STUDENT COMPANY SECRETARY

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STUDENT COMPANY SECRETARY

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Contents

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PREPARED BY DIRECTORATE OF ACADEMICS & RESEARCH

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Important Announcement for Students

The CS course being a professional course, the Students are expected to have a comprehensive knowledge and are therefore, advised to refer to list of further readings / reference books / regulatory websites indicated in the study material apart from the relevant Bare Acts, Rules, Regulations as well and give reference to the Case Laws on the subject wherever applicable while answering questions in the examinations.

INFO CAPSULE

Info Capsule is issued as an update on daily basis covering latest amendments on various laws as well as National and International developments in emerging economic environment for the benefit of our members and students. The same is available on the ICSI website at the weblink:

https://www.icsi.edu/infocapsule/

SUPPLEMENTS

Supplements are available on the ICSI website at the weblink:

https://www.icsi.edu/academic-portal/new-syllabus-2022/supplements2024/

GUIDELINE ANSWERS

Guideline Answers are available on the ICSI website at the weblink:

https://www.icsi.edu/academic-portal/new-syllabus-2022/guideline-answers-new-syllabus/group2-guideline-answers/

STUDY MATERIAL FOR EXECUTIVE & PROFESSIONAL PROGRAMME

The updated version of study material of each subject under Syllabus 2022 is available at the following weblink:

https://www.icsi.edu/academic-portal/new-syllabus-2022/study-material-2023/

STUDY MATERIAL FOR RESTRUCTURED CSEET

https://www.icsi.edu/academic-portal/cseet/study-material-cseet-restructured/

An indicative Test Paper is also annexed at the end of each study material for reference purpose.

"Either you are going to make it, or
You're Going to make it, or
You're Going to make it."

Dear Students,

The above words, though extremely simple in their form, communicate a meaning much deeper. Words like hard work, patience, grit, steadfastness, persistence, determination – even without being used are well engraved in this statement. The first eligibility criteria of becoming and being called a professional is the right attitude. No matter what adversities you face, no matter what challenges come your way, whether success feels closer or far away… you still keep going without doubting yourself at any step of the way.

While the papers of some subjects might have been easier to sail, there would be others which would be keeping you up at night, wondering what you could have done differently. In either situation, I believe that the best you can do is to learn from your mistakes and start your learning journey again. And while I say this, I am reminded of the old words of Abraham Lincoln who said and I quote, *"Give me six hours to chop down a tree and I will spend the first four sharpening the axe."*

As I pen this message, the celebrations of the 27th National Conference of Practising Company Secretaries and the ceremonies of the Convocations are still afresh in our minds. And it would not be an exaggeration to say that the heart is filled with immense pride on the occasion of PCS Day as well. Indeed, there is great hope and expectation that each one of you will take forward the legacy of this profession in your own unique ways.

Apart from these memorable events, the most recent Council Meeting was tilted towards the students' side too. The Council accorded its approval for expanding the purview of Alternative Mode CLDP and providing the opportunity of reaching the membership goal to larger number of students including those residing in foreign countries who have undergone 21 months Long-term Practical Training in a foreign company registered with the Institute. The Council also accorded approval for allowing relay EDP 15 days Classroom Mode to students, residing in foreign countries, on a case-to-case basis after obtaining approval of the Secretary, ICSI.

Come August, and as a result of another Council decision top 5 students per session for CSEET, Executive Programme and Professional Programme, will be felicitated according to the merit at the respective location, by Regional Offices / Chapters. For indeed, motivation is what keeps us going…

While we expect you to put in your heart and soul to your academic and professional pursuits – we do not want your physical health sidelined. The International Yoga Day is a reminder of the fact as to how imperative it is to integrate body with discipline, mind with clarity, and the inner self with balance, so as to achieve harmony within. I hope you and your friends join-in in the celebrations that are being scheduled at your nearest Regional Offices and Chapters and find your true self within…

Stay Fit ! Stay Healthy !!!

