

Articles Part - I

104 Artificial Intelligence: Reshaping Governance Fundamentally**CS Aravind V. S.**

The emergence of Artificial Intelligence (AI) in Governance marks the remarkable journey of AI from a conceptual framework to a practical governance tool. Initially being applied in academic settings, AI has evolved into advanced researches. AI is creating an impact on the Triple bottomline (People, Planet and Profit). The evolving regulatory framework have expanded its scope to assist Company Secretaries in regular compliance work, so that they can contribute effectively towards strategic decision making concerning organisational growth. The article illustrates requirements under certain sections of the Companies Act, 2013 and explores areas where AI technology can support Company Secretaries in their work.

109 Artificial Intelligence: Significance for Governance Professionals**CS Daival Chauhan**

The adoption of Artificial Intelligence (AI) technologies such as Natural Language Processing, Machine Learning, Robotic Process Automation, and Generative AI within organizational frameworks has created significant possibilities for Governance professionals, especially Company Secretaries. The article elaborates on the scope, challenges and growth potential of AI in Governance. AI tools such as Real time regulatory alerts, Automated verification, and Predictive Analytics are invaluable in managing complex organizational data. Government of India policy initiatives to push AI can assist organisations establish ethical and AI powered cybersecurity platforms for serving risk resilient environments.

115 Artificial Intelligence: Inclusivity, Cohesiveness, Transformation**CS Priyanka Singh**

In this article, the author outlines a conceptual framework of Artificial Intelligence (AI) Governance (Inclusion, Cohesiveness & Transformation). In India, inclusion is translated into procurement policies in the Boardroom that favour vendors whose models are demonstrably trained and evaluated on Indian-relevant corporates, whose accessibility features meet national norms, and whose human-in-the-loop mechanisms are designed for local contexts (e.g., multilingual customer service escalation, grievance redressal). Internationally, the OECD AI Principles call for AI that benefits people and planet and respects democratic values; UNESCO's 2021 recommendations centre on human rights and diversity. These provide boards with a due-diligence vocabulary to evaluate AI projects that are excluded by the data, burdened by errors, and built-in remedy. By virtue Cohesiveness is technical that keeps inclusion from fragmenting and transformation from becoming chaotic. In practice, cohesiveness comes from standards and process discipline. Transformation results in a measurable change in outcomes, controls, cadence and culture. It is crucial for Company Secretaries to exercise care and diligence in adopting AI.

119 AI-Driven Digital Transformation in Corporate Governance: Opportunities, Risks and the Emerging Role of Company Secretaries**CS Yash Jain**

The potential applications of Artificial Intelligence (AI) to serve as an Assistive Layer, has unlocked various opportunities for Company Secretaries to automate processes under Corporate Governance lifecycle whether it is IPO readiness, mapping of compliance requirements under corporate laws, AI assisted tools and in CSR and Social Audit to capture evidence, synthesize impact narratives, and flag project delays or policy mismatches through dashboards. The author provides insights into the macro perspectives of digital transformation and introduces a 10 step AI adoption framework for Company Secretaries that focuses on efficiency at work with AI. In India, the shift to AI is transformational as is observed in the modernization of corporate e-filings and the growing use of AI/ML tools by markets and intermediaries. Globally, legal and compliance functions are piloting or deploying AI to draft, summarize, and analyze complex regulatory texts and transaction documents. The article also covers risks associated with AI applications and the monitoring role of Company Secretaries.

124 Prompting for Productivity: A Guide for Company Secretaries in the AI Era

CS Srividhya Sampath

Prompting is simply the act of guiding the Artificial Intelligence (AI) with instructions in plain language to get a useful response. Precision in framing prompts directly determine the clarity and value of the response. A usable output from a successful prompt is dependent on the clear, specific and well-structured instructions given to the AI model. The author with the help of examples illustrate that a good prompt should have a clear context, description of tasks, constraints or preferences. Temperature, Top-p and Top-k assist in monitoring the style and creativity of the output. The author describes Prompting as a communication skill in context with Governance centric examples, such as drafting AGM notice, summarizing SEBI circular, Board meeting compliance checklist, drafting POSH policy, creating shareholder FAQs, and Comparison of laws.

129 AI Bias, Liability and Corporate Accountability: A Governance Perspective

Suryanshu Dutta & Sakshi Shah

Bias in Artificial Intelligence (AI) arises from the nature of the data on which systems are trained and the assumptions that are built into their design. Once deployed in the corporate sphere, such distortions translate into immediate consequences. For Company Secretaries, their statutory duty under Section 205 of the Companies Act, 2013, is to ensure that compliance structures are sound and that boards receive reliable advice. Yet algorithmic outputs often present themselves as authoritative without exposing the reasoning behind them. The authors' highlight the impact of an error within the system on the company records. Responsibility for that lapse does not dissipate into the software but remains within the chain of governance, attaching to those charged with safeguarding it. The article discusses Corporate Governance challenges and the role of Company Secretary as custodian of ethical AI adoption.

