



13 January 2026

International Financial Services Centres Authority

2nd Floor, Savvy Pragya Tower,
GIFT SEZ, GIFT – City,
Gandhinagar, Gujarat – 382050

Kind Attn: Ms. Riddhi Bhandari

From:



Subject: Representation for clarification under Framework for Ship Leasing with respect to the Asset Management Support Service and definition of the Group Entity.

Re: International Financial Services Centres Authority (“IFSCA”) circular no. F F. No. 496/IFSCA/FC/SLF/2022-23/001 dated August 16, 2022 (revised upto April 07, 2025)



Respected Madam,

We wish to express our sincere gratitude to the International Financial Services Centres Authority (“IFSCA”) for the introduction of the IFSCA (Finance Company) Regulations, 2021, along with the Framework for Ship Leasing. These regulatory measures have played a pivotal role in accelerating the development of GIFT City and fostering a dynamic financial ecosystem.

The implementation of these frameworks has unlocked a wide array of business avenues, notably in Ship Leasing, Aircraft Leasing, Global Treasury Centres, and Securities Trading. Such initiatives have significantly enhanced the global competitiveness of GIFT IFSC, reinforcing its position as a leading international financial hub and contributing meaningfully to India’s economic progress and the inflow of foreign capital.

Moreover, GIFT IFSC has successfully established a resilient and business-friendly infrastructure, complemented by progressive regulations that simplify operational procedures. This conducive environment has been instrumental in attracting global enterprises to set up operations within the IFSC, thereby strengthening India’s foreign exchange reserves and promoting sustainable economic growth.

Background of 

 is a differentiated fund platform focused on investing in newbuilding Net Zero Emissions dual-fuel ships (Green Ships). ’s investment mandate is to provide holistic sea transportation solutions to industrial companies to reduce their Scope 2 & 3 Greenhouse Gas (GHG) emissions. The fund’s operations are managed from London and is registered and regulated in Jersey, Channel Islands.

[REDACTED]

[REDACTED] is addressing a demand for Green Ships from global commodity producers, traders, energy companies, power generation companies and steel companies. [REDACTED] has equity commitments from global institutional investors (primarily pension funds and infrastructure funds) with long-term investment horizons for USD 500 million. Assuming the market standard leverage of 75% on such projects, that enables [REDACTED] to have a total investment firepower of USD 2.0 billion.

The sponsor of [REDACTED] (i.e. [REDACTED] Delaware, USA) is a proprietary asset management company managing capital from institutions and multifamily offices. [REDACTED] manages a high-quality multi-asset investment portfolio with a focus on:

- Socially/ environmentally driven impact assets
- Education and transportation technology assets
- Energy transition assets
- Zero emission mobility assets

Through selective participation in investments, long-standing experience, wide networks, and financial expertise, [REDACTED] creates superior risk adjusted returns on its investments.