Regards,

(CS Pawan G. Chandak)
President
The Institute of Company Secretaries of India

"Discipline is the bridge between goals and accomplishment."
~ Jim Rohn

Dear Students,

The month of June brings with it a unique blend of effort, anticipation and celebration for the ICSI members as well as students. For the students specifically, it is often a period of actualisation of months of hard work and intense preparation through examinations. Positioned almost at the middle of the year, June also offers an important opportunity to pause, revisit the resolutions made at the beginning of the year, evaluate the progress achieved so far, and reignite our efforts towards the goals we have set for ourselves.

This year's CSEET marks a pivotal moment in how the Institute conducts its Examinations. Shifting from the earlier remote proctored format to a centre-based examination, the restructured CSEET is more than just a change in mode of examination, it reflects a strengthened dedication to the integrity of the assessment process.

Coming to the significance of the month for the ICSI members, I believe each one of you would know that the date of 15th June is quite dear to the practising members of the profession and is fondly celebrated as PCS Day commemorating the very first recognition accorded to Company Secretaries in Practice for their role in certifying Annual Returns under the erstwhile Companies Act, 1956. That being the first recognition, the profession and the professionals have traversed a long way in the past decades. Playing key roles across a diverse array of specialized fields, encompassing secretarial audits, insolvency resolution, FEMA consultations, and representation before various tribunals, the professional brigade today stands as a vibrant, dynamic, and indispensable pillar of India's corporate governance ecosystem.

The month of June is all the more special for India, reminding us of our journey from local wisdom to global leadership. The ancient science of Yoga, rooted deeply in Indian tradition, now enjoys recognition across the world. Every year, when the sun shines directly overhead at the Tropic of Cancer; the world, under India's leadership, celebrates International Yoga Day. The call for a healthy and fit life could not be more relevant in an era marked by increasingly sedentary lifestyles.

As the examinations conclude, it is natural that you would be wanting to let your hair down, pick up your hobbies from where they had been left and indeed you must do all of that. And once you have unwound yourself, pick up your learnings with greater zeal and vigour.

Let June, therefore, be a month of renewed discipline, reflection, celebration and resolve, a month that reminds us to learn from the past, celebrate the present, and move forward with greater confidence towards the future…!

Warm Regards,

(CS Asish Mohan)
Secretary
The Institute of Company Secretaries of India

Academics

CSEET Corner

PAPER 1 - BUSINESS COMMUNICATION

Barriers to Effective Communication*

Why does the right message so often reach the wrong ears?

Communication is only complete when the receiver understands the message exactly as the sender intended. Yet in practice, a wall of barriers stands between the two- distorting, blocking, or diluting information. For a Company Secretary who must ensure clarity at every level of governance, understanding these barriers is not just academic, it is a core professional skill.

The most significant barriers to effective communication are outlined below:

Physical barriers	Distance, noise, poor infrastructure, and technical failures that prevent a message from travelling correctly. A board report delayed by a server crash or a meeting disrupted by background noise both fall into this category. These are often the easiest barriers to identify and fix.
Semantic barriers	Confusion arising from words carrying different meanings for different people. Legal jargon in a circular sent to non-lawyer shareholders, or technical terms used without explanation, create a gap between the message sent and the message received. The CS must always write for the reader's vocabulary, not their own.
Psychological barriers	Emotions, stress, prejudices, and assumptions that colour how a message is received. A board member who has already formed an opinion about a proposal will hear the presentation through that filter. Similarly, a sender who fears rejection may soften their message until it loses its meaning entirely.

* *Anushi Agrawal, Consultant, ICSI.*

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Organisational barriers	Hierarchical structures, rigid reporting lines, and information silos that slow or block the flow of communication inside a company. When critical information travels through too many layers before reaching the decision-maker, it risks being filtered, delayed, or distorted at each step.
Cultural barriers	Differences in customs, values, body language norms, and communication styles across cultures. In international business communication, what is considered direct and professional in one country may read as rude or evasive in another. The CS operating in a multinational context must be acutely aware of these differences.
Listening barriers	Poor listening skills including interrupting, mentally rehearsing a reply while the other person speaks, or simply not paying attention that cause the receiver to miss or misunderstand the message.

Key takeaway

Recognising a barrier is half the solution. The other half is adapting, choosing the right medium, using plain language, confirming understanding, and creating an environment where feedback flows freely. Good governance begins with good communication.