133 An Analytical Takeaway on Structured Digital Database

CS Anirudh Grover & CS Vipin Dhameja

Beginning with the historical background of the Structured Digital Database (SDD), the article encapsulates, the applicable legal framework. The article throws light on mandatory contents in SDD, practical issues in maintaining confidentiality, awareness and centralized decision making, its expansion to include various other entities within the regulatory sphere of maintaining the SDD and some of the suggestive measures to manage with these challenges.

136 The Intelligent Governance Professional: Embracing AI for Future-Ready Corporate Stewardship

Dr. J. Madegowda

The author examines how artificial intelligence (AI) tools like machine learning, natural language processing, and predictive analytics are changing governance by improving stakeholder engagement, risk management, regulatory compliance, and decision-making. Along with discussing the ethical and legal issues surrounding the deployment of AI, it also emphasizes the potential that AI offers in terms of eliminating repetitive jobs, enhancing data-driven insights, and fostering transparency. It emphasizes how important it is for governance experts to get expertise in technology regulation, AI ethics, and data governance. The article concludes by recommending a proactive, morally sound, and technologically savvy approach to governance.

Articles Part - II

142 Mandatory requirement of Retirement of Directors by Rotation under Section 152(6) of the Companies Act, 2013: The conundrum that it is especially for listed Entities - A study

CS Ramaswami Kalidas

The author interprets the various provisions under Section 152(6) of the Companies Act, 2013, supported with relevant case laws. The article covers analyses of the sub-section on, inclusion of retirement of all the directors at every AGM in the Articles of a public company. Further, the article throws light on the determination of directors liable to retire by rotation, circumstances for the appointment of Additional Director, compliance with the requirement of compulsory rotation, status of an institutional Nominee Director, appointment of Independent Director to represent small shareholders, and Board composition of a listed company. To conclude, for listed companies, there is a catch-22 situation under which they cannot compromise either on the requirements under the Companies Act, 2013 or under the listing regulations.

146

NEP 2020: A Shift Away from Colonial Education Policies and the Revival of IKS based Holistic Learning towards Viksit Bharat

Dr. Kusha Tiwari & CS (Dr.) Rabi Narayan Kar

This article covers, analysis of the implementation of the Government of India National Education Policy, 2020, and its achievements to date. The article examines the traditional integral education approach in India and is aptly divided into five sections, beginning with the introduction of the idea and framework, followed by curating a detailed theoretical understanding of the contemporary educational landscape of India with NEP 2020 in effect. Subsequently, a detailed discussion of salient features of NEP 2020 connecting it to IKS based learning is presented followed by setting futuristic agendas for the Indian education system.

150

Position of Insider: A Tight Rope Walk [SEBI (PIT) Regulations, 2015]

CS Mythily R

While highlighting the position of Corporate Insiders under SEBI's Prohibition of Insider Trading (PIT) Regulations, 2015, the author captures the critical role of Insiders in maintaining confidentiality of the Unpublished Price Sensitive Information (UPSI) of the organisation and their accountability. The article further explores the disclosure requirements, penalty for violation, and operational and regulatory challenges for Corporate Insiders, laying emphasis on the preventive Governance perspective.

156

Practical Perspectives on the RPT Industry Standards

CS Ankit Singhi & CS Shivam Singhal

Industry Standards Forum revised the industry standards on Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (RPT Industry Standards) on June 26, 2025, effective from September 01, 2025. These revised RPT Industry Standards not only replace the February version but also address industry concerns by streamlining the applicability matrix, reducing unnecessary disclosure burdens, and ensuring better alignment with practical governance needs. This article articulates aspects covered under the standards and their applicability. The FAQs covered within the article gives an enhanced understanding to the reader.

162

Governance Landscape for Unlisted Entities Approaching Listing on Stock Exchanges: A Perspective for Company Secretaries

CS Neha Malik

This article provides a detailed understanding on the important aspects of Corporate Governance that Company Secretaries must pay particular attention to while their company is getting ready for listing on a stock exchange. Company Secretaries must ensure alignment of constitutional documents, shareholders' agreement & other material agreements, corporate structure, capital structure & compliance framework, changes in Board structure, policies, code of conduct, related party transactions, investor grievance mechanism and at the same time be aware of the consequences of non-compliance with SEBI regulations.

168

The Emergence of 'Demerger Strategy' in India's Corporate Sector: Significant Impacts and Major Challenges

Dr. O. P. Sharma

The article postulates the Strategy of 'Demerger' for corporates to remain competitive in the dynamic and complex regulatory environment. Further, the types of Demergers and their characteristics, the forces that influence Demerger momentum, the process of Demerger, and the significant positive and negative impacts of Demergers on the shareholders and employees are discussed.

