



**SUPPLEMENT
PROFESSIONAL PROGRAMME
(SYLLABUS 2022)**

for

*June, 2026 Examinations
(Amendments covering June 01, 2025 to November 30, 2025)*

**STRATEGIC MANAGEMENT &
CORPORATE FINANCE**

GROUP 2, PAPER 5

Disclaimer: This document has been prepared for academic purposes only and it does not necessarily reflect the views of ICSI. Any person wishing to act on the basis of this document should do so only after cross checking with the original source.

Students appearing in Examination shall note the following:

Students appearing in June, 2026 Examination should also update themselves on all the relevant Notifications, Circulars, Clarifications, Orders etc. issued by MCA, SEBI, RBI & Central Government up to November, 2025.

The students are advised to acquaint themselves with the monthly and Regulatory updates published by the Institute.

This supplement is to be read with the SMCF study material (Syllabus 2022) updated up to May, 2025.

Table of Contents

S. No.	Lesson	Page No.
1.	Lesson 8- Raising of Funds from Equity and Procedural Aspects- Public Funding	4
2.	Lesson 9 - Real Estate Investment Trust and Lesson 10- Infrastructure Investment Trust	7
3.	Lesson 11- Raising of Funds – Private Funding	10
4.	Lesson 12- Raising of Funds - Non Fund Based	13
5.	Lesson 13 – An overview of Listing and Issuance of Securities in International Financial Services Centre	14
6.	Lesson 14 - Raising of Funds from Debts and Procedural Aspects	15
7.	Lesson 17- Role of Intermediaries in Fund Raising	16

Lesson 8: Raising of Funds from Equity and Procedural Aspects- Public Funding

(1) **SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2025 [Notification No. SEBI/LAD-NRO/GN/2025/264 dated September 08, 2025]**

SEBI has notified the SEBI (Issue of Capital and Disclosure Requirements) (Second Amendment) Regulations, 2025 on September 08, 2025 and made the following amendments in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:

- **General Conditions for IPO**

Regulation 7(1)(c) has been substituted with the following:

“An issuer making an initial public offer must ensure that all its specified securities are in the dematerialised form prior to the filing of the draft offer document held by –

- (i) *the promoters,*
- (ii) *the promoter group,*
- (iii) *the selling shareholder(s),*
- (iv) *the directors,*
- (v) *the key managerial personnel,*
- (vi) *the senior management,*
- (vii) *qualified institutional buyer(s),*
- (viii) *employees,*
- (ix) *shareholders holding SR equity shares,*
- (x) *entities regulated by Financial Sector Regulators,*
- (xi) *any other categories of shareholders as maybe specified by SEBI from time to time.”*

- **Additional conditions for an offer for sale**

In regulation 8, in the third proviso, the existing clause b) has been substituted with the following clause, namely, -

“b) if the equity shares or equity shares arising out of conversion of fully paid-up compulsorily convertible securities are offered for sale where such equity shares or fully paid-up compulsorily convertible securities were acquired pursuant to any scheme approved by a High Court or approved by a Tribunal or the Central Government under sections 230 to 234 of the Companies Act, 2013, as applicable, in lieu of business and invested capital, which had been in existence for a period of more than one year prior to approval of such scheme;”.

Securities Ineligible Minimum Promoters’ Contribution

In regulation 15(1), sub-clause (ii) of the proviso to clause (b) has been amended:

“if such specified securities are acquired in terms of the scheme under sections 230 to 234 of the Companies Act, 2013, as approved by a High Court or a tribunal or the Central Government, as applicable, by the promoters or alternative investment funds or foreign venture capital investors or scheduled commercial banks or public financial, institutions or insurance companies registered with Insurance Regulatory and Development Authority of India or any non-individual public shareholder holding at least five per cent. of the post issue capital or any entity (individual or non-individual) forming part

of promoter group other than the promoter(s), as applicable in lieu of business and invested capital that had been in existence for a period of more than one year prior to such approval.”