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PAPER 2 - FUNDAMENTALS OF ACCOUNTING

Trial Balance*

In the accounting cycle, after all transactions are recorded in the Journal and subsequently posted into the Ledger accounts, the next step is to check the arithmetical accuracy of these accounts. This is done by preparing a Trial Balance.

A Trial Balance is a statement prepared at a particular date, containing debit and credit balances of all ledger accounts. The main purpose is to ascertain whether the total of debits equals the total of credits.

Definition: "A trial balance is a statement of debit and credit totals or balances extracted from ledger accounts to check the arithmetical accuracy of the books."

Objectives of Preparing a Trial Balance

- **Check arithmetical accuracy** – Ensures total debits = total credits.
- **Summarize ledger balances** – Provides a consolidated list of all account balances.
- **Facilitates preparation of financial statements** – Serves as the basis for preparing Trading A/c, P&L A/c, and Balance Sheet.
- **Helps in locating errors** – Certain types of errors can be detected when totals do not tally.

* *CA Govind Krishna Agarwal, Deputy Director, ICSI.*

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PAPER 3 - ECONOMIC AND BUSINESS ENVIRONMENT

Business Models of E-Commerce*

E-commerce uses online networks to facilitate global buying, selling, and fund transfers, providing easy product access and widespread benefits. Business models of e-commerce can be classified into the following four models:

Model	Definition
B2B (Business to Business)	Companies trade with other companies for supply chain needs. **Key Feature:** Large-scale wholesale ordering and distribution. **Examples:** Alibaba, India MART
B2C (Business to Consumer)	Retail companies sell products directly to individual end-users. **Key Feature:** Direct digital shopping and digital retail checkouts. **Examples:** Amazon, Flipkart
C2C (Consumer to Consumer)	Individual consumers sell products directly to other consumers. **Key Feature:** Peer-to-peer marketplaces and second-hand trading. **Examples:** eBay, OLX
C2B (Consumer to Business)	Freelancers or creators sell services and assets to companies. **Key Feature:** Individuals set prices; corporate buyer's purchase. **Examples:** Freelancer, Shutterstock

* *Dr. Lunghar Jajo, Executive (Academics), ICSI*

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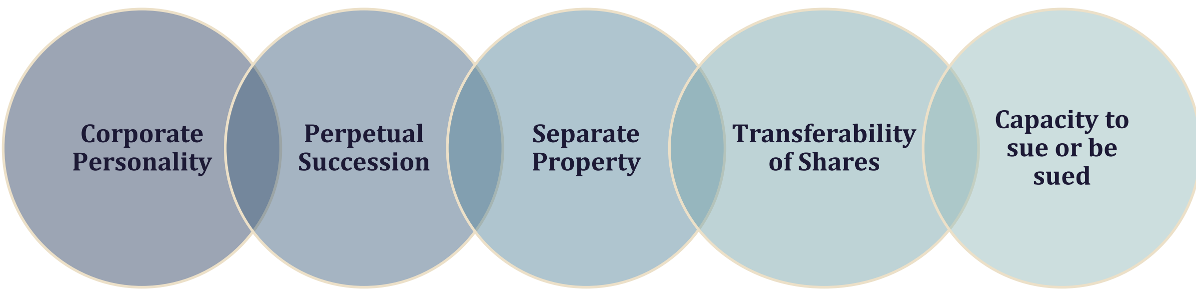
PAPER 4 – BUSINESS LAWS & MANAGEMENT

Main Characteristics of a Company*

On incorporation, the company acquires a separate legal entity status distinct from and independent of its members. A company is the creation of law, it is not a human being, it is an artificial juridical person (i.e. created by law) and it is clothed with many rights, obligations, powers and duties prescribed by law.

The most striking characteristics of a company are discussed below:



Corporate Personality	By incorporation under the Act, the company is vested with a corporate personality quite distinct from individuals who are its members. Being a separate legal entity it bears its own name and acts under a corporate name. Its assets are separate and distinct from those of its members. It is also a different 'person' from the members who compose it. As such it is capable of owning property, incurring debts, borrowing money, having a bank account, employing people, entering into contracts and suing or being sued in the same manner as an individual.

