

CATALYST TRUSTEESHIP LIMITED

# THE CATALYST CHRONICLE

## ● CIRCULAR AND AMENDMENT ISSUED BY THE MARKET REGULATORS:

### **SEBI has recently introduced the SEBI (LODR) (Amendment) Regulations, 2025 - dated 27.03.2025**

- **Applicability:** The provisions of this Chapter VA will be applicable to a listed entity which only has NCDs listed with an outstanding value of Rs. 1000 crore and above and does not have any listed specified securities. Further, provisions of Reg 62C to Reg 62Q of the SEBI LODR Regulations will be applicable to HVDLE.
  - **Effective from:** On and after 1<sup>st</sup> April 2025
1. In case, this Chapter becomes applicable to “high value debt listed entity” (‘HVDLE’), these regulations will be applicable till the value of the outstanding listed debt securities as on March 31 in a year, reduces and remains below the specified threshold for a period of three consecutive financial years.
  2. In case of Invts, the governance norms specified under SEBI (Infrastructure Investment Trusts) Regulations, 2014 will be applicable.
  3. In case of a REIT registered, the governance norms specified under the SEBI (Real Estate Investment Trust) Regulations, 2014 will be applicable.
  4. Further provisions of Companies Act, 2013 will continue to apply, wherever applicable.

NOC from Debenture trustee w.r.t All material related party transactions and subsequent material modifications :

1. A transaction involving payments made to a related party with respect to brand usage or royalty will be considered material if the transactions to be entered into individually or taken together with previous transactions during a financial year, exceed 5% of the annual consolidated turnover of the HVDLE as per the last audited financial statements of the HVDLE.
2. All material related party transactions and subsequent material modifications as defined by the audit committee under sub-regulation (3) shall require prior No-Objection Certificate from the Debenture Trustee and the Debenture Trustee shall in turn obtain No-Objection from the debenture holders who are not related with the Issuer and hold at least more than fifty per cent. of the debentures in value, on the basis of voting including e-voting.

This No-Objection Certificate from Debenture Trustee and debenture holders shall be obtained in respect of listed debt securities issued on or after April 01, 2025:

Provided that in case of outstanding listed debt securities as on March 31, 2025, No-Objection Certificate from Debenture Trustee and debenture holders shall not be required for existing or prospective material related party transactions.

# IFSCA issued a circular on April 8, 2025, announcing the transition to the new IFSCA (Fund Management) Regulations, 2025 (“FM Regulations, 2025”), which replaced the IFSCA (Fund Management) Regulations, 2022 (“FM Regulations, 2022”)

## 1. Transition to the 2025 Framework

Schemes filed under the 2022 framework can shift to the 2025 regime if either of the following conditions is met:

- The scheme was taken on record by IFSCA between August 20, 2024, and February 19, 2025; or
- The scheme's PPM validity was extended and ends on or after February 19, 2025.

## 2. One-Time Extension for Expired PPMs

Fund Management Entities (FMEs) may re-file PPMs that expired before February 19, 2025, subject to the following conditions:

- **Re-filing Deadline:** Within 3 months of the circular date (i.e., by July 8, 2025);
- **Permissible Changes:** Only updates required to align with the 2025 Regulations are allowed. No material modifications to key attributes such as the scheme's name, investment objective, strategy, structure, or type are permitted.
- **Filing Fee:** 50% of the applicable filing fee for a new scheme under the 2025 Regulations.

Once accepted, the re-filed PPM will be granted a 6-month validity from the date of IFSCA's confirmation.

## 3. Fee Waiver for Certain Updates

No processing fee will be applicable where PPM amendments are required due to:

- Actions taken by the IFSCA, or
- Changes in the regulatory framework.

## 4. Minimum Corpus Requirement

- The minimum corpus for various schemes—including Venture Capital and Restricted Schemes has been reduced to USD 3 million (from USD 5 million under the 2022 Regulations) leads to easing entry and compliances for fund managers.

## 5. Validity of the Private Placement Memorandum (PPM)

- Under the FM Regulations, 2025, the validity period of the private placement memorandum (PPM) for Venture Capital Schemes and Restricted Schemes is 12 (twelve) months as against 6 (six) months specified under FM Regulations, 2022

These updates are effective immediately and aim to support fundraising in GIFT City.