- **General conditions for IPO by SME**

Regulation 230(1)(d) has been substituted with the following:

“An issuer making an initial public offer by Small and Medium Enterprises must ensure that all its specified securities are in the dematerialised form prior to the filing of the draft offer document held by –

- (i) the promoters,*
- (ii) the promoter group,*
- (iii) the selling shareholder(s),*
- (iv) the directors,*
- (v) the key managerial personnel,*
- (vi) the senior management,*
- (vii) qualified institutional buyer(s),*
- (viii) employees,*
- (ix) shareholders holding SR equity Shares,*
- (x) entities regulated by Financial Sector Regulators,*
- (xi) any other categories of shareholders as maybe specified by SEBI from time to time.”*

For details: https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-second-amendment-regulations-2025_96524.html

- The amendment has been made in the definition of Not for Profit Organization in regulation 292A(e). The same is provided below:

“Not for Profit Organization” means a Social Enterprise which is any of the following entities:

- (i) a charitable trust registered under the Indian Trusts Act, 1882;
- (ii) a charitable trust registered under the public trust statute of the relevant State;
- (iii) a Trust registered under the Registration Act, 1908 with the relevant Sub-Registrar in those States that have not enacted the law governing public trust;
- (iv) a charitable society registered under the Societies Registration Act, 1860;
- (v) a charitable society registered under the Societies Registration Act of the relevant State;
- (vi) a company registered under section 8 of the Companies Act, 2013 including a company registered under section 25 of the repealed Companies Act, 1956;
- (vii) any other entity as may be specified by SEBI.”

- **Eligibility conditions for being identified as a Social Enterprise**

The Social Enterprise shall target underserved or less privileged population segments or regions recording lower performance in the development priorities of the Central or State Governments, or such other target segments as may be specified by the SEBI from time to time. [Substitution: Regulation 292E(2)(b)]

- **Requirements relating to registration for a Not for Profit Organization**

A Not for Profit Organization shall mandatorily seek registration with a Social Stock Exchange before it raises funds through a Social Stock Exchange. However, a Not for Profit Organization

may register on a Social Stock Exchange and not raise funds through it for a maximum period of two years from the date of registration or such duration as may be specified by the SEBI.

However, upon expiry of the period of two years from the date of registration or such duration as may be specified by the Board, the Not for Profit Organization shall have at least one listed project for which funds have been raised through the Social Stock Exchange, failing which it shall cease to be registered. [Amendment: Regulation 292F(1)]

For details: https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-second-amendment-regulations-2025_96524.html

(2) SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025 [Notification No. SEBI/LAD-NRO/GN/2025/271 dated October 31, 2025]

SEBI has notified the SEBI (Issue of Capital and Disclosure Requirements) (Third Amendment) Regulations, 2025 on October 31, 2025 which shall come into force on the 30th day from the date of their publication in the Official Gazette. Vide this notification, the following amendments have been made in Schedule XIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Accordingly, the allocation to the anchor investors shall be on a discretionary basis, subject to the following:

(I) In case of public issue on the main board, through the book building process:

- (i) minimum of 2 and maximum of 15 such investors shall be permitted for allocation up to two hundred fifty crore rupees, subject to minimum allotment of Rs. 5 crore rupees per such investor;
- (ii) in case of allocation above Rs. 250 crores, a minimum of 5 such investors and a maximum of 15 such investors for allocation up to Rs. 250 crores and an additional 15 such investors for every additional Rs. 250 crores or part thereof, shall be permitted, subject to a minimum allotment of Rs. 5 crores per such investor.

(II) In case of public issue on the SME exchange, through the book building process:

- (i) Maximum of 2 such investors shall be permitted for allocation up to Rs. 2 crore;
- (ii) Minimum of 2 and maximum of 15 such investors shall be permitted for allocation above 2 crore rupees and up to 25 crore rupees, subject to minimum allotment of 1 crore rupees per such investor;
- (iii) In case of allocation above 25 crore rupees; a minimum of 5 such investors and a maximum of 15 such investors for allocation up to 25 crore rupees and an additional 10 such investors for every additional 25 crore rupees or part thereof, shall be permitted, subject to a minimum allotment of 1 crore rupees per such investor.

