



# Navigating the regulatory framework for Primary Market Listings

International Financial Services Centres Authority  
Ministry of Finance, Government of India  
GIFT City, Gujarat, India  
[www.ifsc.gov.in](http://www.ifsc.gov.in)



# Global Best Practices

# China - Hong Kong

## A Shares (China)

- ✓ 364 companies (347 main board) H Share Companies listed on HK Exchange with market cap of approx. USD 900 billion

## H Shares (Hong Kong)

## Non-H Share Mainland Enterprises

- ✓ 1,058 companies non-H Mainland Enterprises listed on HK Exchange with market cap of approx. USD 2.75 trillion

## Total (Mainland Enterprises)

- ✓ **Market Cap of approx. USD 3.65 trillion**
- ✓ **Approx. 80% of total market capitalisation**

*Source: Website of Hong Kong Exchange*

## Global Best Practices (China - HK Connect)

**HK - Shanghai Connect**

**HK - Shenzhen Connect**

- ✓ Northbound Connect
- ✓ Southbound Connect



## Largest Market for Cross-Border Listing

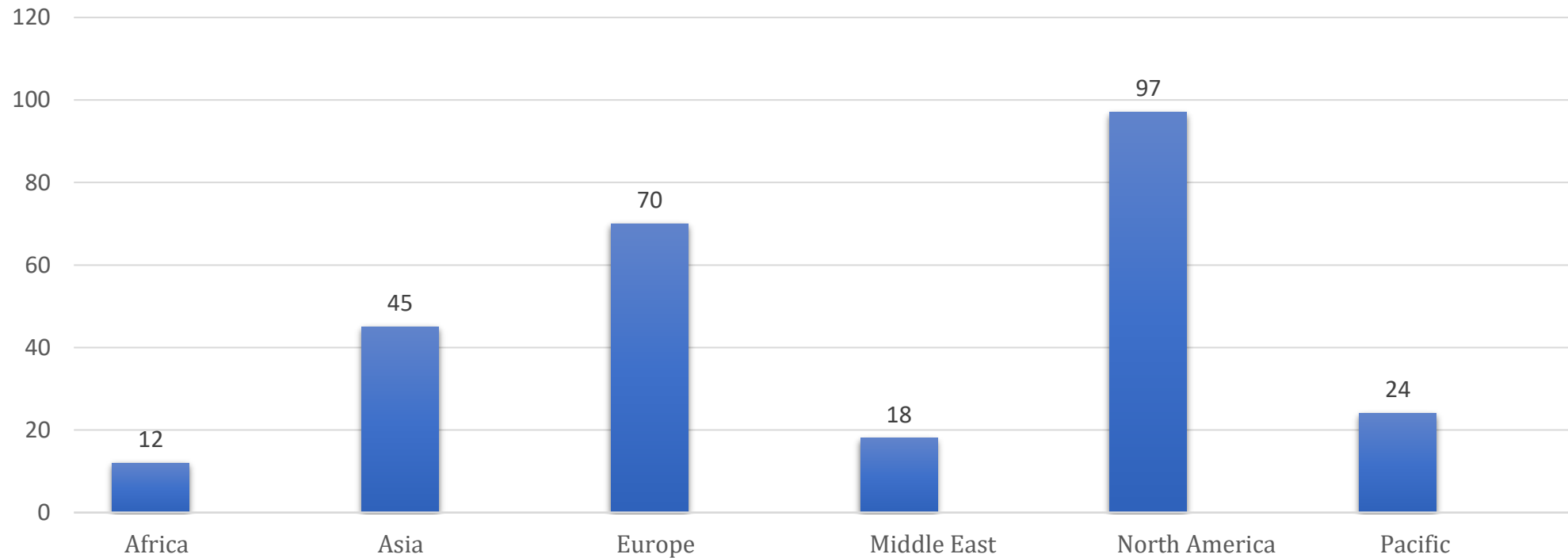
- Over 530 international companies listed on NYSE (source: website of NYSE)
  - ✓ **Canada** - USD 1.8 trillion
  - ✓ Latin America, Bermuda & The Caribbean – USD 934 billion
  - ✓ EMEA – USD 4.6 trillion
  - ✓ Asia/Pacific – USD 2.5 trillion

### Global Best Practices

**Depository Connect between USA (DTC) and Canada (CDS)**

# UK - London Stock Exchange

Total 266 international issuers listed on London Stock Exchange as on Dec 31, 2024 (Equity / DR)



Source: Website of London Stock Exchange

# Global Trends - IPOs (2024)

- **Globally, IPOs on declining trend (last two years)**
- **INDIA - Bright Spot in 2024**
  - ✓ **Approx. USD 20 billion IPO Proceeds (second highest in the world)**  
**(More than 3 times of 2023)**
  - ✓ **Second largest IPO of 2024**



