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# Debenture Issuance

Debenture Issuance Law Firm in India for SEBI Compliance and Structuring

PRACTICE PROFILE • MAY 2026

## Overview

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Our firm offers comprehensive legal advisory and support throughout the debenture issuance process, helping clients structure and execute debenture transactions in compliance with regulatory, tax, and commercial requirements. We provide end-to-end services, ensuring that every step of the issuance process aligns with the latest legal and regulatory guidelines.

## Our Services

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### Expertise in Structuring Debenture Issuances

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We assist in the structuring of debenture issuances tailored to meet the specific needs of our clients while ensuring compliance with applicable regulatory frameworks, tax laws, and commercial objectives. Our services include:

- Advising on the structure and terms of debenture issuance, taking into account tax implications, SEBI regulations, and RBI guidelines
- Providing strategic legal counsel to ensure efficient structuring for corporate issuers and investors
- Ensuring that debenture terms comply with all legal and financial considerations to optimize the issuance process

### Regulatory Compliance & Filings

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We support clients with regulatory compliance for debenture issuance, ensuring compliance with relevant bodies such as SEBI (Securities and Exchange Board of India) and RBI (Reserve Bank of India). Our services include:

- Assisting with filing requirements with the Registrar of Companies (RoC) and SEBI
- Providing guidance on regulatory filings such as prospectuses, offering circulars, and other related documents
- Advising on the necessary approvals and clearances required for successful debenture issuance

### Documentation & Transaction Assistance

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We have extensive experience in drafting and reviewing the necessary documents for debenture issuance, including but not limited to:

- Debenture trust deeds, subscription agreements, and offering documents
- Assisting in the preparation of transaction-specific documents and agreements, ensuring they are tailored to meet client needs and regulatory requirements
- Providing ongoing legal assistance throughout the debenture issuance process to ensure smooth execution and compliance

## Key Professionals

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**Shiju P V**

Managing Partner



**Shrishail Kittad**

Senior Partner



**Nim Dem Dorjee**

Associate Partner



**Rahul Sundaram**

Partner



**Shweta Tiwari**

Associate Partner

## Frequently Asked Questions

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**Q1** **What does a debenture issuance lawyer do in India?**

A debenture issuance lawyer advises on structuring, documenting, and executing debt securities offerings. This includes drafting trust deeds, subscription agreements, and offering documents, while ensuring compliance with SEBI regulations, RBI guidelines, and the Companies Act 2013.

**Q2** **When should a company engage legal counsel for a debenture issuance?**

Ideally, counsel should be engaged at the planning stage, before board resolutions are passed. Early involvement helps optimise the instrument structure for tax efficiency, ensures regulatory timelines are met, and avoids costly rework of term sheets or disclosure documents later in the process.

**Q3** **Which regulators and statutes govern debenture issuances in India?**

Debenture issuances are primarily governed by the Companies Act 2013, SEBI (Issue and Listing of Non-Convertible Securities) Regulations 2021, and RBI directions for NBFCs. Filings with the Registrar of Companies under MCA and credit rating requirements under SEBI norms also apply.

**Q4** **What is the typical timeline and what drives costs in a debenture issuance?**

A straightforward private placement may take four to six weeks from board approval to allotment. Key cost drivers include credit rating agency fees, debenture trustee remuneration, RoC filing charges, listing fees if applicable, and legal costs for due diligence and documentation.

**Q5** **What documents are needed to start the debenture issuance process?**

Issuers typically need board and shareholder resolutions, audited financials, a credit rating letter, a draft private placement offer letter or prospectus, KYC details of the issuer and promoters, and details of any existing charges or borrowings registered with the RoC.

**Q6** **What common mistakes do issuers make during a debenture issuance?**

Frequent pitfalls include missing the 30 day RoC filing deadline for charge creation, inadequate disclosure in the offer document, failing to appoint a SEBI registered debenture trustee before allotment, and not factoring in TDS obligations under the Income Tax Act on interest payments.