## Our Role in the Adhunik Power Transaction – Debenture Trustee



We recently acted as the debenture trustee in a ₹1,250 crore refinancing deal involving Adhunik Power & Natural Resources (APNRL). The investment, subscribed was made through unlisted, secured non-convertible debentures with long tenor. These debentures were secured. The proceeds from the issuance are being used to repay existing financial obligations and cover transaction-related costs. As trustee, we supported the end-to-end execution across their Group companies ensuring smooth closure and compliance throughout the transaction.

# RBI (SECURITISATION OF STRESSED ASSETS) DIRECTIONS, 2025

The Reserve Bank of India (“RBI”) has issued new draft directions that provides the framework for securitisation of stressed assets (“Draft SSAF Directions”) to provide for a broader mechanism for regulated entities (“REs”) to undertake securitization of their stressed loan exposures, similar to the framework on securitisation of standard assets issued vide Master Directions bearing reference number RBI/DOR/2021-22/85 DOR.STR.REC.53/21.04.177/2021-22 dated September 24, 2021 (“RBI SSA Directions”). The current framework for securitisation of stressed assets is provided under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (“SARFAESI Act”), whereunder only Asset Reconstruction Companies (“ARCs”) are permitted to securitise stressed assets by acquiring stressed assets from lenders and issuing security receipts representing the undivided interest in such financial assets.

The Draft SSAF Directions provides that lenders may undertake ‘securitisation’ of ‘pool of stressed assets’. Definitions of ‘securitisation’ and ‘pool of stressed assets’ as provided under the provisions of the Draft SSAF Directions read as follows;

““securitisation” refers exclusively to securitisation of pool of stressed assets where the sum of the outstanding exposures in the underlying pool classified as non-performing assets (NPA) is equal to or higher than 90% of the total outstanding amount at the origination cut-off date and at any subsequent date on which assets are added to or removed from the underlying pool due to replenishment, restructuring, warranty/ representations, or any other relevant reasons”

## We launched our annual report – The Trustee Times



Earlier this month, we unveiled the first edition of The Trustee Times — Catalyst Trusteeship Limited’s annual report for FY 2024-25. Launched on April 11, 2025, in the presence of our Founder Mr. Dilip Dixit, Mentor Mr. R.K. Kulkarni, and MD Mr. Umesh Salvi, the report offers a curated summary of key achievements and developments over the past financial year.

While our monthly newsletters focus on timely updates and insights, The Trustee Times offers a broader perspective — capturing the year in review and setting the tone for what lies ahead.

The report is available [here](#) for those who wish to revisit the highlights.

# Highlights of the Month

## Security Trustee Deals

Sector	No. of Transaction	Facility Amount (Cr.)
Renewable	13	7429.22
NBFC	13	1780
Real Estate	2	198.5
Others	16	2334
<b>Grand Total</b>	<b>44</b>	<b>11741.72</b>

## Debenture Trustee Deals

Sector	No. of Transaction	Facility Amount (Cr.)
Housing Finance	1	250
Infrastructure	4	2310
NBFC	24	2102.62
Pharma	3	900
Others	22	2203.37
<b>Grand Total</b>	<b>54</b>	<b>7765.99</b>

## Other Deals

Sector	No. of Transaction	Facility Amount
AIF (Domestic)	3	3475 Cr
AIF (GIFT City AIF)	3	\$400 Million
ESOP/ EBT/ Private Trust	1	-

## Securitization Deals

Asset Class	No. of deals	Sum of Pool Size (Cr.)
Agriculture Loan	3	295.95
Car Loan	1	64
Commercial Vehicle Loan	5	2752.44
Consumer Durable Loan	1	58.48
Education Loan	1	12.07
Educational Institute Loan	1	53.66
Housing Loan	3	3002
Loan against Property	7	1312.57
Microfinance Loan	22	2198.28
Personal Loans	10	565.01
Secure Business Loan	1	111
Two Wheeler Loan	3	120.27
Unsecure Business Loan	2	410.63
<b>Grand Total</b>	<b>60</b>	<b>10955.86</b>