

CIRCULAR

SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93

June 26, 2025

To,

All listed entities

All the recognized Stock Exchanges

The Associated Chambers of Commerce and Industry of India (ASSOCHAM)

Federation of Indian Chambers of Commerce and Industry (FICCI)

Confederation of Indian Industry (CII)

Dear Sir/Madam,

Sub: Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions”

1. Regulation 23(2), (3) and (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**LODR Regulations**”) require related party transactions (“**RPTs**”) to be approved by the audit committee and by the shareholders, if material. Part A and Part B of Section III-B of SEBI Master Circular dated November 11, 2024¹ (“**Master Circular**”) specify the information to be placed before the audit committee and shareholders, respectively, for consideration of RPTs.
2. Accordingly, Industry Standards Forum (“**ISF**”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, in consultation with SEBI, formulated the Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction” (“**Industry Standards**”).
3. SEBI vide Circular dated February 14, 2025 ([link](#)) (“**the Circular**”) required listed entities to follow aforesaid Industry Standards with effect from April 01, 2025.
4. The objective of these Industry Standards is to provide a standard format for minimum information to be provided to the Audit Committee and Shareholders (as applicable) for approval of RPTs.

¹ Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities.

5. Pursuant to feedback and requests received from various stakeholders, SEBI vide Circular dated March 21, 2025 ([link](#)) extended the timeline for applicability of the Industry Standards to July 01, 2025 and referred the feedback received for simplification of the Industry Standards to ISF for consideration and review of existing Industry Standards.
6. ISF considered the feedback, and in consultation with the SEBI, came out with the revised Industry Standards on “Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (**“RPT Industry Standards”**)”.
7. Accordingly, Section III-B of the Master Circular shall stand modified as under from the effective date of this circular:
 - 7.1. Paragraph 4 under Part A of Section III-B shall stand substituted by the following paragraph:

“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.”
 - 7.2. Paragraph 6 under Part B of Section III-B shall stand substituted by the following paragraph:

“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.”
8. The listed entities, from the effective date of this Circular, shall follow the aforesaid RPT Industry Standards to ensure compliance with Part A and Part B of Section III-B of the Master Circular read with Regulation 23(2), (3) and (4) of LODR Regulations.
9. The industry associations which are part of ISF ([ASSOCHAM](#), [FICCI](#), and [CII](#)) and the stock exchanges shall:
 - 9.1. Publish the RPT Industry Standards on their respective websites.
 - 9.2. Prepare FAQs on RPT Industry Standards in consultation with the SEBI. The FAQs shall take into consideration the queries/clarifications etc. received from the stakeholders.
 - 9.3. Place aforesaid FAQs on their respective websites.

10. This circular shall come into effect from **September 01, 2025**.
11. The instant Circular supersedes the Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/18 dated February 14, 2025 and Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/37 dated March 21, 2025.
12. The Stock Exchanges are advised to bring the contents of this Circular to the notice of their listed entities.
13. This Circular is issued in exercise of the powers conferred under Section 11(1) and 11A of the Securities and Exchange Board of India Act, 1992 read with regulation 101 of LODR Regulations.
14. This Circular is available on SEBI website at www.sebi.gov.in under the category: 'Legal → Circulars'.

Yours faithfully,

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