



PRESS RELEASE

New IFSCA (Listing) Regulations, 2024 come into effect

1. The IFSCA (Listing) Regulations, 2024 (“[New Listing Regulations](#)”) providing a unified regulatory framework for listing of securities and other permitted financial products have been notified today.
2. The Government of India notified the Direct Listing Scheme in January 2024 providing the legal framework for direct listing of equity shares of public Indian companies on the international exchanges in the IFSC.
3. IFSCA constituted a Standing Committee on Primary Markets (“SCOP”), chaired by Shri T. V. Mohandas Pai, in February 2024 to advise IFSCA on policy and regulatory matters for the development of a vibrant and robust primary market in GIFT IFSC. The Committee recommended that the IFSCA's regulatory framework for listing of companies should be aligned with other international financial centres such as Singapore, Hong Kong, USA and UK. Following extensive deliberations in the SCOP and public consultations, it was decided to replace the existing IFSCA (Issuance and Listing of Securities) Regulations, 2021 with the New Listing Regulations.
4. The Authority in its meeting held on June 27, 2024 approved the New Listing Regulations.

Salient features of the New Listing Regulations

5. The New Listing Regulations have been drafted to give an impetus to listing of equity instruments (primarily by unlisted Indian companies as well as foreign companies), bonds and other permitted financial products on the stock exchanges in the IFSC. These regulations are expected to provide a fillip to the IFSC as an investment and capital raising financial centre. This is expected to bring investors and companies together to contribute to the growth of the financial centre. Considering that international financial centres act as hubs for fund raising by companies around the world, the New Listing Regulations have been drafted to position the IFSC as an attractive destination for raising of capital, both through equity and bonds. While they are light touch in nature, they also ensure that investors are adequately protected.
6. The salient features of the New Listing Regulations are as under:

Particulars	Regulatory requirements
A. Listing of Specified Securities	

Eligibility criteria	<ul style="list-style-type: none"> i. Operating revenue of USD 20 million in the last financial year or averaged over last three financial years; or ii. Pre-tax profit of USD 1 million in the last financial year or averaged over the last three financial years; or iii. Post issue market capitalization of at least USD 25 million: or iv. Any other eligibility criteria specified by the Authority
Filing of offer document	Issuers will be required to file offer document with IFSCA for seeking observations (Exemption provided for issuers with proposed issue size of USD 50 million or less).
Disclosures in offer document	Disclosures in Offer document shall include: <ul style="list-style-type: none"> i. Offer Document Summary ii. Risk factors iii. Introduction providing a brief overview of the offer details iv. General Information v. Capital Structure vi. Particulars of the issue vii. Underwriting viii. Tax implication for the investors ix. About the Issuer x. Financial Statements xi. Material related party transactions xii. Legal and other information xiii. Details of major group companies xiv. Regulatory and other disclosures xv. Any other material disclosures
Accounting Standards	Financial statements shall be prepared in accordance with US GAAP, IFRS or Ind AS. In case of any other accounting standard, the financial statements shall be reconciled with IFRS.
Pricing	Fixed price or Book building mechanism. Indian company shall comply with requirements prescribed in the Direct Listing Scheme notified under FEM (NDI) Rules, 2019.
Minimum Public Offer and Shareholding	<i>Indian Company:</i> In accordance with the Securities Contracts (Regulation) Rules, 1957 <i>Foreign Company:</i> Minimum public offer as well as minimum public shareholding of 10 per cent. of the post issue capital.
Underwriting	Disclosures regarding underwriting arrangements shall be made in the offer document.
Monitoring Agency	Optional (issuer may choose to appoint a CRA registered with the Authority or registered with any other regulator as a monitoring agency).
Lock-up	Pre-issue shareholding of promoters and controlling shareholders shall be locked up for a period of 180 days.
B. Listing of Debt Securities	
Filing of Documents	Issuer shall file listing application along with the offer document / information memorandum with the recognised stock exchange
Disclosures in the offer document	Issuer Disclosures Issue related disclosures (Regulation 70)
Credit Rating	Credit rating mandatory

	Further, w.e.f. April 01, 2025, issuer shall be required to obtain a credit rating from at least one CRA registered with IFSCA and may obtain any additional credit rating(s) from a globally recognised CRA.
ESG Labelled Debt Securities	Additional requirements for listing of “Green”, “Social”, “Sustainability” and “Sustainability linked” debt securities specified in the regulations. The requirements are based on global best practices including ICMA and Climate Bonds Standards.
C. Continuous Obligations and Disclosure Requirements	
Equity Listing	<ul style="list-style-type: none"> i. Material or Price Sensitive Information: Immediately ii. Amendment to Constitution Documents: Immediately iii. Intimation about Board Meetings: at least two working days in advance iv. Proceedings of the AGM and EGM: Immediately v. Change in Director, KMP, Auditor & Compliance Officer: Immediately vi. Adverse opinion by the Auditor: Immediately vii. Disclosure of encumbrances by promoters and controlling shareholders: within 2 working days viii. Shareholding Pattern on quarterly basis: within 15 working days ix. Financial Statements: Quarterly within 45 days; Annual within 3 months x. Annual Report: Immediately after finalisation xi. Statement of Deviation of use of proceeds on quarterly basis: within 45 days xii. Sustainability Report: Within six months from the end of Financial Year xiii. Notice of record date for corporate actions (3 working days in advance) xiv. Whistleblower Mechanism
Debt Issuer	<ul style="list-style-type: none"> i. Material or Price Sensitive Information: Immediately ii. Financial Statements: within 3 months iii. Annual Report: within 6 months iv. Revision in Credit Rating: Immediately

7. The objective of the New Listing Regulations is to enable Indian and foreign issuers to access capital through issue and listing of securities on the stock exchanges in the IFSC. The regulations are expected to promote ease of doing business for the issuers to access capital market through listing of securities on the stock exchanges in the IFSC with greater flexibility and efficiency.
8. The regulatory objective is to ensure that capital raising by the issuers in the IFSC is in a fair, orderly, efficient and transparent manner. The regulations aim to protect the interests of investors by ensuring that there is full disclosure of material information that are required for decision making by the investors.
9. A robust and vibrant primary market is essential for the overall development of the capital market ecosystem. The regulations are expected to herald a new era in primary listing, particularly for Indian companies as well as provide the much-needed fillip to the primary market in the IFSC, across various financial instruments.

August 30, 2024
Gandhinagar