

CIRCULAR

SEBI/HO/AFD/AFD-POD-1/P/CIR/2024/135

October 08, 2024

To,

**All Alternative Investment Funds (AIFs)
All Custodians**

Sir/Madam,

Sub: Specific due diligence of investors and investments of AIFs

1. In terms of Regulation 20(20) of SEBI (Alternative Investment Funds) Regulations, 2012 ('AIF Regulations'), inserted [vide notification dated April 25, 2024](#), every AIF, Manager of the AIF and Key Management Personnel of the Manager and the AIF shall exercise specific due diligence, with respect to investors and investments of the AIF, to prevent facilitation of circumvention of such laws, as may be specified by SEBI from time to time.
2. In this regard, the specific due diligence to be carried out by AIFs, managers of AIFs and their Key Management Personnel, with respect to investors and investments of the AIF, to prevent facilitation of circumvention of the following regulatory frameworks, are being specified in this circular -
 - I. Provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations'), and other regulations of SEBI wherein benefits or relaxations have been provided to entities designated as Qualified Institutional Buyers (QIBs).
 - II. Provisions of the 'Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002' (SARFAESI Act) wherein benefits are provided to entities designated as Qualified Buyers (QBs).
 - III. Prudential norms specified by Reserve Bank of India (RBI) for regulated lenders with respect to Income Recognition, Asset Classification, Provisioning and restructuring of stressed assets.
 - IV. Rule 6 of Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (NDI Rules) for investment from countries sharing land border with India (read with Press Note 3 dated April 17, 2020 of FDI Policy 2020).
3. **Investors availing benefits designated for QIBs through AIFs:**
 - 3.1. AIFs have been designated as QIBs in terms of Regulation 2(1)(ss) of ICDR Regulations. There are certain benefits available to QIBs under ICDR Regulations and other SEBI Regulations.



3.2. In order to prevent AIFs from facilitating investors who are otherwise ineligible for QIB status on their own, in availing benefits designated for QIBs, the following is specified –

3.2.1. For every scheme of AIFs having an investor, or investors belonging to the same group, who contribute(s) 50 percent or more to the corpus of the scheme, necessary due diligence as per the implementation standards formulated by Standard Setting Forum for AIFs ('SFA'), shall be carried out prior to availing benefits available to QIBs under ICDR Regulations and other SEBI Regulations.

4. **Investors availing benefits designated for Qualified Buyers (QBs) through AIFs:**

4.1. AIFs have been notified as QBs in terms of clause (u) of sub-section (1) of section 2 of SARFAESI Act, and therefore, are eligible to subscribe to Security Receipts (SRs) issued by an Asset Reconstruction Company (ARC).

4.2. In order to prevent AIFs from facilitating investors who are otherwise ineligible for QB status on their own, in availing benefits designated for QBs the following is specified:

4.2.1. For every scheme of AIFs having an investor, or investors belonging to the same group, who contribute(s) 50 percent or more to the corpus of the scheme, necessary due diligence as per the implementation standards formulated by SFA, shall be carried out prior to making any investments in SRs issued by ARCs or availing benefits designated for QBs under the SARFAESI Act.

5. **RBI regulated lenders/entities ever-greening their stressed loans/assets through AIFs:**

5.1. To address the issue of ever-greening of stressed loans/assets of RBI regulated lenders/entities through AIFs and to prevent circumvention of norms with respect to Income Recognition, Asset Classification, Provisioning and Restructuring of stressed loans/assets specified by RBI for its regulated lenders, the following is specified –

5.1.1. For every scheme of an AIF:

(a) whose manager or sponsor is an entity regulated by RBI; or,

(b) that has investor(s) regulated by RBI who:

(i) individually or along with investors of the same group contribute(s) 25 percent or more to the corpus of the scheme; or,

(ii) is an associate of the manager/sponsor of the AIF; or,

(iii) by itself, or through its representative(s)/nominee(s), has majority or veto power in voting over decisions of the

investment committee set up by the manager to approve investment decisions of the scheme;

necessary due diligence as per the implementation standards formulated by SFA, shall be carried out. If an investor of the scheme is an AIF, or a fund set up outside India or in International Financial Services Centres in India, then the criteria check for investor(s) regulated by RBI shall be carried out on a look through basis.

5.1.2. For schemes falling under the ambit of provision at para 5.1.1 above, the manager shall ensure that the scheme does not make any investment that would lead to the RBI regulated lender/entity acquiring or holding an interest/exposure in the investee company indirectly (that is, through investment in a scheme of an AIF), that they are not permitted to acquire or hold directly.

6. Schemes of AIFs falling under the ambit of provisions at paras 3.2.1, 4.2.1 and 5.1.1 above, shall proceed with the proposed investment in accordance with the respective implementation standards as formulated by SFA. If the proposed investment does not satisfy the due diligence checks specified by SFA for making investment:

6.1. either such investor or investors of same group as referred at paras 3.2.1, 4.2.1 and 5.1.1 above shall be excluded from the investment, subject to necessary disclosure in the PPM for exclusion of investors; or,

6.2. the investment shall not be made.