40% of the anchor investor portion, shall be reserved as under-

- 33.33% of the anchor investor portion shall be reserved for domestic mutual funds and
- 6.67% shall be reserved for life insurance companies and pensions funds.

For details: https://www.sebi.gov.in/legal/regulations/nov-2025/securities-and-exchange-board-of-india-issue-of-capital-and-disclosure-requirements-third-amendment-regulations-2025_97635.html

Lesson 9 - Real Estate Investment Trust
Lesson 10- Infrastructure Investment Trust

(1) Securities and Exchange Board of India (Real Estate Investment Trusts) (Second Amendment) Regulations, 2025 (September 03, 2025)

The Securities and Exchange Board of India (SEBI) vide its notification dated 1st September, 2025, has notified “the SEBI (Real Estate Investment Trusts) (Second Amendment) Regulations, 2025” which shall come into force on the date of their publication in the Official Gazette. The amendment *inter-alia* provides:

- Regulations 2(1)(ze) is substituted with the following:
“(zq) “public” means any person other than:
 - (i) the related party of the REIT, its sponsor, or manager; or
 - (ii) any other person as may be specified by the Board:

However, a person specified above, who is also a qualified institutional buyer in an offer, shall be considered as “public” for the purpose of these regulations: Further the sponsor, sponsor group, and manager of the REIT shall not be considered as “public” for the purpose of these regulations.”

- **Reporting of Under-Construction Properties [Regulation 10(18) of REIT Regulations]:**
The timeline for disclosure of development status of under-construction Properties shall now be aligned with the submission timeline for quarterly financial results.
- **Distribution of Cash Flows by HoldCo:** A new proviso has been added under Regulation 18(16)(aa) of the REIT Regulations to state that if the HoldCo’s net distributable cash flow is negative, it may be adjusted against cash flows from SPVs, with disclosure requirements to unitholders as per the format specified by SEBI.
- **Valuation Reports & Timelines (Regulation 21 of the REIT Regulations):**
 - a) *Annual Valuation Report (Regulation 21(4) of the REIT Regulations) is to be conducted as on March 31st and submitted with annual financial results.*
 - b) *Half-Yearly Valuation (Regulation 21(5) of the REIT Regulations) is to be conducted as on September 30th and submitted with quarterly financial results for the September quarter.*
 - c) *Submission Requirements (Reg. 21(6) of the REIT Regulations): the timings have been clarified and the obligation of mandatory communication to unit holders where not explicitly required, has been removed.*

For details: https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-real-estate-investment-trusts-second-amendment-regulations-2025_96439.html

(2) The Securities and Exchange Board of India (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025 (September 03, 2025)

The Securities and Exchange Board of India (SEBI) vide its notification dated 1st September, 2025, has notified “the SEBI (Infrastructure Investment Trusts) (Third Amendment) Regulations, 2025” which shall come into force on the date of their publication in the Official Gazette. The amendment *inter-alia* provides:

- Regulations 2(1)(zq) is substituted with the following:
“(zq) “public” means any person other than:
 - (i) the related party of the InvIT, its sponsor, investment manager or project manager; or
 - (ii) any other person as may be specified by the Board:

However, a person specified above, who is also a qualified institutional buyer in an offer, shall be considered as “public” for the purpose of these regulations: Further the sponsor, sponsor group, investment manager and project manager of the InvIT shall not be considered as “public” for the purpose of these regulations.”

