



# JSA Corporate InVision

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## SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

### Transfer and dematerialisation of physical shares

To simplify investment processes by securing the rights of investors in securities purchased by them, and protect investor rights by facilitating rightful access to their securities, SEBI, *vide* circulars dated January 30, 2026, has:

1. opened a 1 (one) year special window (from February 5, 2026 to February 4, 2027) for the transfer and dematerialisation of physical securities, allowing investors to transfer and dematerialise physical securities that were bought/sold before April 1, 2019 (but were not earlier transferred). Eligible securities will be credited only in demat form and will remain locked in for 1 (one) year from the date of registration of transfer. Conditions to be fulfilled by the investor/transferee, verification procedures and obligations on listed companies/Registrars to an Issue and Share Transfer Agents (“RTAs”)/depositories are also specified. Further, listed companies/RTAs must process the transfer requests within 70 (seventy) days from the date of receipt of the request from the transferee, with complete documentation. They must publicise the opening of this special window through various media platforms, including print and social media, once every 2 (two) months during the 1 (one) year period; and
2. removed the requirement of issuing a ‘Letter of Confirmation’ and allowed RTAs/listed companies to directly credit securities to the investor’s demat account after due diligence. This will simplify the process of crediting securities arising from investor service requests, reducing the processing time, and minimising the risk of loss or pilferage associated with physical documentation. The investor service request must be accompanied with a copy of the duly attested latest Client Master List (not more than 2 (two) months old) of the demat account. RTAs will initiate demat conversions through the depository system and complete processing within 30 (thirty) days.

These changes will come to effect from April 2, 2026.

### Sale of pledged securities: SEBI reiterates contract law safeguards

On February 5, 2026, SEBI issued a circular to the depositories reiterating certain procedural safeguards in respect of invocation of a pledge of securities and the subsequent sale of such securities.

For a detailed analysis, please refer to the [JSA Prism of March 9, 2026](#).

## Reporting of the value of units of Alternative Investment Funds to depositories

To facilitate system readiness of Alternative Investment Funds (“AIFs”), RTAs and depositories, SEBI, *vide* circular dated February 6, 2026, has outlined the requirements for reporting the value of units of AIFs to depositories. In this regard, the following has been specified:

1. AIFs, through their RTAs, must upload the latest available Net Asset Value (“NAV”) corresponding to each International Securities Identification Number (ISIN) of units of the AIF in the depository system before May 1, 2026, or within 30 (thirty) days from the date of valuation of the investment portfolio, whichever is later;
2. the manager of the AIF will be responsible for ensuring timely and accurate uploading of the NAV; and
3. the depositories must:
  - a) build necessary infrastructure for uploading of NAV by RTAs and for the reflection of the same in the depository system;
  - b) incorporate the disclaimer wherever AIF NAV is being displayed;
  - c) make necessary amendments to the relevant byelaws, rules and regulations for the implementation of the above provisions; and
  - d) bring the provisions of this circular to the notice of their members/participants and disseminate the same on their websites.

## Categorisation and rationalisation of mutual fund schemes

To reflect the evolving mutual fund investment landscape and emerging opportunities across multiple asset classes, SEBI, *vide* circular dated February 26, 2026, has substituted Clause 2.6 of Chapter 2 of the Master Circular for Mutual Funds dated June 27, 2024 (in supersession of the existing Clause 2.6), dealing with the categorisation of mutual fund schemes. It details the schemes categorised under each group along with their characteristics and uniform description. Some of the key provisions under the updated structure are as follows:

1. mutual fund schemes are broadly classified into Equity Schemes, Debt Schemes, Hybrid Schemes, Life Cycle Funds, and Other Schemes such as Fund of Funds (“FoFs”) and passive schemes like Exchange Traded Funds (“ETFs”) and index funds;
2. mutual funds are to disclose category wise portfolio overlap levels and such disclosures must be published on the websites of all asset management companies every 30 (thirty) days, with Annexure-A of the circular providing a detailed methodology for computing such portfolio overlap;
3. equity schemes include categories such as multi-cap, large cap, large and mid-cap, mid-cap, small-cap, flexi-cap, dividend yield, value/contra, focused funds, each with specified minimum allocations to equity or particular market capitalisation segments;
4. debt schemes are structured based on maturity profiles or portfolio duration, including overnight, liquid, ultra-short, short, medium, long-term, dynamic duration, corporate bond, credit risk, sectoral debt funds, with detailed asset allocation norms and specified duration requirements; and
5. uniform scheme naming aligned with the defined categories are mandated to ensure that schemes remain ‘true-to-label’, and require asset management companies to update scheme documentation, benchmarks, and strategies accordingly, within 6 (six) months.