# GIFT IFSC - Listing of Securities

▲ 5.41



# Capital Markets

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Listing of Bonds

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Access to Global Markets

## Two Operational International Exchanges



## Two Clearing Corporations



## One International Depository



India International Depository IFSC Limited



# Listing of Bonds - Regulatory Framework

Globally Benchmarked Regulations

Ease of Doing Business

Competitive cost

Primary & Secondary Listing  
permitted

Credit Rating Mandatory

Depositories (ICSDs permitted)

# ESG Labelled bonds

## Framework for ESG Labelled Bonds



**Green Bonds**



**Social Bonds**



**Sustainable Bonds**



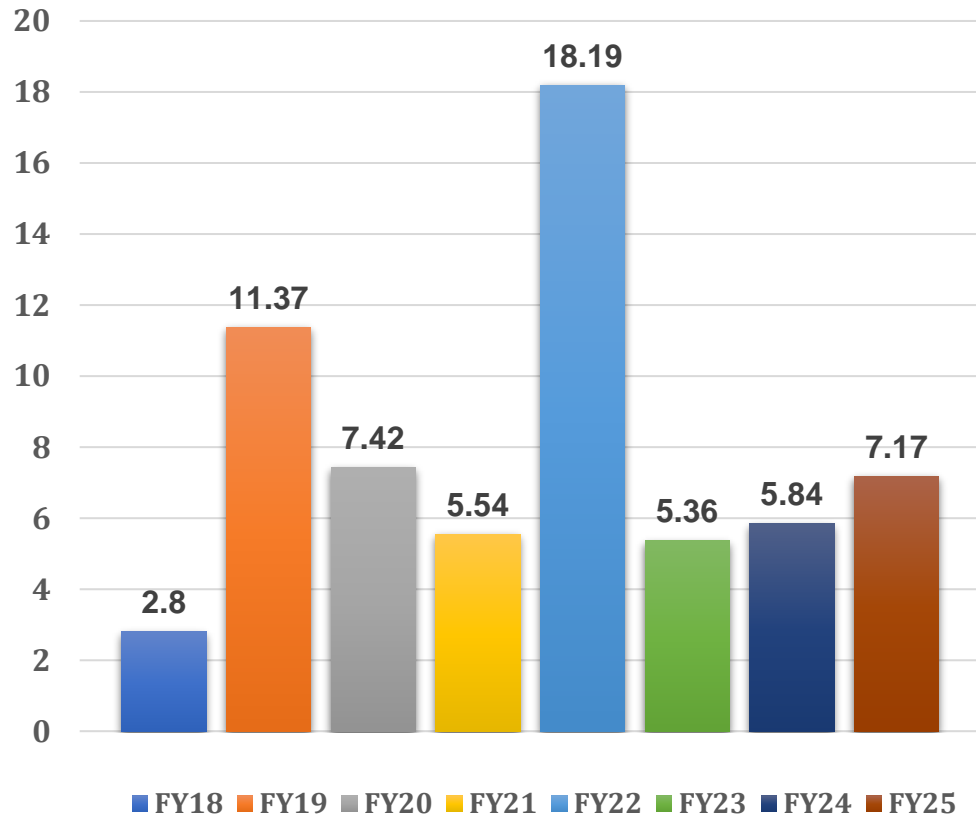
**Sustainability-linked Bonds**

## Recognised Framework

- ✓ ICMA
- ✓ Climate Bonds Standards
- ✓ European Union
- ✓ ASEAN

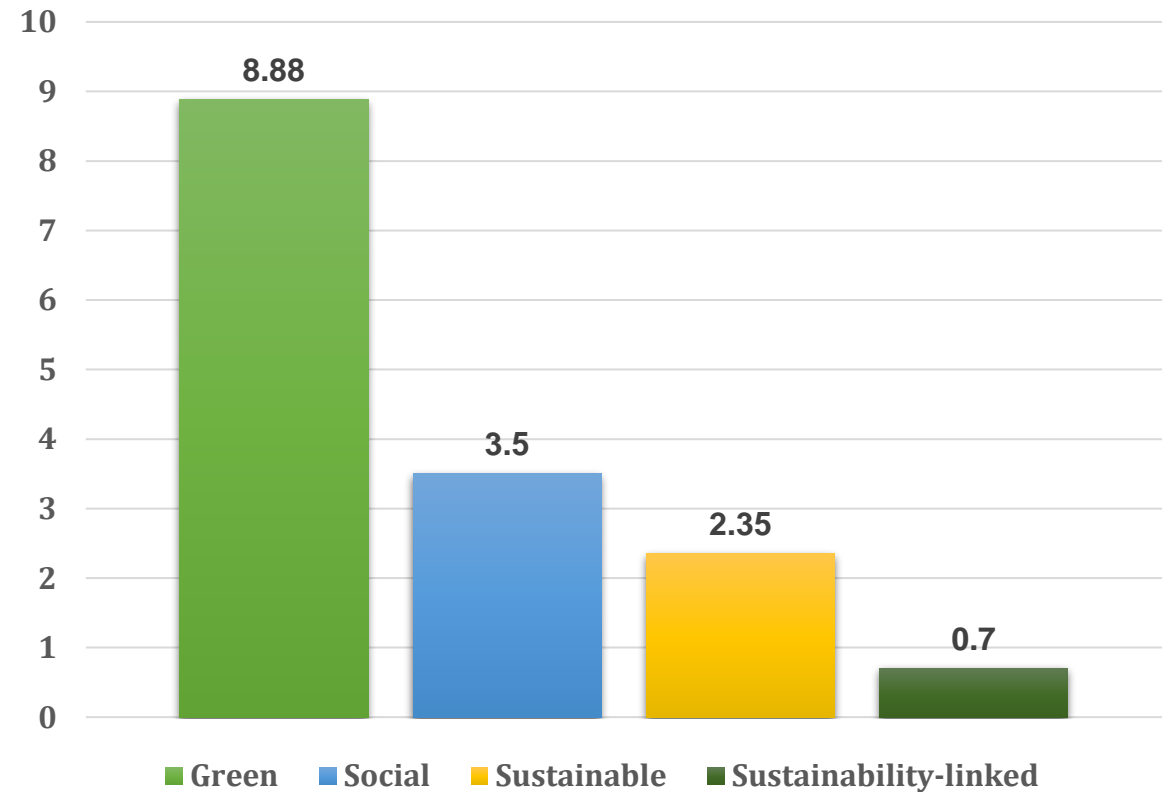
# Debt Listings at IFSC

## Total Debt Listing in USD Bn



**\$ 63.68 Bn**  
**Total Debt Listings**

## ESG Labelled Debt Listing in USD Bn



**\$ 15.43 Bn**  
**ESG-labelled Debt**

# Listing of Debt Securities





*“The Government has taken a decision to enable direct listing of listed/unlisted companies on IFSC exchanges, which will be operationalised shortly enabling start-ups and companies of like nature to access global market through **GIFT IFSC**. This will also facilitate access to global capital and result in better valuation for Indian companies.”*

*July 28, 2023*

**Direct Listing Scheme  
FEM (NDI) Amendment Rules, 2024**

**Companies (Listing of Equity shares in  
Permissible Jurisdictions) Rules, 2024**

# IFSCA Listing Regulations

IOSCO Principles

Ease of Doing Business

Global Best Practices

Indian & Foreign Issuers

## Eligibility Criteria

- **Revenue Test:** USD 20 million in last financial year or averaged over last three financial years (or)