* *CS Bharati Lohchab, Executive (Academics), ICSI.*

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Perpetual Succession	Members may come and members may go but the company goes on forever. Variation in members or their identity does not affect the legal existence and identity of a company. It is a creation of law and can be dissolved only under the law.
Separate Property	As a corporate person, the company is entitled to own and hold property in its own name. No member can claim ownership of any item of the company's assets.
Transferability of Shares	The capital of a company is divided into parts, called shares. The shares are said to be movable property and, subject to certain conditions, freely transferable, so that no shareholder is permanently or necessarily wedded to a company. The shares of companies are freely transferable. In the case of a private company, the Companies Act requires it to put certain restrictions on the transferability of shares. Every member owing fully paid-up shares is at liberty to dispose them off according to his choice but subject to the articles of the company. Any absolute restriction on the right to transfer shares is void.
Capacity to Sue and Be Sued	A company being a body corporate, can sue and be sued in its own name. All legal proceedings against the company are to be instituted in its own name. Similarly, the company may bring an action against anyone in its own name. In case of unincorporated association an action may have to be brought in the name of the members either individually or collectively.

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Articles

Legislative & Regulatory Reforms for Ease of Doing Business *

INTRODUCTION

India is moving towards a future where doing business is simple, transparent, and efficient. The Government is driving a series of reforms to remove bottlenecks and make regulations more practical and responsive to industry needs. These efforts focus on reducing compliance burden, cutting down delays, and creating a predictable environment for enterprises to thrive. Through the Ease of Doing Business program, the country is adopting modern practices that encourage investment and innovation.

The Government's focus has gradually shifted from a compliance-heavy system to a facilitation-driven ecosystem. Reforms have aimed at enhancing speed, transparency, and trust-based governance across processes. Consequently, this has resulted in growing investor confidence in India's business environment and improved Ease of Doing Business (EoDB).

Additionally, the **IMD World Competitiveness Ranking 2025** factors in economic performance of the country, Government and business efficiency and infrastructure development for the businesses. **India's rank improved from 43 in 2021 to 41 in 2025.** This highlights stronger business environment, improved governance and better digital and regulatory reforms.

The World Bank's **GovTech Maturity Index**, which assesses public sector digital transformation, placed **India in Group A in 2020, 2022 and 2025**. This category represents countries demonstrating advanced and innovative practices across Core Government Systems, Public Service Delivery, Digital Citizen Engagement, and GovTech Enablers.

United Nations also conducts **E-Government Survey** to assess the digital government landscape across different countries. India has secured overall high score in the survey. Within this, India has also achieved a **very high score in the Online Services Index.** India has also acquired **high scores in Telecommunication Infrastructure and Human Capital indices**. This indicates strong digital public service delivery, expanding digital infrastructure, and improved citizen access to technology-enabled governance services.

* *Chittaranjan Pal, Deputy Director, ICSI.*

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These improvements are driven by continued efforts to simplify regulations and streamline procedures. The Government has also reduced compliance burden across the business lifecycle. Reforms span from registration and logistics support to insolvency resolution. This is transforming business practices, making it easier for entrepreneurs in India and globally.

BUSINESS REFORMS

Government has introduced major reforms to simplify business entry and formalisation processes in India are as under:

MCA SPICe+ Form

With the introduction of SPICe+ Form in 2020, the process of starting and formalising businesses became easier and more streamlined. The integrated web form offers 11 services from 3 Central Government ministries and departments. Services from 3 State Governments and the NCT of Delhi are also integrated into the platform. This has reduced procedures, time, and costs associated with starting a business. The form has consolidated 10 essential procedures, including:

- Incorporation,
- DIN Allotment,
- Issue of PAN,
- Issue of TAN,
- Issue of ESIC Registration,
- Issue of EPFO Registration,
- Issue of Profession Tax Registration (Maharashtra, Karnataka and West Bengal),
- Bank Account Opening,
- Allotment of GSTIN (If So, Applied For) and
- First-Time Registration of Shops and Establishment for all new companies getting incorporated in Delhi.