## Revised norms for the appointment of an independent third-party reviewer/certifier for green debt security

SEBI, *vide* circular dated February 27, 2026, has revised the norms for the appointment of independent third-party reviewers/certifiers for green debt securities, to align the green bond framework with the broader Environmental, Social, and Governance (“ESG”) debt security standards introduced on June 5, 2025. The amendment requires issuers of green debt securities to appoint an independent third-party reviewer/certifier to confirm that the issuance complies with the definition under the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, including verification of project evaluation processes and eligible project categories. An issuer must appoint an independent third-party reviewer/certifier in compliance with the following conditions:

1. the reviewer must be independent of the issuer, its directors, senior management and key managerial personnel;
2. details of the appointed reviewer must be clearly disclosed in the offer document;
3. the reviewer must be remunerated in a way that prevents any conflicts of interest; and
4. the reviewer must have the expertise in assessing ESG debt securities.

## MINISTRY OF COMMERCE AND INDUSTRY (MoCI)

### Revision of eligibility criteria for the definition of recognised startups

Superseding the earlier notification dated February 19, 2019, MoCI, *vide* notification dated February 4, 2026, has revised the definition, recognition framework, and regulatory conditions applicable to startups in India, to expand the scope of eligible startups, providing special support for deep-technology innovation, and strengthening governance around the use of startup funds. Some of the key aspects are as follows:

1. the annual turnover limit for recognition as a startup has been increased to INR 200 crore (Indian Rupees two hundred crore) (earlier this was INR 100 crore (Indian Rupees one hundred crore)) for any of the financial years since incorporation;
2. the types of eligible entities will now include cooperative societies and multi-state cooperative societies, in addition to private limited companies, partnership firms, and limited liability partnerships. However, the entity must not have been created by splitting or reconstructing an existing business;
3. new sub-category for ‘Deep Tech Startups’ has been introduced. These are enterprises working on advanced scientific/engineering innovations with significant research and development activities, intellectual property creation, and longer development cycles. Further, such startups are granted extended recognition of up to 20 (twenty) years from incorporation and a higher turnover limit of INR 300 crore (Indian Rupees three hundred crore); and
4. to receive recognition from the Department for Promotion of Industry and Internal Trade, an entity must be structured as a private limited company, a limited liability partnership, a registered partnership firm, or a cooperative society. It must be less than 10 (ten) years old and must be focused on innovation, development, or the improvement of products, processes, or services.

## MINISTRY OF CORPORATE AFFAIRS (MCA)

### Scheme for companies to rectify compliance defaults

MCA has introduced the Companies Compliance Facilitation Scheme, 2026 (“Scheme”), a one-time, time-bound window (from April 15, 2026, to July 15, 2026), enabling companies to regularise pending statutory filings relating to

financial statements and annual returns at significantly reduced additional fees and with limited immunity from penalty proceedings. From a practical standpoint, the Scheme presents a valuable opportunity for companies and corporate groups to address legacy compliance gaps, streamline their regulatory position, and take strategic decisions on inactive entities, whether to revive operations, transition to a dormant status, or pursue voluntary closure, while mitigating financial exposure and enforcement risks.

For a detailed analysis, please refer to the [JSA Prism of February 27, 2026](#).

## RESERVE BANK OF INDIA (RBI)

### **Voluntary Retention Route – Imparting predictability and increasing the ease of doing business**

to increase predictability and the ease of doing business for FPIs, RBI, *vide* circular dated February 6, 2026, has made the following changes to the regulatory framework governing investments under the Voluntary Retention Route (“VRR”):

1. the investment limits under the VRR must be subsumed under the investment limit for FPI investments under the general route. Accordingly, all investments through the VRR in Central Government securities (including treasury bills), State Government securities and corporate debt securities will be reckoned under the investment limit for the respective securities under the general route; and
2. FPIs that have availed retention periods longer than the minimum retention period stipulated in the Master Direction - RBI (Non-resident Investment in Debt Instruments) Directions, 2025, will have the option of liquidating their portfolio, fully or partly, and exiting the VRR after the end of the minimum retention period.

The circular will come into force with effect from April 1, 2026.

### **Foreign Exchange Management (Export and Import of Currency) (Amendment) Regulations, 2026**

RBI, *vide* notification dated February 23, 2026, has inserted a ‘Currency Declaration Form’ to the Foreign Exchange Management (Export and Import of Currency) Regulations, 2015. This form is required in cases where the aggregate value of the foreign exchange brought in by the passenger in the form of currency notes, bank notes, or travellers’ cheques exceeds USD 10,000 (United States Dollars ten thousand) or its equivalent and/or the value of foreign currency notes exceeds USD 5,000 (United States Dollars five thousand) or its equivalent.

### **Key amendments to the external commercial borrowing regime under the 2026 borrowing and lending regulations**

RBI has issued the Foreign Exchange Management (Borrowing and Lending) (First Amendment) Regulations, 2026 (“**ECB Regulations**”) on February 16, 2026. It substantially revises the framework governing External Commercial Borrowings (“**ECBs**”) by substituting Schedule I and introducing a dedicated provision on end-use restrictions (Regulation 3A). The ECB Regulations represent a comprehensive restructuring of the ECB framework. While the policy direction continues to support access to offshore capital, RBI has introduced clearer guardrails on end-use, leverage, strategic transactions and reporting discipline.