Research Corner

P-173

174

Legal, Taxation & Accounting Aspects of Reduction of Share Capital

CS (Dr.) K R Chandratre

This research paper examines and interprets the various provisions of Section 66 of the Companies Act, 2013 corresponding to Section 100 of the Companies Act, 1956. It provides a commentary on the various sub-sections supported with case laws to determine its practical applications. The paper highlights reduction of share capital in case of loss of capital, overcapitalization, scheme of amalgamation, selective reduction of capital as part of a scheme of contract or arrangement. Further the authors have focused on taxation and accounting aspects of Capital reduction. The paper is interspersed with pertinent case laws that provide the reader with comprehensive knowledge on the topic.

Legal World

P-191

- **LMJ 10:10:2025** Supreme Court explains and reiterates the law as to how to make directors vicariously liable in an offence committed by a company.
- **LW 73:10:2025** Thus once it is established that non-promoter shareholders are being paid a fair value of their shares and at no point of time it was suggested the amount paid was less and where an overwhelming majority voted in favour of resolution, we find no reason to upset a reasoned order passed by the Ld. NCLT.[NCLAT]
- **LW 74:10:2025** Thus, when only Rs. 15 lakhs were paid to the Respondent by appellants for purchase of the impugned shares and this amount may be recovered by selling them, in fact no loss could be said to have been caused to the CD, as these shares are still in the possession of the CD and keeping in view the fact that Respondent is seller of these shares, he could not be the beneficiary of its own wrongful act.[NCLAT]
- **LW 75:10:2025** The cause of action arises if by 15th day of service of the statutory notice, the cheque amount is not paid by the drawer.[DEL]
- **LW 76:10:2025** The parties in the instant case do not have any contractual commitment in the Agreement that the Courts in Mumbai would have exclusive (or even non-exclusive) jurisdiction in relation to their disputes.[BOM]
- **LW 77:10:2025** The present case squarely falls within the “single contract” scenario envisaged in Inox Wind Ltd. (supra) and the arbitration clause contained in the Loan Agreement stands duly incorporated into the Deeds of Guarantee.[DEL]
- **LW 78:10:2025** Thus, the non-renewal of the Informant’s license by OP-1 cannot be considered to be an attempt to leverage its dominant position in the delineated upstream market to benefit its subsidiary (OP-2) in the downstream market.[CCI]
- **LW 79:10:2025** In absence of dominance of OP-1 in the relevant market, there is no requirement to examine the allegations of abuse of dominance. Hence, there can be no case of abuse of dominance in terms of Section 4 of the Act.[CCI]

From The Government P-201

- Extension of time for filing e-form DIR-3-KYC and web-form DIR 3-KYC-WEB without fee upto 15.10.2025 -reg.
- Clarification on hold ing of Annual General Meeting (AGM) and Extraordinary General Meeting (EGM) through Video Conference (VC) or Other Audio Visual Means (OAVM) and passing of Ordinary and Special resolutions by the companies under the Companies Act, 2013 read with rules made thereunder - reg.
- Invitation for public comments on establishment of Indian Multi-Disciplinary Partnership (MDP) firms by the Government of India – reg.
- The Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2025
- Extension of timeline for implementation of SEBI Circular dated February 04, 2025 on ‘Safer participation of retail investors in Algorithmic trading’
- Compliance Guidelines for Digital Accessibility Circular ‘Rights of Persons with Disabilities Act, 2016 and rules made thereunder- mandatory compliance by all Regulated Entities’ dated July 31, 2025 (Circular No. SEBI/HO/ITD-1/ITD_VIAP/P/ CIR/2025/111)
- Ease of Doing Investment - Smooth transmission of securities from Nominee to Legal Heir
- Framework on Social Stock Exchange (“SSE”)
- Revised regulatory framework for Angel Funds under AIF Regulations
- Ease of regulatory compliances for FPIs investing only in Government Securities
- Framework for AIFs to make co-investment within the AIF structure under SEBI (Alternative Investment Funds) Regulations, 2012
- Format of ‘Disclosure Document’ for Portfolio Managers
- Streamlining of the process for surrender of (Know Your Client) Registration Agency (KRA) registration
- Framework for Intraday Position Limits Monitoring for Equity Index Derivatives
- Reserve Bank of India (Basel III Capital Regulations - Perpetual Debt Instruments (PDI) in Additional Tier 1 Capital – Eligible Limit for Instruments Denominated in Foreign Currency/Rupee Denominated Bonds Overseas) Directions, 2025
- Reserve Bank of India (Lending Against Gold and Silver Collateral) – (1st Amendment) Directions, 2025
- Reserve Bank of India (Interest Rate on Advances) (Amendment Directions), 2025
- Reserve Bank of India (Settlement of Claims in respect of Deceased Customers of Banks) Directions, 2025
- Special Clearing in Cheque Truncation System on October 3, 2025
- Investment by State Co-operative Banks (StCBs) and Central Co-operative Banks (CCBs) in Shared Service Entity (SSE) established by NABARD
- Reserve Bank of India (Authentication mechanisms for digital payment transactions) Directions, 2025
- Participation of Standalone Primary Dealers in Non-deliverable Rupee Derivative Markets
- Returns – Department of Payment and Settlement Systems – Submission in CIMS