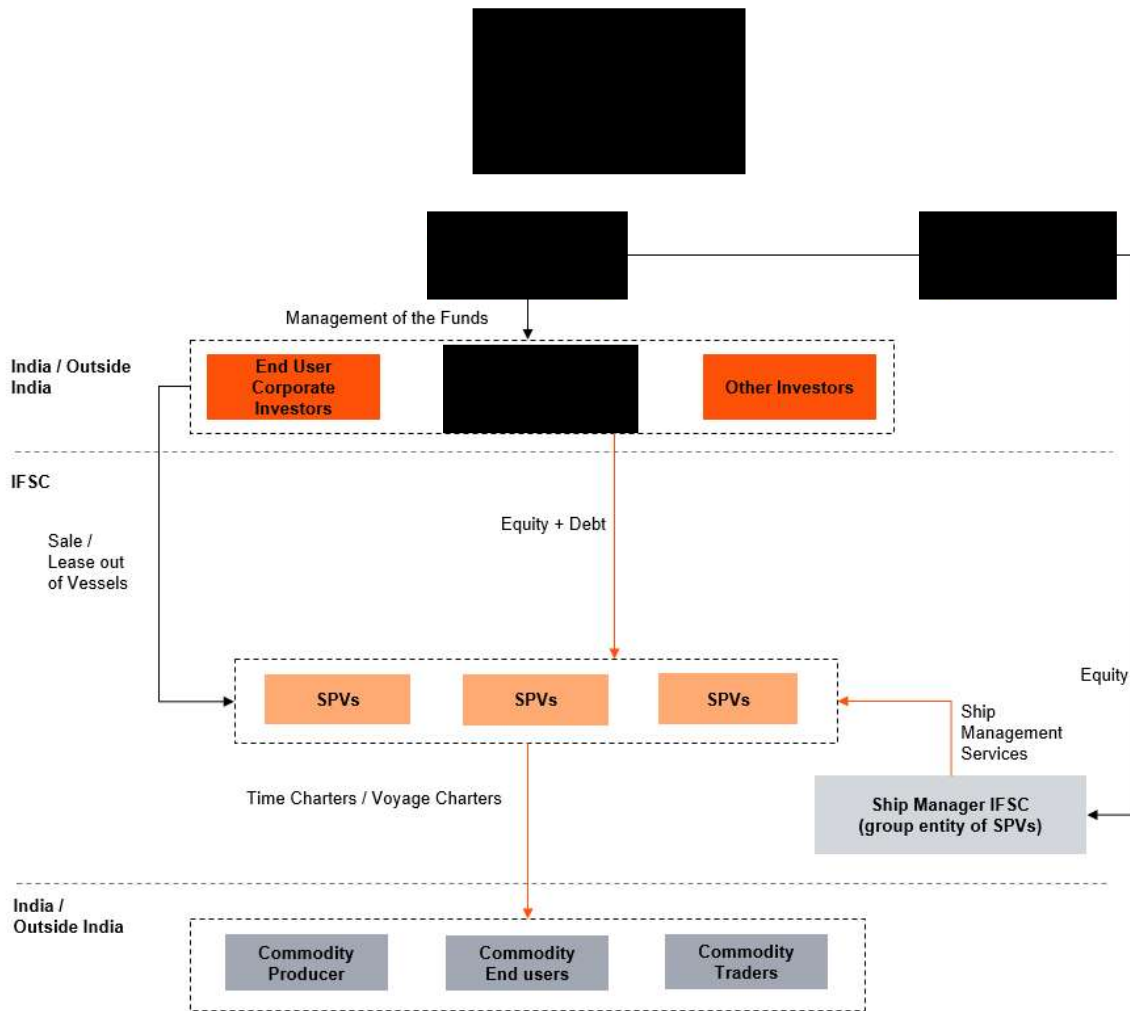
[REDACTED] along with various co-investors (the “Investors”), proposes to establish multiple Special Purpose Vehicles (“SPVs”) within GIFT-IFSC, to be registered as ‘Finance Companies’ under the IFSCA (Finance Company) Regulations, 2021 (“Finance Company Regulations”), for the purpose of undertaking ship leasing activities from the IFSC.

[REDACTED] is the majority shareholder of [REDACTED] which acts as the General Partner for [REDACTED] managing the investment fund. This includes:

- Making investment decisions,
- Overseeing daily operations,
- Conducting due diligence,
- Deploying capital raised from Limited Partners (LPs), among other responsibilities.

To support these SPVs, [REDACTED] proposes to establish a common entity in GIFT-IFSC to provide centralized ship management services. This structure aims to achieve operational efficiencies and capitalize on [REDACTED]s and [REDACTED]s technical and commercial expertise in ship management, ultimately benefitting all stakeholders.


For ease of understanding, a diagrammatic illustration of the proposed structure is presented below.



Proposed Activities of the Ship Management Entity

The dedicated ship management entity shall provide the following services (“Commercial and Technical Ship Management Activities”):

- Negotiation and execution of charter parties and other commercial contracts;
- Voyage estimation, accounting, and calculation of hire, freight, demurrage/despatch;
- Issuance of voyage instructions and appointment of agents/stevedores;
- Coordination of commercial surveys relating to vessel operations;
- Procurement of bunker fuel per operational requirements;
- Ensuring that the Vessel complies with the requirements of the law of the Flag State;
- Ensuring compliance with the ISM Code;
- Ensuring compliance with the ISPS Code;
- Operating a drug and alcohol policy as agreed with the Owners;
- Providing competent personnel to supervise the maintenance and general efficiency of the Vessel;
- Managing dry dockings, repairs, alterations, and maintenance to Owner-approved standards, ensuring compliance with classification society, Flag State laws, and trading regulations, with authority to incur necessary expenses;
- Arranging the supply of necessary stores, spares and lubricating oil;
- Appointing surveyors and technical consultants as the Managers may consider from time to time to be necessary;

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- Arranging for the sampling and testing of fuels, as applicable
 - Providing audited Carbon emissions statements, as required

Clarifications Sought:

Background/Issue:

The Investors proposed to participate in the proposed SPVs are primarily motivated by:

- (i) the expertise of [REDACTED] and
- (ii) the established track record of [REDACTED] in global asset management.

The involvement and oversight of [REDACTED] constitute a significant factor in investor decision-making, as such involvement directly influences the operational performance and long-term value of the underlying maritime assets.

Accordingly, the active participation of [REDACTED] in providing ship management and related asset management support services to the SPVs is integral to maintaining investor confidence and ensuring the commercial viability of the proposed structure. Any restriction on [REDACTED]'s ability to render such services may adversely affect investor interest and impede the successful implementation of the proposed leasing platform.