This efficient system, featuring real-time data validation facilitates on-screen filing also for smooth formation of companies.

MCA21 Version 3

MCA21 Project, a forward-looking, AI-driven initiative significantly enhances transparency in India's corporate landscape. The platform is used for end-to-end registry and incorporation related services of companies & limited liability partnerships

(LLPs). MCA21 Version 3 was launched in FY 2021-22 and integrates advanced features like e-Scrutiny, e-adjudication and e-consultation. It also includes Compliance Management System and MCA Lab.

From 2021 to 2025, a total of approximately 3.84 crore filings were made. Of these 3.33 crore filings were approved through Straight Through Process. This has reduced processing time, minimised manual intervention, and improved ease of compliance for businesses.

MSME -Udyam Registration Portal

To address procedural hurdles and simplify MSME registration, the Government introduced easier and technology-driven registration systems. Udyam Registration Portal was introduced in July 2020. It offers a free, paperless, and self-declaration-based system for MSMEs (Micro, Small and Medium Enterprises). MSME registrations on the Udyam Portal increased from 10.02 thousand in October 2020 to over 858 thousand by 5 June 2026.

National Single Window System (NSWS)

The NSWS is a single window digital platform which **guides in identifying and applying for approvals** according to the business requirements. It reduces approval timelines, secures document repositories, and enables faster query management. The system integrates approval processes across 32 Central Departments and 34 State Governments. It provides access to over 686 Central and 7,498 State approvals.

JAN VISHWAS ACT

The Jan Vishwas (Amendment of Provisions) Act, 2023

The Jan Vishwas (Amendment of Provisions) Act, 2023 decriminalised 183 provisions across 42 Acts, reducing criminal liability for minor and technical offences. This marked the first consolidated legislative effort to systematically remove criminal consequences for minor and procedural violations across multiple laws.

The Jan Vishwas (Amendment of Provisions) Act, 2026

Continuing these efforts, the Jan Vishwas (Amendment of Provisions) Act, 2026 came into effect on 7 April, 2026. It also advances a governance framework based on trust and proportionate regulation. The Act has led to:

- Decriminalization of 717 provisions
- Amendment of 784 provisions of 79 Central Acts administered by 23 Ministries

The Act rationalises more than 1000 offences, removing outdated and redundant provisions thereby improving the overall regulatory business environment.

Built on four pillars, the Jan Vishwas (Amendment of Provisions) Act, 2026 aims to create a regulatory environment that encourages compliance while making everyday interactions with the law simpler.

- *Warning before Punishment:* First-time and minor lapses are addressed through warnings rather than immediate penal es, providing citizens and businesses a fair opportunity to comply.
- *Proportionate Penalties:* Penal es are calibrated to the severity of the offence, ensuring fair, balanced, and just enforcement.
- *Faster and Fair Resolution*: Dedicated adjudicating officers and appellate authorities enable swift and transparent resolution, while reducing the burden on courts.
- *Dynamic Penalty Framework: Penal* es are subject to periodic revision, ensuring that enforcement remains effective, relevant, and responsive over me.

Key Legislative Changes made under the Jan Vishwas (Amendment of Provisions) Act, 2026 are as follows:

Apprentices Act, 1961

Under the Apprentices Act, 1961, where several offences related to procedural non-compliance are proposed to follow a three-stage enforcement mechanism advisory for the first contravention, warning for the second, and monetary penal es for repeated violations.

The Copyright Act, 1957

Under the Copyright Act, Section 67 has omitted which dealing with p**enalty for making false entries in Register of Copyright, etc., for producing or tendering false entries.**

The Patents Act, 1970

(*a*) In Chapter XX, for the Chapter heading "PENALTIES", the heading "PUNISHMENTS" shall be substituted.

(*b*) Section 118 dealing with contravention of secrecy provisions relating to certain invention, the following proviso shall be inserted, namely: ––

"Provided that in the case of contravention of section 39, if in the opinion of the Central Government the invention was not relevant for defence purpose or atomic energy at the time of such contravention, the provisions contained in this section shall not apply.".

(*c*) Section 119 dealing with falsification of Register etc has been omitted.