7. For schemes of AIFs falling under the ambit of provisions at paras 3.2.1, 4.2.1 and 5.1.1. above, due-diligence checks prescribed as per the implementation standards formulated by SFA shall also be carried out for existing investments held by the schemes as on date of this circular. Upon carrying out the due-diligence checks for existing investments -

7.1. If any of the existing investments of such schemes does not satisfy the due diligence checks for making investment, details of such investments shall be reported to the custodian of the AIF on or before April 07, 2025, in the format as specified at [Annexure I](#).

7.2. If all the existing investments of such schemes satisfy the respective due diligence checks for making investment, then manager of the AIF shall submit an undertaking to this effect to the custodian, on or before April 07, 2025.

8. **Investment from countries sharing land border with India through AIFs:**

8.1. In terms of Rule 6(a) of NDI Rules, a person resident outside India may subscribe, purchase or sell equity instruments of an Indian company in the manner and subject to the terms and conditions specified in Schedule I of NDI

rules, provided that an entity of a country, which shares land border with India or the beneficial owner of an investment into India who is situated in or is a citizen of any such country, shall invest only with the approval of the Government.

8.2. To ascertain whether investors from countries sharing land border with India are investing in Indian companies through AIFs, the following is specified -

8.2.1. For every scheme of AIFs where 50 percent or more of the corpus of the scheme is contributed by investors –

- (a) who are citizens of/are from/are situated in a country which shares land border with India, or,
- (b) whose beneficial owners, as determined in terms of sub-rule (3) of Rule 9 of the Prevention of Money-laundering (Maintenance of Records) Rules, 2005, are citizens of/are from/are situated in a country which shares land border with India,

necessary due diligence as per the implementation standards formulated by SFA, shall be carried out prior to making any investment.

8.2.2. Upon carrying out the necessary due diligence, such scheme shall report details of its investment, which would result in the scheme holding 10 percent or more of equity/equity-linked securities issued by an investee company (on a fully-diluted basis), to its custodian within 30 days of investment, in the format as may be specified by SFA. Custodians shall compile such information received from AIFs on a monthly basis and report to SEBI within 10 working days from the end of the month.

8.2.3. For schemes of AIFs falling under the ambit of provisions at para 8.2.1. above, details of their existing investments where the scheme holds 10 percent or more of equity/equity-linked securities issued by an investee company (on a fully-diluted basis), shall also be reported to their custodians on or before April 07, 2025, in the format as may be specified by SFA.

9. Custodians shall compile the information reported by AIFs, as referred at paras 7.1, 7.2 and 8.2.3. above, and furnish the same to SEBI on or before May 07, 2025.

10. For the purpose of the provisions of this circular, 'same group' shall mean 'related parties' and 'relatives' as defined in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

11. The implementation standards as mentioned in this circular, formulated by SFA in consultation with SEBI, shall be adopted by AIFs, Managers of AIFs and their Key Management Personnel for compliance with the provisions of this circular. Such



implementation standards shall be published on websites of the industry associations which are part of the SFA, i.e., Indian Venture and Alternate Capital Association (IVCA), PE VC CFO Association and Trustee Association of India, within 1 working day of issuance of this circular.

12. The trustee/sponsor of AIF, as the case may be, shall ensure that the 'Compliance Test Report' prepared by the manager in terms of Chapter 15 of Master Circular for AIFs, includes compliance with the provisions of this circular.
13. This circular shall come into force with immediate effect.
14. This circular is issued with the approval of the competent authority.
15. This circular is issued in exercise of powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992, read with Regulations 20(20) and 36 of AIF Regulations, to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.
16. The circular is available on SEBI website at www.sebi.gov.in under the categories "Legal framework - Circulars" and "Info for - Alternative Investment Funds".

Yours faithfully,

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Annexure I

Format for reporting existing investments to custodian in terms of para 7.1 of this circular

S. No.	Particulars	Information submitted by the AIF
(i)	Name of AIF	
(ii)	Registration no. of AIF	
(iii)	Name of scheme	
(iv)	Corpus of the scheme (in INR Crore)	
(v)	No. of existing investments held by the scheme	
(vi)	No. of existing investments held by the scheme which do not satisfy the due-diligence checks for making investment as per the implementation standards formulated by Standard Setting Forum for AIFs	
(vii)	Para no. of this circular under which the specified due-diligence check was not met by the scheme for a particular investment	Para 3 - Investors availing benefits designated for QIBs through AIFs Para 4 - Investors availing benefits designated for Qualified Buyers (QBs) through AIFs Para 5 - RBI regulated lenders/entities ever-greening their stressed loans/assets through AIFs
(viii)	Name of the investee company	
(ix)	Date of investment	
(x)	Total amount of investment (INR Cr.)	
(xi)	Details of investor/investors of same group as referred in para 3.2.1, 4.2.1 and 5.1.1 of the circular (as the case may be) -	
	<i>Name of investor</i>	<i>Commitment to the scheme (in INR)</i>

(Note – Information as stated at row (vii) to (xi) is to be provided separately for each investment of the scheme which has not satisfied the specific due-diligence checks for making investment as per the implementation standards)