

**SEBI NOTIFICATION – SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) (FIFTH AMENDMENT)
REGULATIONS, 2025 – 18TH NOVEMBER 2025**

AMENDMENT TO REGULATION 2(1)(ZC)(E) — DEFINITION OF “RELATED PARTY”

2(1)(zc)(e) retail purchases from any listed entity or its subsidiary by its directors or its **employees key managerial personnel**, without establishing a business relationship and at the terms which are uniformly applicable/offered to all employees, directors, **key managerial personnel and relatives of directors or key managerial personnel**”.

Impact:

Directors and key managerial personnel can make retail purchases on uniform terms without being treated as RPT.



AMENDMENT TO REGULATION 12 - PAYMENT OF DIVIDEND OR INTEREST OR REDEMPTION OR REPAYMENT

The listed entity shall use any of the electronic mode of payment facility approved by the Reserve Bank of India, in the manner specified in Schedule I, for the payment of the following:

- (a) dividends;
- (b) interest;
- (c) redemption or repayment amounts:.

~~Provided that where it is not possible to use electronic mode of payment, 'payable-at-par' warrants or cheques may be issued:~~

~~Provided further that where the amount payable as dividend exceeds one thousand and five hundred rupees, the 'payable-at-par' warrants or cheques shall be sent by speed post.~~

Impact:

The earlier flexibility of issuing payable-at-par warrants or cheques is removed.

Payments must be made only through RBI-approved electronic modes



MAJOR AMENDMENTS TO REGULATION 23 — RELATED PARTY TRANSACTIONS.

In sub-regulation (1), in the first proviso,

Provided that a transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ~~rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower~~ the thresholds specified in Schedule XII of these regulations.

Impact: Materiality will be determined as per the newly inserted Schedule XII. Schedule XII provides a **tier-based threshold** depending on consolidated turnover.



SCHEDULE XII: RELATED PARTY TRANSACTIONS

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the following:

Consolidated Turnover of Listed Entity	Threshold
(I) Up to ₹20,000 Crore	10% of the annual consolidated turnover of the listed entity
(II) More than ₹20,000 Crore to upto ₹40,000 Crore	₹2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹20,000 Crore
(III) More than ₹40,000 Crore	₹3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹40,000 Crore or ₹5000 Crores, whichever is lower.

Explanation: For the purpose of computing the thresholds stated above, the annual consolidated turnover of the listed entity shall be determined based on the last audited financial statements of the listed entity.

Illustration 1. For listed entities in (II)

If the annual consolidated turnover of a listed entity is ₹30,000 Crore	$₹2,000 \text{ Crore} + 5\% \text{ of the remaining } ₹10,000 \text{ Crore} = ₹2,500 \text{ Crore.}$
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Illustration 2. For listed entities in (III)

If the annual consolidated turnover of a listed entity is ₹50,000 Crore	$₹3,000 \text{ Crore} + 2.5\% \text{ of the remaining } ₹10,000 \text{ Crore} = ₹3,250 \text{ Crore.}$
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Illustration 3. For listed entities in (III)

If the annual consolidated turnover of a listed entity is ₹1,50,000 Crore	$₹3,000 \text{ Crore} + 2.5\% \text{ of the remaining } ₹1,10,000 \text{ Crore} = ₹5,750 \text{ Crore.}$
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However, threshold for material related party transaction would be ₹5,000 Crore as it is lower than ₹5,750 Crore.

MAJOR AMENDMENTS TO REGULATION 23 — RELATED PARTY TRANSACTIONS.

In sub-regulation (2), in the second proviso, clause (b) has been substituted,

~~(b) a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year exceeds ten per cent of the annual consolidated turnover, as per the last audited financial statements of the listed entity;~~

“(b) a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction, exceeds the lower of the following:

- (i) ten percent of the annual standalone turnover of the subsidiary as per the last audited financial statements of the subsidiary; or
- (ii) the threshold for material related party transactions of listed entity as specified in Schedule XII of these regulations.”;

MAJOR AMENDMENTS TO REGULATION 23 — RELATED PARTY TRANSACTIONS.

In sub-regulation (2), in the second proviso, clause (c) has been substituted,

~~(c) with effect from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds ten per cent of the annual standalone turnover, as per the last audited financial statements of the subsidiary;~~

“(c) In the event of a related party transaction above rupees one crore, whether entered into individually or taken together with previous transactions during a financial year, to which the subsidiary of a listed entity is a party but the listed entity is not a party and such subsidiary does not have audited financial statements for a period of at least one year, prior approval of the audit committee of the listed entity shall be obtained if the value of such transaction exceeds the lower of the following:

- (i) ten percent of the aggregate value of paid-up share capital and securities premium account of the subsidiary; or
- (ii) the threshold for material related party transactions of listed entity as specified in Schedule XII of these regulations:

Provided that the aggregate value of paid-up share capital and securities premium account of the subsidiary shall be taken as on a date, not older than three months prior to the date of seeking approval of the audit committee.”;

If subsidiary does not have audited financial statements for a period of at least one year than lower of 10% of paid-up capital and securities premium or Schedule XII thresholds shall be taken.