The Legal Metrology Act, 2009

a) **Under** the Legal Metrology Act, 2009 introduced "improvement notice" under this Act. If the Director, Controller or legal metrology officer has reasonable ground for believing that any person has failed to comply with any provision of the Act or rules or directions issued, wherever applicable, he may, by a improvement notice served on that person.

b) The term "Registration" is used instead of the term "Licence"

c) Compounding of offences provisions also amended.

The Real Estate (Regulation and Development) Act, 2016

Section 68 has been amended which deals with penalty for failure to comply with orders of Appellate Tribunal by allottee. It states that if any allottee, who fails to comply with, or contravenes any of the orders or directions of the Appellate Tribunal, as the case may be, he shall be liable to penalty, which may extend up to ten per cent. of the plot, apartment or building cost, as the case may be.

The Jan Vishwas (Amendment of Provisions) Act 2026 continues the Government's effort to modernise India's regulatory framework. By removing criminal penalties and introducing graded enforcement mechanisms, the Act makes laws more practical and proportionate.

INSOLVENCY AND BANKRUPTCY CODE (AMENDMENT) ACT, 2026

Before the introduction of the Insolvency and Bankruptcy Code, 2016, businesses relied on multiple legal frameworks for debt resolution and recovery. The fragmented system often made coordination complex and time-consuming. The **Code consolidated existing laws into a unified insolvency resolution framework.** It introduced creditor-driven and time-bound mechanism for resolving financial distress.

Subsequent amendments enhanced the role of creditors in decision-making and revised resolution timelines. They also introduced immunity provisions for corporate debtors and other measures to strengthen the insolvency resolution framework.

Since its enactment, the Insolvency and Bankruptcy Code, 2016 has significantly strengthened India's insolvency and credit ecosystem. The framework improved recovery mechanisms, strengthened creditor discipline and created a more structured resolution process for distressed entities.

Till March 2026, **8,987 CIRPs have been admitted** under the Code. **1,419 corporate debtors were resolved through approved resolution plans.** While several other cases were closed through settlements, appeals, reviews and withdrawals under section 12A. As of March 2026, **creditors realised approximately ₹4.32 lakh crore** through approved resolution plans under the IBC. **Recoveries exceeded 116.85 of liquidation value** and more than 94.56% of fair value.

Further, the **Insolvency and Bankruptcy Code (Amendment) Act, 2026 was enacted to strengthen procedural efficiency.** The Amendment Act of 2026 builds upon the Insolvency and Bankruptcy Code, 2016 after nearly a decade of implementation experience. It seeks to address procedural delays, litigation arising from legal ambiguities and operational challenges during insolvency resolution and liquidation proceedings.

Major Changes in the Amendment Act of 2026

Instead of introducing a new framework, the Amendment Act of 2026 addresses gaps that became visible over time in the principal act of 2016. The following major changes includes:

Making the Law Clearer and More Precise

Earlier: Certain terms and concepts under the Insolvency and Bankruptcy Code, 2016 were either undefined or open to interpretation. This often resulted in litigation and procedural delays during insolvency proceedings.

Now: The amendment provides specific definitions for terms such as “service provider”, “avoidance transaction” and “fraudulent or wrongful trading”. A “service provider” has been defined to include insolvency professionals, insolvency professional agencies, information utilities and other notified persons registered with the IBBI.

The law also clarifies the meaning of “security interest”. It states that a security interest will exist only where it arises through an agreement or arrangement between parties. Security interests created merely by operation of law have been excluded from the definition.

The amendment also defines “avoidance transactions”. These include transactions where creditors are unfairly preferred, assets are transferred below value, creditors are defrauded or unfair credit arrangements are created. “Fraudulent or wrongful trading” has also been separately defined under section 66 of the Principal Act.

Ensuring Faster Entry into Insolvency Process

Earlier: Although timelines existed for admitting insolvency applications, delays were frequent and often went unexplained. This weakened the time-bound nature of the Code.

Now: The Adjudicating Authority must decide applications within 14 days. If this timeline is not followed, reasons must be formally recorded. This introduces accountability into the system.