- **Reporting of Under-Construction Projects [Regulation 10(18) of InvIT Regulations]:** The timeline for disclosure of development status of under-construction projects shall now be aligned with the submission timeline for quarterly financial results.
Further, valuation reports, under Regulation 21(4), Regulation (5), and Regulation (5A) of the InvIT Regulations, must be submitted to the trustee simultaneously with submission to stock exchanges.
- **Quarterly Investment Manager Disclosures:** The timeline for quarterly disclosures under Regulation 10(24) of the InvIT Regulations is now aligned with the timeline for submission of quarterly financial results.
- **Minimum Investment Threshold:** The minimum investment under Regulation 14 of InvIT Regulations amount from any investor has been reduced from INR 1 crore to INR 25 lakhs. The requirement of INR 25 crores investment for InvITs investing 80% in completed and revenue-generating assets has been omitted.
- **Distribution of Cash Flows by HoldCo (Regulation 18(6)(ba) of the InvIT Regulations):** A new proviso allows HoldCos to adjust negative net distributable cash flow against cash flows received from SPVs, subject to disclosure requirements to unitholders in the manner prescribed by SEBI.
- **Valuation Reports & Timelines (Regulation 21 of the InvIT Regulations):**
 - a) *Annual Valuation (Regulation 21(4) of the InvIT Regulations)* is to be conducted as on March 31st and submitted with annual financial results.
 - b) *Half-Yearly Valuation (Regulation 21(5) of the InvIT Regulations)* is to be conducted as on September 30th and submitted with quarterly financial results for the September quarter.
 - c) *Quarterly Valuation Trigger (Regulation 21(5A) of InvIT Regulations):* If borrowings exceed 49% (Forty Nine Percent), valuation must be done quarterly for June, September, and December. Further, there shall be no need for a separate September quarterly report if a half-yearly valuation is submitted for the same period.
 - d) *Timelines for Valuation Reports (Regulation 21(6) of the InvIT Regulations):* All valuation reports under Regulation 21(4), Regulation 21(5), and Regulation 21(5A) of the InvIT Regulations must be submitted within the prescribed timelines.
- **Reporting Obligations (Regulation 23 of the InvIT Regulations):**
 - a) *Half-Yearly Reporting (Regulation 23(4) of the InvIT Regulations):* The investment manager of a publicly offered InvIT must submit a half-yearly report along with the quarterly financial results for the September quarter.

- b) *Quarterly Reporting Obligation for High-Leverage InvITs (Regulation 23(4A))*: Where consolidated borrowings and deferred payments exceed 49%, the investment manager must submit a quarterly report to the stock exchanges along with quarterly financial statements for the quarters ending June, September, and December.

For details: [https://egazette.gov.in/\(S\(i3rdh3q3hggjibak0jhp2vhe\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(i3rdh3q3hggjibak0jhp2vhe))/ViewPDF.aspx)

(3) Reclassification of Real Estate Investment Trusts (REITs) as equity related instruments for facilitating enhanced participation by Mutual Funds and Specialized Investment Funds (SIFs) (November 28, 2025)

With a view to facilitate enhanced participation by Mutual Funds and Specialized Investment Funds (SIFs) in Real Estate Investment Trusts (REITs), it is prescribed that any investment made by Mutual Funds and SIFs in REITs shall be considered as investment in equity related instruments with effect from January 01, 2026. InvITs shall continue to be classified as hybrid instruments for the purpose of investments by Mutual Funds and SIFs.

However, the existing investment in REITs held by debt schemes of Mutual Funds and investment strategies of SIFs as on December 31, 2025, shall be grandfathered. Any inclusion of REITs in the equity indices shall be carried out only after a period of six months i.e, July 1, 2026.

For details: https://www.sebi.gov.in/legal/circulars/nov-2025/reclassification-of-real-estate-investment-trustsreits-as-equity-related-instruments-for-facilitating-enhanced-participation-by-mutual-funds-and-specializedinvestment-funds-sifs-_98031.html

Lesson 11- Raising of Funds – Private Funding

(1) **SEBI (Alternative Investment Funds) (Second Amendment) Regulations, 2025 (Notification No. SEBI/LAD-NRO/GN/2025/265 dated September 08, 2025)**

SEBI has notified the SEBI (Alternative Investment Funds) (Second Amendment) Regulations, 2025 which shall come into force on the date of their publication in the Official Gazette. Vide this notification, the following amendments have been made:

- The definition of venture capital fund has been modified. As per the amended definition, the venture capital fund means an Alternative Investment Fund which invests primarily in unlisted securities of start-ups, emerging or early-stage venture capital undertakings mainly involved in new products, new services, technology or intellectual property right based activities or a new business model and shall include a migrated venture capital fund as defined under Chapter III-D. [Regulation 2(1)(z)]
- The provisions relating to Category I Alternative Investment Fund are amended to include angel funds. The amended provisions are stated below:

*“(a) “Category I Alternative Investment Fund” which invests in start-up or early stage ventures or social ventures or SMEs or infrastructure or other sectors or areas which the government or regulators consider as socially or economically desirable and shall include venture capital funds, SME Funds, **angel funds**, social impact funds, infrastructure funds, special situation funds and such other Alternative Investment Funds as may be specified.*

Alternative Investment Funds which are generally perceived to have positive spillover effects on economy and for which the Board or Government of India or other regulators in India might consider providing incentives or concessions shall be included and such funds which are formed as trusts or companies shall be construed as “venture capital company” or “venture capital fund” as specified under sub-section (23FB) of Section 10 of the Income Tax Act, 1961.” [Regulation 3(4)(a)]

- Regulation 15(1)(b) relating to General Investment Conditions has been omitted stating:

“The terms of Co-investment in an investee company by a Manager or Sponsor or co-investor, shall not be more favourable than the terms of investment of the Alternative Investment Fund. However, the terms of exit from the Co-investment in an investee company including the timing of exit shall be identical to the terms applicable to that of exit of the Alternative Investment Fund.”

- The definition of angel fund has been modified. As per the amended definition, the angel fund means a sub-category of Category I- Alternative Investment Fund that raises funds from **accredited investors** and invests in accordance with the provisions of regulations specified by SEBI. [Regulation 19A(1)]
- The definition of Angel Investor has been substituted:
“angel investor” means an accredited investor, or key management personnel of an angel fund or its manager, who invests in an angel fund.” [Regulation 19A(2)]

For details: https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-alternative-investment-funds-second-amendment-regulations-2025_96533.html

(2) Framework for AIFs to make co-investment within the AIF structure under SEBI (Alternative Investment Funds) Regulations, 2012 (September 09, 2025)

SEBI *vide* this circular introduced a new framework enabling Category I and II Alternative Investment Funds (“AIFs”) to offer co-investment opportunities to accredited investors within the AIF structure itself, through the launch of separate Co-Investment Schemes (“CIV schemes”). Key Highlights of the circular are as under:

- a) SEBI has permitted Category I and II AIFs to offer Co-Investment facilities within the AIF structure by launching CIV schemes, in addition to the existing Portfolio Management Services (“PMS”) route.
- b) A Shelf Placement Memorandum must be filed as per the prescribed template by SEBI, that inter-alia includes governance structure, regulatory framework, and principal terms of co-investment.
- c) Each CIV scheme must maintain separate bank and demat accounts, assets must be ring-fenced from other schemes.
- d) Investor’s co-investment via CIV schemes in a company must not exceed 3 times their investment in the main AIF scheme, except for:
 - Multilateral/ Bilateral Development finance institutions (DFIs)
 - Government-owned entities
 - Sovereign Wealth Funds and Central Banks
- e) Investors excused, excluded, or defaulting in main AIF scheme investment cannot co-invest via CIV in that company. CIVs must not invest in a manner that:
 - creates indirect exposure the investor cannot hold directly;
 - requires additional disclosure if done directly;
 - breaches eligibility norms for direct investment in the investee.

Additionally, no leverage or borrowing is allowed by CIV schemes.

- f) Proceeds and rights from CIV investments are pro-rata, subject to carried interest or equivalent, if applicable. Co-investment expenses to be shared proportionally between AIF scheme and CIV scheme based on investment ratio.
- g) CIV schemes must comply with standards (if any) developed by the Standard Setting Forum of AIFs (SFA) in consultation with SEBI. These standards shall be published by industry associations like Indian Venture and Alternate Capital Association (IVCA), Private Equity Venture Capital Chief Financial Officer Association (PEVCCFO), and Trustee Association of India.
- h) AIF trustees/ sponsors must ensure that the Compliance Test Report (CTR) includes adherence to this framework, as per Chapter 15 of the SEBI Master Circular for AIFs.

