

Regulations/circular provisions pertaining to filing of PPM under AIF Regulations and proposed changes:

Sr. No.	Extant Provisions in AIF Regulations/ Circulars	Proposed provisions (additions in bold and deletions in strikethrough)
1.	<p><u>Regulation 12(1), (2) & (3) of AIF Regulations:</u></p> <p><i>12. (1) The Alternative Investment Fund may launch schemes subject to filing of placement memorandum with the Board.</i></p> <p><i>(2) Such placement memorandum shall be filed with the Board through a merchant banker atleast <u>thirty days</u> prior to launch of scheme along with the fees as specified in the Second Schedule:</i></p> <p><i>Provided that payment of scheme fees shall not apply in case of launch of first scheme by the Alternative Investment Fund.</i></p> <p><i>(3) The Board may communicate its comments, if any, to the merchant banker prior to launch of the scheme and the merchant banker shall ensure that the comments are incorporated in the placement memorandum prior to launch of the scheme.</i></p> <p><i>Provided that the requirements under sub-regulation (2) and (3) shall not apply to large value fund for accredited investors.</i></p>	<p><u>Regulation 12(1), (2) & (3) of AIF Regulations:</u></p> <p><i>12. 1) The Alternative Investment Fund may launch schemes subject to filing of placement memorandum with the Board.</i></p> <p><i>2) Such placement memorandum shall be filed with the Board through a merchant banker atleast ten working days prior to launch of scheme along with the fees as specified in the Second Schedule:</i></p> <p><i>Provided that payment of scheme fees shall not apply in case of launch of first scheme by the Alternative Investment Fund.</i></p> <p><i>3) Comments, if any, provided by the Board, at any stage, shall be complied with by Merchant Banker or Manager of Alternative Investment Fund.</i></p> <p><i>Provided further that the requirements under sub-regulations (2) and (3) shall not apply to Accredited Investors only fund.</i></p> <p>[<u>Note:</u> ‘Accredited Investors only fund’ includes large value fund for accredited investors as per its definition provided in Regulation 2(1)(ac) of SEBI (AIF) Regulations, 2012]</p>

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2.	<p>Regulation 19D (3), (4) & (5) of AIF Regulations:</p> <p><i>(3) Angel fund shall raise funds through private placement by issue of information memorandum or placement memorandum, by whatever name called.</i></p> <p><i>Provided that the provisions of the Companies Act, 2013 shall apply to the Angel Fund, if it is formed as a company.</i></p> <p><i>(4) Such placement memorandum shall be filed with the Board in the specified format through a merchant banker while filing the application for registration as an angel fund.</i></p> <p><i>(5) The Board may communicate its comments, if any, to the merchant banker and the merchant banker shall ensure that the comments are incorporated in the placement memorandum prior to its circulation to angel investors by the angel fund for soliciting funds.</i></p>	<p>Regulation 19D (3), (4) & (5) of AIF Regulations:</p> <p><i>(3) Angel fund shall raise funds through private placement by issue of information memorandum or placement memorandum, by whatever name called.</i></p> <p><i>Provided that the provisions of the Companies Act, 2013 shall apply to the Angel Fund, if it is formed as a company. [No change]</i></p> <p><i>(4) Such placement memorandum shall be filed with the Board in the specified format through a merchant banker while filing the application for registration as an angel fund.</i></p> <p><i>(5) The Board may communicate its comments, if any, to the merchant banker and the merchant banker shall ensure that the comments are incorporated in the placement memorandum prior to its circulation to angel investors by the angel fund for soliciting funds.</i> [Deletion]</p>
3.	<p>Provisions of SEBI circular dated April 30, 2026:</p> <p>4.1 Launch of scheme/ circulation of PPMs for non-LVF schemes:</p>	<p>Proposed amendment in provisions of SEBI circular dated April 30, 2026:</p> <p>4.1 Launch of scheme/ circulation of PPMs for non-LVF and non-AI only schemes:</p>

Sr. No.	Extant Provisions in AIF Regulations/ Circulars	Proposed provisions (additions in bold and deletions in strikethrough)
	<p>4.1.1 AIFs can proceed with launch of their new schemes and circulate the PPM to their investors for soliciting funds after 30 days of filing of application with SEBI, unless otherwise advised.</p> <p>4.1.2 However, in case of first scheme of AIFs, it is clarified that AIFs can proceed with launch of such schemes from the date of grant of SEBI registration (or) after 30 days of filing of application with SEBI, whichever is later.</p> <p>4.1.3 Comments, if any, provided by SEBI during this period of 30 days shall be complied with by Merchant Banker/ AIF prior to launch of the scheme/ circulation of PPM.</p> <p>4.2 Timeline for First close: Further, the first close of the scheme shall be declared not later than 12 months from the date on which the AIF becomes eligible to launch its scheme as stated at para 4.1.1 & 4.1.2 above.</p>	<p>4.1.1 AIFs can proceed with launch of their new schemes and circulate the PPM to their investors for soliciting funds after 10 working days of filing of application with SEBI, unless otherwise advised.</p> <p>4.1.2 However, in case of first scheme of AIFs, it is clarified that AIFs can proceed with launch of such schemes from the date of grant of SEBI registration (or) after 10 working days of filing of application with SEBI, whichever is later.</p> <p>4.1.3 Comments, if any, provided by SEBI during this period of 30 days shall be complied with by Merchant Banker/ AIF prior to launch of the scheme/ circulation of PPM. [Deletion, as similar provisions are proposed to be incorporated in SEBI (AIF) Regulations, 2012 stated - Sr. No. 1 above refers]</p> <p>4.2 Timeline for First close: Further, the first close of the scheme shall be declared not later than 12 months from the date on which the AIF becomes eligible to launch its scheme as stated at para 4.1.1 & 4.1.2 above. [No change]</p>
4.	<p>Provisions applicable to all AI only schemes and Angel Fund:</p> <p>At present, Merchant Banker Due Diligence certificate is required for AI only schemes and Angel Fund while filing PPM with SEBI.</p>	<p>Proposed provisions to be applicable to all AI only schemes and Angel Fund:</p> <p>While filing the placement memorandum for AI only schemes and Angel Fund with SEBI, a duly signed and stamped undertaking by Chief Executive Officer of the Manager of the AIF (or person holding equivalent role or position depending on the legal structure of Manager) and Compliance Officer of Manager of the AIF shall be submitted in the specified format.</p>