As per Clause 3.E(iii) of the Framework for Ship Leasing, “Asset Management Support Services for assets owned or leased out by the lessor or by any of its Group Entities set up in IFSCs in India” is a permitted activity for entities registered with the IFSCA to undertake ship leasing activities from the IFSC.

The Framework for ship leasing, defines the term “Group Entities” as an arrangement involving two or more entities related to each other through any of the relationships, viz. Subsidiary –parent (defined in terms of AS 21), Joint venture (defined in terms of AS 27), Associate (defined in terms of AS 23), a related party (defined in terms of AS 18), Common brand name and investment in equity shares (of 20% and above).

A plain reading of the above definition indicates that the existence of a common brand name is, in itself, a sufficient criterion for two entities to qualify as “Group Entities.” However, an alternative interpretation could suggest that the parameters of common brand name and equity investment may need to be applied cumulatively.

However, if an analogy is drawn with other regulations issued by the IFSCA, including the IFSCA (Global In-House Centres) Regulations, 2025 and the Framework for Finance Company/Finance Unit undertaking the activity of Global/Regional Corporate Treasury Centres, it is evident that these regulatory frameworks clearly distinguish between the conditions relating to a common brand name and the threshold of investment in equity shares or capital contribution of 20 per cent or above. The use of the conjunction “or” in the definition of a group entity under the aforesaid regulations clearly establishes that these are two separate and independent conditions, and not cumulative in nature.

The relevant extracts of the definitions from the aforementioned regulations are set out below:



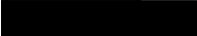
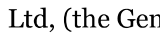


(a) IFSCA (Global In-House Centres) Regulations, 2025:

“For the purpose of this regulation, the group entities of a Financial Institution Group shall include arrangements involving two or more entities related to each other through any of the following relationships:

- (i). parent–subsidiary (as per Ind-AS 110/AS 21);*
- (ii). joint venture (as per Ind-AS 28/AS 27);*
- (iii). associate (as per Ind-AS 28/AS 23);*
- (iv). common brand name;*
- (v). investment in equity shares or capital contribution of 20 per cent and above;*
- (vi). being part of a network; or*
- (vii). any other arrangement as may be permitted by the Authority”*

(b) Framework for Finance Company/Finance Unit undertaking the activity of Global/Regional Corporate Treasury Centres

“Group Entities” means an arrangement involving two or more entities related to each other through any of the following relationships: (i) subsidiary – parent (as defined in Ind-AS 110/Accounting Standard 21); (ii) joint venture (as defined in Ind-AS 28/Accounting Standard 27); (iii) associate (as defined in Ind-AS 28/Accounting Standard 23); (iv) related party (as defined in terms of Ind-AS 24/ Accounting Standard 18), (v) common brand name or (vi) investment in equity shares of 20 per cent and above;


In the present structure,  acting as majority shareholder of  Ltd, (the General Partner of ) and a Limited Partner in  may hold a minority equity interest, of varying percentages, in each of the proposed SPVs. Nevertheless, the SPVs and the ship management entity to be established within IFSC will operate under a common brand name. Based on a literal and independent reading of the definition, these entities would therefore qualify as “Group Entities” by virtue of sharing a common brand name, irrespective of shareholding.

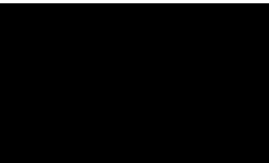
Request for Clarification:

In light of the above, we respectfully request the esteemed office to kindly confirm whether, under the Framework for Ship Leasing, the criterion of “common brand name” alone is sufficient for two entities to be recognised as “Group Entities,” even in the absence of any direct equity shareholding or other relationship.

Alternative Approach under TAS Regulations:

We further note that the IFSCA (TechFin and Ancillary Services) Regulations, 2025 (“TAS Regulations”) permit “Asset Management Support Services” as a permissible activity for a TechFin and Ancillary Services Provider (“TAS Provider”) under the First Schedule, read with Regulation 3(xiii).

Should it be clarified that the SPVs and the ship management entity do not qualify as “Group Entities” under the ship leasing framework, we respectfully seek guidance on whether  may be eligible to obtain a TAS licence, enabling it to undertake a predefined and limited scope of ship management-related



activities for SPVs established in GIFT-IFSC for ship leasing purposes, which is already recognised as a financial services activity in the IFSC.

We further assure your good office that the entity will strictly undertake only those activities explicitly approved under the applicable regulatory framework and will remain in full compliance with all regulatory conditions.

For the avoidance of doubt, the services proposed to be undertaken shall not fall within the categories of “transport and logistic services, construction-related services, and management of physical assets” as specified in clause (iv) of the Third Schedule, read with the proviso to Regulation 3(xiii) of the TAS Regulations.

We remain at your disposal to provide any further information or documentation that may assist in your consideration.

Thank you for your kind attention and continued support.

Yours sincerely,