For details: https://www.sebi.gov.in/web/?file=https://www.sebi.gov.in/sebi_data/attachdocs/sep-2025/1757430792935.pdf#page=1&zoom=page-width,-15,842

(3) Securities and Exchange Board of India (Alternative Investment Funds) (Third Amendment) Regulations, 2025 (November 19, 2025)

SEBI (Alternative Investment Funds) (Third Amendment) Regulations, 2025 were notified on November 18, 2025 to amend the SEBI (Alternative Investment Fund) Regulations, 2012. Key highlights of this amendment regulations *inter-alia* covers the following:

- An “Accredited Investors only fund” has been defined as an AIF or the scheme of an AIF in which each investor (other than the Manager, Sponsor, employees or directors of the AIF or employees or directors of the Manager) is an Accredited Investor.
- A “large value fund for accredited investors” shall henceforth fall under the ambit of an “Accredited Investors only fund”. Therefore, any reference to ‘Accredited Investors only fund’ shall include ‘large value fund for accredited investors’.
- The threshold of Rs. 70 crores for each Accredited Investor in a “large value fund for accredited investors” has now been reduced to Rs. 25 crores.
- An AIF or a scheme of an AIF, launched prior to this notification may be permitted to convert to a Accredited Investor only Fund or large value fund for accredited investors, subject to the conditions as may be further specified by SEBI.

For details: https://www.sebi.gov.in/web/?file=https://www.sebi.gov.in/sebi_data/attachdocs/nov-2025/1764240953769.pdf#page=1&zoom=page-width,-15,841

Lesson 12- Raising of Funds- Non Fund Based

(1) **SEBI (Share Based Employee Benefits and Sweat Equity) (Amendment) Regulations, 2025 (Notification No. SEBI/LAD-NRO/GN/2025/262 dated September 08, 2025)**

SEBI has notified the SEBI (Share Based Employee Benefits and Sweat Equity) (Amendment) Regulations, 2025 which shall come into force on the date of their publication in the Official Gazette. Vide this Notification, a new regulation 9A has been inserted:

“9A. Employee identified as promoter or part of the promoter group in the draft offer document.
An employee who is identified as a “promoter” or part of the “promoter group” in the draft offer document filed by a company with the Board in relation to an initial public offering, and who was granted options, stock appreciation rights or any other benefit under any scheme at least one year prior to filing of the draft offer document, shall be eligible to continue to hold and/or exercise such options, SAR or any other benefit, in accordance with its terms and subject to compliance with these regulations and other applicable laws.”

For details: https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-share-based-employee-benefits-and-sweat-equity-amendment-regulations-2025_96476.html

Lesson 13 -An Overview of Listing and Issuance of securities In International Financial Services Centre

(1) **International Financial Services Centres Authority (Listing) (Amendment) Regulations, 2025 [October 13, 2025]**

IFSCA vide gazette notification dated October 16,2025, has issued the IFSCA (Listing) (Amendment) Regulations, 2025 which amends the IFSCA (Listing) Regulations 2024. The key highlights are as under:

- **Disclosures in Offer Document:** Regulation 16(8) stated that the financial information provided in the offer document shall not be older than 135 days, which has now been substituted to 180 days.
- **Allotment:** Regulation 25(2) stated that the issuer and lead manager(s) shall ensure that the specified securities are allotted, and the payments and refunds are completed within 5 working days from the date of closing of the issue, which has now been amended to 8 working days.
- **Application and Allotment:** Regulations 52(3) and Regulation 65 stated that the issuer and lead manager(s) shall ensure that the specified securities are allotted, and the payments and refunds are completed within 5 working days from the date of closing of the issue, which has now been amended to 8 working days.
- **Financial statements:** Regulation 96(2) and Regulation 107(2) have been substituted with **‘the listed entity shall disclose its financial statements for first half of the financial year to the recognised stock exchange(s) immediately after the approval of its board of directors, but in any event not later than 45 days after the end of first half year’**. Prior to the amendment, the listed entity was required to disclose the financial statements for each of the first three quarters of its financial year to the recognised stock exchange(s) immediately after the approval of its board of directors, but in any event not later than 45 days after the end of each quarter.

