

OCTOBER 2025

NEWSLETTER

REGULATORY

- RBI
- SEBI
- MCA



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RBI
1. Investment in Corporate Debt Securities by Persons Resident Outside India through Special Rupee Vostro account
Notification No.: RBI/2025-26/90 A.P. (DIR Series) Circular No. 13 Dated: October 03, 2025
Reference is drawn to Schedule 1 to the Foreign Exchange Management (Debt Instruments) Regulations, 2019; Foreign Exchange Management (Deposit) Regulations, 2016 and Master Direction – RBI (Non-resident Investment in Debt Instruments) Directions, 2025 (“Master Direction”). Vide earlier notification dated August 12, 2025, RBI had permitted, persons resident outside India maintaining a Special Rupee Vostro Account (SRVA) for international trade settlement in Indian Rupees, to invest their rupee surplus balance in the aforesaid account in Central Government Securities (including Treasury Bills). Vide this Notification, RBI has been now decided to permit investment of these balances in non-convertible debentures / bonds and commercial papers issued by an Indian company. The Master Directions are accordingly updated to give effect to the above change. Notification
2. Foreign Exchange Management (Borrowing and Lending) (Amendment) Regulations, 2025
Notification No.: FEMA 3(R)(4)/2025-RB Dated: October 06, 2025
Vide this notification RBI has amended the Foreign Exchange Management (Borrowing and Lending) Regulations, 2018. In the principal regulations, in Regulation 7 which provides for Lending in Indian Rupees by a Person Resident in India under sub-regulation A which is for Lending by an Authorised Dealer, after clause (iii), the following clause (iv) shall be inserted, namely: - “An AD bank may lend in Indian Rupees to a person resident outside India being a resident in Bhutan, Nepal or Sri Lanka, including a bank in these jurisdictions, for cross border trade transactions.” The amendment has expanded India’s efforts to promote INR usage in regional trade and facilitate smoother settlement of trade accounts with neighbouring countries. Notification
3. Foreign Exchange Management (Foreign Currency Accounts by a person resident in India) (Seventh Amendment) Regulations, 2025
Notification No.: FEMA 10(R)(7)/2025-RB Dated: October 06, 2025
Vide this notification RBI has amended the Foreign Exchange Management (Foreign Currency Accounts by a person resident in India) Regulations, 2015. Key amendments to the regulation are as below 1. Definition of IFSC has been included which shall have the same meaning as assigned to it in clause (g) of section 3 of the International Financial Services Centres Authority Act, 2019. 2. In Regulation 5 which provides for Opening, holding and maintaining a Foreign Currency Account outside India, the sub-regulation (CA) has been substituted.

The new substituted regulation has permitted resident exporter to open, hold and maintain a foreign currency account with a bank outside India (explicitly including banks in an IFSC). This is for realization of full export value and for advance remittances received towards export of goods or services.

Funds in such foreign currency accounts may be:

- used by the exporter to pay for imports into India; or
- repatriated into India within a specified timeline from the date of receipt after adjusting for forward commitments — namely:
 - up to 3 months where the account is maintained with a bank in an IFSC, or
 - by the next month (i.e., within the following month) for accounts maintained in other jurisdictions.

3. In regulation 5, the foreign currency accounts permitted to be opened ‘outside India/ abroad’ can also be opened in International Financial Services Centre.”

[Notification](#)

4. Reserve Bank - Integrated Ombudsman Scheme, 2021 - Inclusion of State Co-operative Banks and Central Co-operative Banks

Press Release: 2025-2026/1256

Dated: October 07, 2025

Effective Date: November 01, 2025

Vide this press release RBI, has specified that State Co-operative Banks, and Central Co-operative Banks, as defined in the Banking Regulation Act, 1949, shall also be treated as a ‘Regulated Entity’ for the purpose of Reserve Bank - Integrated Ombudsman Scheme, 2021 (the Scheme).

Post this amendment, the Scheme covers the following regulated entities:

- a. all Commercial Banks, Regional Rural Banks, State Co-operative Banks, Central Co-operative Banks, Scheduled Primary (Urban) Co-operative Banks, and Non-Scheduled Primary (Urban) Co-operative Banks with deposits size of ₹50 crore and above as on the date of the audited balance sheet of the previous financial year;
- b. all Non-Banking Financial Companies (excluding Housing Finance Companies) which (a) are authorised to accept deposits; or (b) have customer interface, with an assets size of ₹100 crore and above as on the date of the audited balance sheet of the previous financial year;
- c. all System Participants as defined under the Scheme; and
- d. Credit Information Companies.

[Press Release](#)

1. Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions

Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135

Dated 13th October, 2025

SEBI vide Master Circular dated November 11, 2024 and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 required listed entities to follow the Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“RPT Industry Standards”) formulated by Industry Standards Forum (“ISF”).

ISF has submitted a representation to SEBI, requesting relaxation from the applicability of the RPT Industry Standards and SEBI in its meeting held on September 12, 2025 has approved the proposal for relaxation in minimum information to be provided to the Audit Committee and shareholders for the approval of RPT.

Accordingly, Section III-B of the Master Circular shall stand modified as under:

Paragraph 4 under Part A of Section III-B provides that:

“The listed entity shall provide the audit committee with the information as specified in the Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”, while placing any proposal for review and approval of an RPT.”

Paragraph 6 under Part B of Section III-B provides that:

“The notice being sent to the shareholders seeking approval for any RPT shall, 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 on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions.

Following paragraph has been inserted after Paragraph 4 and 6.