- **Profit Test:** Pre-tax profit of USD 1 million in last financial year or averaged over last three financial years (or)
- **Market Cap Test:** Post issue market capitalisation of USD 25 million

## Filing of Offer Document

- Issuers required to file offer document with IFSCA for observations.
- Issuers with issue size of USD 50 million or less exempted.

## Minimum Public Offer

- **Indian Company:** In accordance with the Securities Contracts (Regulation) Rules, 1957.
- **Foreign Company:** Minimum public offer as well as minimum public shareholding of 10 per cent. of the post issue capital.

## Underwriter

- May be underwritten (Adequate disclosures regarding underwriting arrangements shall be disclosed in the offer document).

## Lockup

- Pre-issue shareholding of promoters and controlling shareholders of the issuer shall be locked up for a period of 180 days from the date of allotment in the initial public offer.

# Key Takeaways / Way Forward

## Short Term

- All **foreign currency / masala Bonds by Indian Issuers** on the stock exchanges in GIFT IFSC
- Development of the entire **Ecosystem** surrounding listing of bonds within GIFT IFSC
- Listing of **bonds / equity shares by Foreign issuers** on the stock exchanges in the IFSC
- IPOs by **unlisted Indian Companies** on the stock exchanges in the IFSC

## Medium Term

- Building **Secondary market liquidity** for trading of bonds on the stock exchanges in the IFSC
- **Dual Listing** of equity shares of already listed Indian Companies
- Develop a **5-year strategy plan** 2025-2030 for listing of securities in GIFT IFSC

## Long Term

- Explore feasibility of **cross-border connects** for listing of equity shares with financial centres
- Explore **connect of IIDI with ICSDs**
- **Digitalization/Automation** for all primary market activities in GIFT IFSC

# Thank You

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*Disclaimer: Views expressed in this  
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