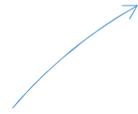
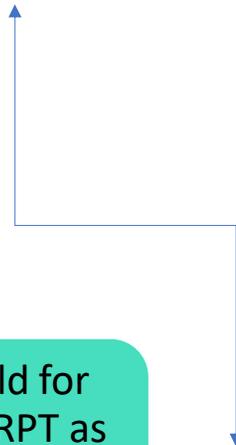
In case of
Subsidiary RPT,
Audit
committee
approval will be
required:

Exceeds lower
of the following:

If RPT is above
Rs. 1 Crore in a
financial year

Threshold for
material RPT as
specified in
Schedule XII

10% of audited
annual
standalone
turnover of the
subsidiary



MAJOR AMENDMENTS TO REGULATION 23 — RELATED PARTY TRANSACTIONS.

in sub-regulation (4),
after the second proviso, the following new provisos
has been inserted, namely,-

“Provided further that the omnibus approval granted by the shareholders for material related party transactions in an annual general meeting shall be valid till the date of the next annual general meeting held within the timelines prescribed under Section 96 of the Companies Act, 2013 or rules, notifications, or circulars issued thereunder from time to time:

Provided further that in case of omnibus approvals for material related party transactions, granted by shareholders in general meetings other than annual general meeting, the validity of such omnibus approvals shall not exceed one year from the date of such approval.”;

Impact:

In case, the omnibus approval for material RPT is given by the shareholder, such approval of omnibus RPTs approved in an AGM shall be valid up to the date of the next AGM for a period not exceeding fifteen months.

In case of omnibus approvals for material RPTs, obtained from shareholders in general meetings other than AGMs, the validity of such omnibus approvals shall not exceed one year.

MAJOR AMENDMENTS TO REGULATION 23 — RELATED PARTY TRANSACTIONS.

in sub-regulation (5), after clause (e) the following Explanation has been inserted, namely,-

“Explanation: For the removal of doubts, it is clarified that the term ‘holding company’ used in clause (b) of this sub-regulation refers to and shall be deemed to have always referred to a **listed holding company.**”



Impact: This removes ambiguity that approval exemptions applied only to **listed holding companies**



(b) transactions entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval.

AMENDMENTS TO REGULATION 53 — ANNUAL REPORT

In sub-regulation (1),

The annual report of the listed entity shall contain disclosures as specified in Companies Act, 2013 **or the statute under which such listed entity is constituted**, along with the following

Impact: To extend and mandate Annual Report disclosure and submission requirements to listed entities constituted under statutes other than the Companies Act, 2013, by expressly covering entities incorporated under special Acts within the ambit of Regulation 53.”



AMENDMENTS TO REGULATION 53 — ANNUAL REPORT.

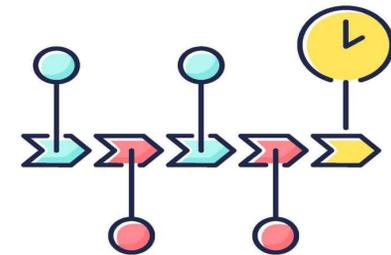
sub-regulation (2) shall be substituted,

“(2) The listed entity shall submit to the stock exchange and the debenture trustee and publish on its website-

- (a) a copy of the annual report, ~~sent to the shareholders along with the notice of the annual general meeting, not later than the date of commencement of dispatch to its shareholders; and~~ on or before the date of dispatch of the same to its shareholders or the date of submission to the Central Government or the State Government, as the case may be; and
- (b) in the event of any changes to the annual report, the revised copy along with the details and explanation for the changes, ~~not later than~~ within 48 hours after the annual general meeting or on or before the date of dispatch of the same to its shareholders or the date of submission to the Central Government or the State Government, as the case may be.”

Impact:

The amendment broadens applicability to statutory entities, provides flexible but time-bound submission triggers, and ensures timely, transparent disclosure of Annual Reports and their revised versions across all types of listed entities.



AMENDMENTS TO REGULATION 58 — DOCUMENTS AND INFORMATION TO HOLDERS OF NON-CONVERTIBLE

in sub-regulation (1), clause (b) has been substituted with the following, namely,-

~~(b) Hard copy of statement containing the salient features of all the documents, as specified in Section 136 of Companies Act, 2013 and rules made thereunder to those holders of non-convertible securities who have not so registered;~~

“(b) A letter providing the web-link including the exact path where complete details of the Annual Report is available, which may at the option of the listed entity, also include a static Quick Response Code, to those holder(s) of non-convertible securities that have not registered their respective email addresses.;

Impact:

Instead of sending a physical Annual Report:

A letter with the web link with the exact path to the full annual report, and

A Quick Response (QR) code to allow easy access to the digital version of the report.



AMENDMENTS TO REGULATION 58 — DOCUMENTS AND INFORMATION TO HOLDERS OF NON-CONVERTIBLE

after sub-regulation (1), the following sub-regulation has been inserted, namely,-

“(1A) The listed entity shall send the documents referred to in sub-regulation (1), within the timelines specified in Section 136 of Companies Act, 2013 and rules made thereunder or the provisions of the statute under which such listed entity is constituted:

Provided that in the absence of any timeline in the statute, the documents shall be sent on or before the date of dispatch of the same to its shareholders or the date of submission to the Central Government or the State Government, as the case may be.”

Listed companies: Must send AGM documents at least **21 days before the AGM** as per Section 136 of the Companies Act.

Listed entities that are not companies:

If their **parent statute prescribes a timeline**, follow that.

If **no timeline is given**, they must send documents on or before the date of dispatch of the same to its shareholders or the date of submission to the Central Government or the State Government, as the case may be.

In Schedule I, clause (3) shall be omitted

~~(3) In cases where either the bank details such as Magnetic Ink Character Recognition, Indian Financial System Code, etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, listed entity or share transfer agent shall issue 'payable-at-par' warrants/ cheques for making payments:~~

~~Provided that the listed entity shall mandatorily print the bank account details of the investors on such payment instruments and in cases where the bank details of investors are not available, the listed entity shall mandatorily print the address of the investor on such payment instructions.~~