Provided that if a transaction with a related party, whether individually or taken together with previous transaction(s) during a financial year (including transaction(s) which are approved by way of ratification), **do not exceed 1% of annual consolidated turnover** of the listed entity as per the last audited financial statements of the listed entity or **Rupees Ten Crore**, whichever is **lower**, the listed entity shall provide ‘Minimum information to the Audit Committee for approval of Related Party Transactions’ specified in Annexure of this circular.

Provided further that the above requirements, shall **not be applicable** to transaction(s) with a related party to be entered into individually or taken together with previous **transactions** during a financial year (including which are approved by way of ratification) which **does not exceed Rs. One Crore**.

Annexure:**A. Minimum information to the Audit Committee for approval of Related Party Transactions:**

The listed entity shall provide the following information, for review by the audit committee for approval of a proposed RPT:

- i. Type, material terms, and particulars of the proposed transaction.
- ii. Name of the related party, its relationship with the listed entity or subsidiary, and nature of its interest (financial or otherwise).
- iii. Tenure of the proposed transaction.
- iv. Value of the proposed transaction.
- v. Percentage of the listed entity’s annual consolidated turnover (previous financial year) represented by the transaction value; for subsidiaries, also provide the percentage on a standalone basis.
- vi. For loans, inter-corporate deposits, advances, or investments:
 - Source of funds.

- If financed through borrowings: nature, cost, and tenure of indebtedness.
 - Applicable terms including tenure, interest rate, repayment schedule, and whether secured or unsecured (with details of security, if applicable).
 - Purpose for which the ultimate beneficiary will utilize the funds.
- vii. Justification that the RPT is in the interest of the listed entity.
- viii. Copy of valuation or external report, if relied upon.
- ix. Percentage of the counterparty's annual consolidated turnover represented by the transaction value (voluntary disclosure).
- x. Any other information considered relevant.

B. Minimum information to the Shareholders for approval of Related Party Transactions:

The notice being sent to the shareholders seeking approval for any proposed RPT shall, in addition to the requirements under the Companies Act, 2013, include the following information as a part of the explanatory statement:

- i. A summary of the information provided by the management of the listed entity to the audit committee.
- ii. Justification for why the proposed transaction is in the interest of the listed entity.
- iii. Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified as above in point vi.
- iv. A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders.
- v. Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis.
- vi. Any other information that may be relevant.

[Circular](#)

2. Master Circular for issue and listing of Non-convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper

Circular No. SEBI/HO/DDHS/DDHS-PoD/P/CIR/2025/0000000137
Dated 15th October, 2025

SEBI vide notification dated August 09, 2021 had notified SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 pursuant to merger and repeal of the SEBI (Issue and Listing of Debt Securities) Regulations, 2008 and SEBI (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013.

Since the notification of the SEBI ILDS Regulations, 2008 and the SEBI NCRPS Regulations, 2013 and subsequent notification of SEBI NCS Regulations, 2021, SEBI has issued multiple circulars covering procedural and operational aspects thereof.

In order to enable the stakeholders to have an access to all the applicable circulars/ directions at one place, the provisions of the circulars issued till June 30, 2025 are incorporated in this Master Circular.

All directions / instructions contained in the circulars mentioned at Annex-1 to this Master Circular shall stand rescinded to the extent they relate to issue and listing of Non-convertible Securities, Securitized Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper.

Notwithstanding such rescission,

- a. anything done or any action taken or purported to have been done or taken under the rescinded circulars shall be deemed to have been done or taken under the corresponding provisions of this Master Circular.
- b. any application made to SEBI under the rescinded circulars, prior to such rescission, and pending before it shall be deemed to have been made under the corresponding provisions of this Master Circular.
- c. the previous operation of the rescinded circulars or anything duly done or suffered thereunder shall remain unaffected as if the rescinded circulars have never been rescinded.

[Master Circular](#)

MCA	
1. Extension of time for filing e-form DIR-3-KYC and web-form DIR-3-KYC- WEB without filing fee upto 31st October, 2025.	
General Circular No. 05/2025 Dated 15 th October 2025	
MCA vide notification dated 29 th September 2025 had provided for extension of filing form DIR-3 KYC and DIR-3KYC WEB without late fees upto 15 th October 2025 (<i>Due Date 30th September, 2025</i>).	
Vide this notification, MCA has further extended the timeline for filing DIR-3 KYC and DIR-3KYC WEB from 15 th October 2025 to 31 st October 2025 without late fees.	
Circular	
2. Relaxation of additional fees and extension of time for filing of Financial Statements and Annual Returns under the Companies Act, 2013.	
General Circular No. 06/2025 Dated 17 th October 2025	
MCA vide this notification has provided relaxation in the filing of e-Forms namely MGT-7/7A, AOC-4, AOC-4 CFS, AOC-4 NBFC (Ind AS), AOC-4 CFS NBFC (Ind AS), AOC-4 (XBRL) etc. upto 31 st December 2025 without payment of additional fees.	
It has been clarified that the notification does not provide any extension in the statutory timeline for holding the Annual General Meeting.	
Circular	
3. Relaxation of additional fees and extension of time for filing of CRA-4(Cost Audit Report in XBRL format)	
General Circular No. 07/2025 Dated 27 th October 2025	
MCA vide this notification has provided relaxation in the filing of e-Form CRA-4 (Cost Audit Report in XBRL format) upto 31 st December 2025 without payment of additional fees.	
Circular	

Disclaimer:

This is not a complete listing of all circulars/notifications issued during the month.
Instead, it is only a listing of some of the circulars/notifications that we considered important.



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