



**THE INSTITUTE OF
Company Secretaries of India**
भारतीय कम्पनी सचिव संस्थान
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament
(Under the jurisdiction of Ministry of Corporate Affairs)

SUPPLEMENT
PROFESSIONAL PROGRAMME
(SYLLABUS 2022)

For

June, 2026 Examination
(Amendments/developments covering from June 01, 2025
to November 30, 2025)

ENVIRONMENTAL, SOCIAL AND
GOVERNANCE (ESG)-
PRINCIPLES & PRACTICE

GROUP 1

PAPER 1

Disclaimer: This document has been prepared for academic purposes only and it does not necessarily reflect the views of ICSI. Any person wishing to act on the basis of this document should do so only after cross checking with the original source.

Students appearing in Examination shall note the following:

Students appearing in June, 2026 Examination should also update themselves on all the relevant Notifications, Circulars, Clarifications, Orders etc. issued by MCA, SEBI, RBI, Central Government & ESG related norms upto November 30, 2025.

The students are advised to acquaint themselves with the monthly and Regulatory updates published by the Institute.

This supplement is to be read with ESG study material (Syllabus 2022) updated up to May, 2025.

Lesson 8 Board Disclosures and Website Disclosure Governance

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2025 (8th September, 2025)

The SEBI has notified the Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2025, effective from 8th September 2025. These amendments further modify the 2015 regulations under powers conferred by the SEBI Act, 1992 and the Securities Contracts (Regulation) Act, 1956:

Disclosures by a Not for Profit Organization

Regulation “91C. (1) : A Not for Profit Organization registered on the Social Stock Exchange(s), including a Not-for-Profit Organization whose designated securities are listed on the Social Stock Exchange(s), shall be required to make annual disclosures to the Social Stock Exchange(s) on –

- (i). financial aspects, as may be specified by the Board, by October 31st of each year or before the due date of filing of income tax return as prescribed under the provisions of the Income-tax Act, 1961, whichever is later, or within such other period as may be specified by the Board; and
- (ii) non-financial aspects, as may be specified by the Board, within a period of 60 days from the end of the financial year or within such other period as may be specified by the Board.”.

Disclosures by a Social Enterprise in respect of social impact

Regulation 91E(2A): A Social Enterprise which is only registered on a Social Stock Exchange without raising funds shall submit a self certified annual impact report:

Provided that a Not for Profit Organization that is registered on a Social Stock Exchange shall be permitted not to raise funds through it for a maximum period of two years from the date of registration or such duration as may be specified by the Board:

Provided further that upon expiry of the period of two years from the date of registration, the Not for Profit Organization shall have at least one listed project failing which it shall cease to be registered.”

For details: https://www.sebi.gov.in/legal/regulations/sep-2025/securities-and-exchange-board-of-india-listing-obligations-and-disclosure-requirements-third-amendment-regulations-2025_96523.html

Lesson 13 Environment

The Environment Audit Rules, 2025 (August 29, 2025)

In exercise of the powers conferred under sub-section (1) and clause (v) of sub-section (2) of section 3, section 6, section 20 and section 25 of the Environment (Protection) Act, 1986 read with clause (d) of sub-rule (3) of rule 5 of the Environment (Protection) Rules, 1986, the Central Government made the Environment Audit Rules, 2025 for certification and registration of environmental auditor for ascertaining environmental compliance of the projects, activities or processes prescribed under various environmental regulations and rules or under any other Act or rules or regulations pertaining to Environment, Forest and Climate Change. The rules inter-alia consists:

2. Definition:

e) “environment audit” means a systematic audit, verification, examination, inspection, or analysis of any project, activity or process having a bearing on the environment, and undertaken by the Registered Environment Auditor;

g) “green approvals” means any approval, clearance, authorisation, licence, or permission granted under the Environment (Protection) Act, 1986, the Air (Prevention and Control of Pollution) Act, 1981, the Water (Prevention and Control of Pollution) Act, 1974, the Van (Sanrakshan Evam Samvardhan) Adhiniyam, 1980, the Wild Life (Protection) Act, 1972 or under any other applicable rules, regulations, notifications, or orders issued by the Central Government or any State Government from time to time;

j) “Registered Environment Auditor” means a certified environment auditor or a firm or a body corporate comprising two or more certified environment auditors, who meet the criteria for registration as specified in the guidelines and are registered by Environment Audit Designated Agency for undertaking environment audits and for performing such other functions as may be prescribed by the Central Government from time to time.