Bringing Discipline to Withdrawal of Cases

Earlier: Cases could be withdrawn even at advanced stages of the process. In some instances, this happened after significant time leading to wastage of effort already invested.

Now: Withdrawal is now restricted. It cannot occur before the CoC is constituted. It is also barred after resolution plans are invited. This prevents disruption at critical stages. The change brings stability and protects stakeholder interests throughout the process.

Strengthening the Moratorium Protection

Earlier: There were gaps in how the moratorium operated, particularly in cases involving guarantees. Creditors could sometimes initiate parallel actions through indirect routes.

Now: The amendment clarifies that the moratorium also applies to such situations. This ensures that guarantees cannot be used to bypass the insolvency process. The company undergoing resolution is given a more secure environment, free from parallel recovery proceedings.

Improving Process Efficiency and Access to Information

Earlier: Delays in appointing resolution professionals and lack of cooperation from key stakeholders often slowed down the process. In many cases, crucial information was not readily available.

Now: The amendment simplifies the appointment process for resolution professionals, reducing initial delays. It expands the obligation to cooperate, requiring employees, promoters, and other associated persons to assist throughout the process. With faster appointments and improved information access, the resolution process becomes more competent and less reliant on voluntary cooperation.

Advancing the Role of Creditors Across All Stages

Earlier: The CoCs played a central role during resolution, but its influence diminished significantly once the liquidation phase commenced. This led to a disconnect in decision-making across stages.

Now: The amendment extends the role of creditors into the liquidation stage. They are empowered to supervise the conduct of liquidation and even replace the liquidator where necessary. Creditors remain in control throughout the lifecycle of the insolvency process. This continuity improves oversight and ensures that decisions remain aligned with recovery objectives.

Ensuring Accountability for Past Transactions

Earlier: Transactions involving unfair transfers of assets, preferential treatment to certain creditors or fraudulent conduct were often examined separately from the main insolvency process. This created uncertainty regarding continuation of such proceedings after resolution or liquidation.

Now: The amendment clarifies that proceedings relating to avoidance transactions and fraudulent or wrongful trading can continue even after completion of the insolvency resolution or liquidation process.

The law also allows creditors, members or partners to approach the Adjudicating Authority if such transactions are not reported by the resolution professional or liquidator.

Expanding the Asset Base for Resolution

Earlier: The resolution process largely focused on the assets of the corporate debtor. This limits the recovery in cases where such assets were insufficient.

Now: The amendment allows assets of guarantors to be included in the resolution process, subject to approval by creditors and certain conditions. By widening the pool of assets, the chances of recovery improve, especially in complex financial structures involving guarantees.

Ensuring Fair Treatment of All Creditors

Earlier: Dissenting creditors often felt that resolution plans did not treat them fairly, leading to disputes and litigation.

Now: The law now clearly provides that dissenting creditor will receive at least the lower of the liquidation value or the amount receivable under the resolution plan if proceeds of such plan are distributed as per the priority waterfall under Section 53. This brings greater fairness and reduces conflicts, making resolution plans more acceptable to all parties.

Making Resolution Plans More Practical and Enforceable

Earlier: Even after approval, resolution plans faced challenges and issues related to licences, regulatory approvals, and past liabilities which created uncertainty.

Now: The amendment allows phased approval of plans, protects licences and regulatory permissions, and clarifies how past claims are treated. Resolution plans become more workable in real situations, increasing the likelihood of successful revival of businesses.

Providing Flexibility Before Liquidation

Earlier: Once the process moved towards liquidation, there was limited scope to reconsider resolution, even if new possibilities emerged.

Now: The amendment allows one-time restoration of the resolution process within defined timelines before liquidation is finalised. Viable businesses get an additional opportunity for revival, preventing premature liquidation.

Making Liquidation More Structured and Time-Bound

Earlier: Liquidation proceedings often lacked clear timelines and consistent oversight, leading to prolonged closure processes.

Now: The amendment introduces structured timelines, clearer roles, and improved supervision during liquidation. Even when resolution fails, the exit process becomes faster and more orderly.

Introducing a New Creditor-Led Insolvency Process

Earlier: All insolvency processes required formal admission by the adjudicating authority, which could add to delays at the initial stage.