For details:

https://ifsc.gov.in/CommonDirect/GetFileView?id=47a297ad49aaae8fa365313a91157a70&fileName=IFSCA_Listing_Amendment_Regulations_2025_20251017_0533.pdf&TitleName=Legal

Lesson 14- Raising of Funds from Debts and Procedural Aspects

(1) **Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) (Amendment) Regulations, 2025 [October 22, 2025]**

SEBI vide this amendment modified the requirements for executing a trust deed in relation to the issuance and listing of Non-Convertible Securities (NCS). As per Regulation 18(1), the Issuers are now required to execute the trust deed “in such format and within such timelines” as specified by SEBI. However, in case of any deviation from the format specified for the trust deed, the debenture trustee may accept such deviations if a key summary sheet capturing the deviations along with the rationale for the same is provided by the issuer in the General Information Document/ Key Information Document or Shelf Prospectus. Further, the structure of trust deed into two parts i.e Part A (statutory/standard information) and Part B (issue-specific details) as per regulation 18(4) has been omitted.

For details:

https://www.sebi.gov.in/web/?file=https://www.sebi.gov.in/sebi_data/attachdocs/nov-2025/1762162068069.pdf#page=1&zoom=page-width,-15,849

Lesson 17- Role of Intermediaries in Fund Raising

(1) **SEBI (Investment Advisers) (Amendment) Regulations, 2025 [Notification No. SEBI/LAD-NRO/GN/2025/253 dated August 04, 2025]**

SEBI has notified the SEBI (Investment Advisers) (Amendment) Regulations, 2025 which shall come into force on the date of their publication in the Official Gazette. Vide this notification, the amendment is made in regulation 8 relating to Deposit. **The amended regulation 8 of SEBI (Investment Advisers) Regulations, 2013 is reproduced below:**

An investment adviser shall maintain a deposit of such sum, as specified by SEBI from time to time. *The deposit shall be maintained in such a form or manner as may be specified by SEBI. Such deposit shall be marked as lien in favour of a body or body corporate recognised by SEBI for the purpose of administration and supervision of investment advisers. Provided that the deposit shall be available for utilization in case the investment adviser fails to pay the dues emanating out of arbitration and conciliation proceedings, if any, under the Online Dispute Resolution Mechanism or such other mechanism as may be specified by SEBI.*

For details: https://www.sebi.gov.in/legal/regulations/aug-2025/securities-and-exchange-board-of-india-investment-advisers-amendment-regulations-2025_95991.html

(2) **Securities and Exchange Board of India (Investment Advisers) (Second Amendment) Regulations, 2025 [November 25, 2025]**

SEBI vide this notification has amended the Regulation 7 pertaining to Qualification and certification requirement.

An individual investment adviser or a principal officer of a non-individual investment adviser registered as an investment adviser under these regulations or persons associated with investment advice, shall have the following minimum qualification, at all times-

a) A graduate degree or any equivalent educational qualification from a university or institution recognized by the Central Government or any State Government or a recognized foreign university or institution or association or CFA Charter from the CFA Institute, and relevant certification from NISM or from any other organization or institution accredited by NISM; or

b) A Post Graduate Program in the Securities Market (Investment Advisory) from NISM or a Post Graduate Program in Financial Planning from NISM or any other program of NISM as may be specified by the SEBI.

However, the investment advisers registered under these regulations as on the date of commencement of these regulations shall ensure that the individual Investment adviser or principal officer of a non-individual investment adviser registered under these regulations and persons associated with investment advice shall comply with the qualification and experience requirements within such time as may be specified by the SEBI.

Provided further that the requirements at clauses(a) and (c) shall not apply to such existing individual investment advisers as may be specified by the SEBI.

An individual investment adviser or principal officer of a non-individual investment adviser, registered under these regulations, persons associated with investment advice, and in case of investment adviser being a partnership firm, the partners thereof who are engaged in providing

investment advice, shall obtain a fresh relevant NISM certification as specified by the Board from time to time before expiry of the validity of the existing certification or within three years from the date of registration certificate , as the case may be, to ensure continuity in compliance with certification requirements.

For details: https://www.sebi.gov.in/legal/regulations/nov-2025/securities-and-exchange-board-of-india-investment-advisers-second-amendment-regulations-2025_97960.html