3. Roles and responsibilities of Registered Environment Auditors:

The roles and responsibilities of Registered Environment Auditors shall include, but not be limited to the following, namely:—

i. undertaking environment audits of projects, activities, or processes governed by applicable environmental laws and regulations;

ii. conducting sampling and analysis of emissions, effluents, wastes, and evaluating the effectiveness of pollution control and waste management systems installed;

iii. reporting any violations or non-compliance of applicable environmental regulations related to the project, process, or activity, as the case may be;

iv. computing environment compensation for non-compliance and violations, wherever required by the competent authority;

v. preparing and submitting environment audit reports in accordance with extant regulations and guidelines;

vi. to undertake environment audit assigned by the Central Pollution Control Board, either directly or through a designated agency, or by the State Pollution Control Board or the Pollution Control Committee, including under the Extended Producer Responsibility framework as prescribed in the rules notified under the Environment (Protection) Act, 1986;

vii. to undertake, upon assignment by the project proponent, environment audits of projects, activities, or processes governed under extant environmental laws, rules, regulations, notifications and orders;

5. Roles and responsibilities of the Environment Audit Designated Agency (EADA).—

The roles and responsibilities of the Environment Audit Designated Agency shall include, but not be limited to, the following, namely:—

- i. specifying minimum eligibility criteria for Certified Environment Auditors;
- ii. developing screening methodologies, which may include conducting examinations and/or other processes to identify qualified candidates for their certification as Certified Environment Auditor;
- iii. certifying environment auditors including renewal, suspension, withdrawal, or cancellation of such certifications;
- iv. specifying the criteria for registration of the Certified Environment Auditor;
- v. registration of the Certified Environment Auditor including renewal, suspension, withdrawal, or cancellation of such registrations;
- vi. monitoring the performance of Registered Environment Auditor and issuing directions as necessary;

7. Mechanism for Certification.

The certification of environment auditors shall be carried out by the Environment Audit Designate Agency through the following two modes:-

- i. Recognition of Prior Learning (RPL): A mode of certification based on prior experience and expertise, which shall remain in operation for a limited period as may be specified by the Central Government;
- ii. National Certification Examination (NCE): A structured examination process for assessing eligibility for certification

8. Mechanism for registration of Certified Environment Auditors.— The detailed procedure for registration of Certified Environment Auditors including the eligibility criteria with respect to technical capacity, personnel qualifications, track record, and other relevant parameters, shall be as specified in the guidelines issued by the Central Government.

11. Code of Conduct.

- The Central Government shall issue guidelines on the code of conduct to be followed by the Registered Environment Auditor and Certified Environment Auditor, incorporating aspects of professional conduct including integrity, ethics, confidentiality, and conflict of interest;
- Misrepresentation, suppression, concealment, falsification, or any other form of distortion of facts or data during the discharge of responsibilities under this Rules shall be deemed as professional misconduct.
- Registered Environment Auditor shall maintain strict confidentiality concerning all information related to the project and the project proponent. Any unauthorised disclosure of such confidential information shall be treated as professional misconduct.

12. Conflict of Interest

To ensure independence and prevent any conflict of interest, Registered Environment Auditor undertaking audits shall not—

- i. be related to any owner, operator, occupier, or project proponent of the relevant project, process, or activity. Such relationships include, but are not limited to, employer, business partner, employee, contractual associate outside the audit, spouse, partner, sibling, parent, or child;
- ii. have or have had any pecuniary interest in the relevant project, process, or activity of the auditee, or in its holding, subsidiary, or associated company. This includes any situation where there is a reasonable likelihood or expectation of financial gain for the auditor or any related person;
- iii. have provided services (other than independent reviews or auditing) to the project, process, or activity such that they would be auditing work performed by themselves or their firm;
- iv. accept any inducement, commission, gift, or other benefit from the auditee, their employees, or any interested party, nor knowingly permit colleagues to do so;
- v. jointly or severally undertake the environment audit of any auditee for whom the Registered Environment Auditor has prepared the Environmental Impact Assessment, Environmental Management Plan (EMP), or submitted any other report that forms part of the subject matter of the Environment Audit.

For details: [https://egazette.gov.in/\(S\(fppqd3tuhvt1112nh4pzacxt\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(fppqd3tuhvt1112nh4pzacxt))/ViewPDF.aspx)
