim Resolution Professionals, Liquidators, Resolution Professionals and Bankruptcy Trustees (Recommendation) (Second) Guidelines, 2025

IBBI, *vide* [circular](#) dated November 21, 2025, notified the Insolvency Professionals to act as Interim Resolution Professionals, Liquidators, Resolution Professionals and Bankruptcy Trustees (Recommendation) (Second) Guidelines, 2025, ("**Guidelines**"). The Guidelines aim to establish a transparent, uniform and efficient framework for preparing and sharing a panel of eligible insolvency professionals with the Adjudicating Authorities (National Company Law Tribunal and Debt Recovery Tribunal). These Guidelines will be effective for a 6 (six) month cycle commencing January 1, 2026, to June 30, 2026, thereby replacing the earlier set issued on May 27, 2025, which stands repealed on the date the new panel becomes operational. An insolvency professional is eligible to be included in the panel, if:

1. there is no disciplinary proceeding, whether initiated by IBBI or the insolvency professional agency, pending against insolvency professional;
2. insolvency professional has not been convicted at any time in the last 3 (three) years by a court of competent jurisdiction;
3. insolvency professional has submitted expression of interest along with consent to act as interim resolution professional, resolution professional, liquidator and bankruptcy trustee, for appointment by the National Company Law Tribunal and Debt Recovery Tribunal; and
4. insolvency professional holds an authorisation for assignment, which is valid till the validity of panel.

Cap on assignments for insolvency professionals

IBBI, *vide* [circular](#) dated November 20, 2025, notified the IBBI (Insolvency Professionals) (Second Amendment) Regulations, 2025 amending the IBBI (Insolvency Professionals) Regulations, 2016. Pursuant to the amendment, Regulation 7B dealing with number of assignments to be undertaken by an insolvency professional has been inserted. This new regulation introduces a quantitative ceiling for individual insolvency professionals. Some of the key highlights are as follows:

1. an individual professional is limited to a maximum of 10 (ten) concurrent assignments across all roles (interim resolution professional, resolution professional, and liquidator);
2. within this limit, no more than 3 (three) assignments can be cases where admitted creditor claims exceed INR 1,000 crore (Indian Rupees one thousand crore) each; and

3. professionals exceeding these limits on the effective date cannot take new assignments until their workload falls below the thresholds.

JSA updates

Proposed revamp of the External Commercial Borrowings guidelines

RBI has released draft amendments to the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018, proposing deep structural reforms and revamp of the external commercial borrowings framework. The reforms seek to simplify access to offshore debt by further broad basing eligibility for borrowers and lenders, liberalising end use restrictions, minimum average maturity and all-in-cost ceilings etc. Together, these changes signal a shift towards a more market-aligned and liberalised external borrowing regime.

For a detailed analysis, please refer to the [JSA Prism of November 6, 2025](#).

Alternative Investment Fund regulations amended to introduce 'Accredited Investors Only Fund'

In the recently notified amendments to the Alternative Investment Fund ("AIF") regulations, SEBI has introduced a new AIF scheme namely the 'Accredited Investors Only Fund' that exclusively caters to accredited investors. This development follows SEBI's consultation paper dated August 8, 2025, which recognised that accredited investors possess the knowledge to understand diverse financial products and their associated risk-return profiles, enabling informed investment decisions. Accordingly, SEBI proposed a dedicated AIF framework tailored specifically for accredited investors, providing lighter-touch compliance requirements given their sophisticated investor profile.

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

Navigating RBI's new KYC Master Directions

RBI has repealed the 2016 Master Direction on Know Your Customer ("KYC") and issued entity specific Master Directions on KYC, namely the RBI (Commercial Banks - Know Your Customer) Directions, 2025. This is part of an exercise consolidating previous instructions and streamlining the regulatory framework. The new KYC Master Direction explicitly titled for commercial banks, now serve as the mandatory KYC reference for payment system providers, including payment aggregators and prepaid payment instrument issuers. This requires these entities to strictly map their existing compliance protocols to the new provision numbers. However, the core obligations remain largely unchanged to ensure continuity.

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

Supreme Court of India lays down the criteria for identifying 'speculative investors' in the real estate sector, disentitles them from availing the provisions of IBC

The Supreme Court of India, in *Mansi Brar Fernandes vs. Shubha Sharma and Anr.*¹, *inter alia* held that 'speculative investors' cannot be permitted to initiate corporate insolvency resolution process under IBC and has laid down certain key principles and criteria for determining who a 'speculative investor' would be.

This decision underscores the distinction between genuine homebuyers and speculative investors. It clarifies that a holistic review of the intent, structure of transaction, and conduct of parties will determine whether an allottee under

¹ 2025 SCC OnLine SC 1569 (decided on September 12, 2025)

a real estate project can be construed as a financial creditor under IBC. This ruling may aid in preventing speculative investors from misusing IBC process as a refund or recovery mechanism.

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

Finance Practice

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Our full spectrum of services includes advising clients on corporate debt transactions (including term and working capital debt), acquisition finance, structured finance, project finance, asset finance, real estate finance, trade finance, securitisation, debt capital markets and restructuring and insolvency assignments.

Our practice has been consistently ranked in the top-tier for several years, and several of our partners are regarded highly, by international publications such as Chambers and Partners, IFLR, Asia Law, Legal 500, Asia Legal Business, IBLJ and Leaders League.

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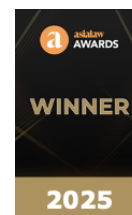
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