For a detailed analysis, please refer to the [JSA Prism of February 19, 2026](#).

## **RBI's framework for acquisition financing by banks**

RBI has amended the Commercial Banks – Credit Facilities Directions, 2025 and the Commercial Banks – Concentration Risk Management Directions, 2025, to allow banks to fund acquisitions. The framework now sets out the manner in which acquisition finance can be provided by banks and how such lending should sit within prudential limits. RBI's amendments signal a structural shift by opening the doors to bank led acquisition finance. It imposes clear guardrails in the form of leverage caps, tight eligibility filters, robust security requirements, strict exposure limits and other prescribed conditions.

For a detailed analysis, please refer to the [JSA Prism of February 17, 2026](#).

## **JSA UPDATES**

### **Maharashtra Ownership Flats (Amendment and Validation) Act, 2025: Fixing the gap and streamlining real estate regulation in Maharashtra**

The Maharashtra Ownership Flats (Amendment and Validation) Act, 2025, enacted on December 31, 2025, represents a recalibration of Maharashtra's real estate regulatory framework by resolving overlap between the Maharashtra Ownership of Flats (Regulation of the Promotion of Construction, Sale, Management and Transfer) Act, 1963 ("MOFA") and the Real Estate (Regulation and Development) Act, 2016 ("RERA"). It provides certainty for stakeholders enabling homebuyers and housing societies to secure unilateral deemed conveyance in RERA registered projects, while providing developers with clearer compliance contours and eliminating criminal exposure under MOFA. Overall, the reform establishes a more predictable and balanced regulatory regime for the sector.

For a detailed analysis, please refer to the [JSA Prism of February 2, 2026](#).

### **Amendments to the 2021 intermediary rules: Synthetically generated content and shorter compliance timelines**

On February 10, 2026, the Ministry of Electronics and Information Technology notified amendments to the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021, introducing specific obligations for synthetically generated content and significantly shortening existing compliance timelines. For digital platforms and intermediaries, this means a practical and immediate impact, particularly for platforms enabling artificial intelligence-generated content. Such platforms must implement technical measures to prevent unlawful synthetic content from being shared, ensure permitted synthetic content is clearly labelled and traceable. They must also update user communications more frequently and respond to Government directions and user complaints as per the revised timelines.

For a detailed analysis, please refer to the [JSA Prism of February 12, 2026](#).

### **End of mandatory probate: Repeal of Section 213 of the Indian Succession Act, 1925**

With the enactment of the Repealing and Amending Act, 2025, Section 213 of the Indian Succession Act, 1925, is omitted, thereby abolishing the requirement of obtaining the probate or letter of administration, as a condition precedent to enforcing rights under a will. This amendment ends the colonial era framework that imposed community and geography based distinctions, particularly in the erstwhile presidency towns of Bombay (now Mumbai), Calcutta (now Kolkata) and Madras (now Chennai). The omission enables beneficiaries and institutions to act upon a duly executed will without compulsory court intervention, while retaining probate as an optional safeguard. The reform

simplifies estate administration, reduces costs and timelines, and brings greater uniformity to inheritance practices across India.

For a detailed analysis, please refer to the [JSA Prism of February 17, 2026](#).

## Corporate Practice

JSA's corporate practice is centered around transactional and legal advisory services including day-to-day business, regulatory issues, corporate and governance affairs. We have an expert team of attorneys who advise on legal issues concerning inbound and outbound investments, strategic alliances, collaborations and corporate restructurings. We advise clients through all stages of complex and marquee assignments including restructuring, mergers and acquisitions (including those in the public space) to private equity and joint ventures. Our vast clientele includes multinational corporations and large Indian businesses in private, public and joint sector. We work closely with in-house counsel teams, investment banks, consulting and accounting firms along with multilateral agencies and policy making institutions on development of policy and legal frameworks. We provide assistance and counsel to start-ups and venture backed companies by drawing upon our in-depth understanding of how companies are incorporated, financed and grown. With an in-depth understanding of the industry combined with years of expertise, our attorneys provide innovative and constructive solutions to clients in complex transactional engagements. We emphasise teamwork across our wide network of offices across India. This allows us to benefit from the various specialisations available for the ultimate benefit of our clients. We also provide assistance in dealing with diverse corporate governance and compliance issues including FCPA /Anti-Bribery/Anti-Corruption matters and investigations.

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19 Practices and  
40 Ranked Lawyers



8 Ranked Practices,  
22 Ranked Lawyers



15 Practices and  
20 Ranked Lawyers



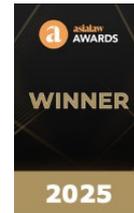
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24 Ranked Lawyers



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Ranked Among Top 5 Law Firms in  
India for ESG Practice



Asia M&A Ranking  
2025 – Tier 1

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