Now: A new mechanism allows creditors to initiate insolvency directly, subject to defined approval thresholds and procedural safeguards. The process is also time-bound. This introduces flexibility and reduces dependency on formal admission stages, making the system more responsive

These reforms have strengthened India's insolvency framework by making resolution processes faster, and more predictable for businesses and creditors.

CONCLUSION

Over the past years, India has undertaken wide-ranging reforms to create a more transparent, and facilitation-driven business environment. These measures have simplified regulations, strengthened digital governance, improved market access, and reduced compliance burden across the business lifecycle. India's Ease of Doing Business framework today reflects the combined strength of digital infrastructure, policy reforms, and trust-based governance. Together, these reforms have strengthened investor confidence, promoted entrepreneurship, and enhanced India's position as a globally competitive business destination.

Source:

1. The Jan Vishwas (Amendment of Provisions) Act 2026 *(https://egazette.gov.in/(S(phjtmsjlv25bhwgkxlchcmrv))/default.aspx)*
2. *https://www.pib.gov.in/PressReleasePage.aspx?PRID=2269961&reg=48&lang=1*

3. *https://static.pib.gov.in/WriteReadData/specificdocs/documents/2026/apr/doc202644839301.pdf*

4. *https://www.dpiit.gov.in/ministry/about-us/details/Title=Ease-of-Doing-Business-(EODB)-ITMwETMtQWa*

5. *https://www.pib.gov.in/PressNoteDetails.aspx?NoteId=158704&ModuleId=3&reg=3&lang=1*

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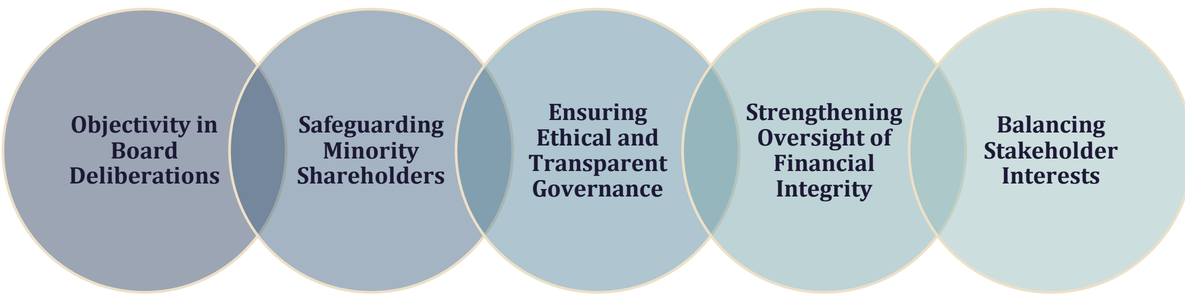
Independent Directors - A Comprehensive Overview*

Introduction and Conceptual Framework

Corporate governance in India has undergone a significant transformation in the last two decades, with independent directors emerging as the keystone of accountability and transparency. The Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 together provide a comprehensive framework for their appointment, role, and responsibilities. An independent director is essentially a non-executive member of the board who does not have any material or pecuniary relationship with the company, its promoters, or management. The rationale behind inclusion of independent directors is to observe:



The concept of independence is not merely symbolic; it is intended to insulate directors from conflicts of interest and undue influence. By mandating their presence, the legislature and regulator have sought to strengthen investor confidence and align Indian corporate practices with global governance standards.

Statutory Provisions under the Companies Act, 2013

Definition:

"Independent Director" means an independent director referred to in sub-section (6) of section 149 of the Companies Act, 2013. [Section 2(47)]

* *CS Bharati Lohchab, Executive (Academics), ICSI.*

Views expressed are the sole expression of the Author and may not express the views of the Institute.

Section 149(4) read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 provides following companies to have specified number of independent directors:

Class of Companies	**Minimum Number of Independent Directors**
All listed public companies	At least 1/3rd of total number of Directors or such other number as provided. (Any fraction contained in such one-third number shall be rounded off as one).
(i) Public companies having: a. with paid up capital of Rs.10 crore or more, or with turnover of Rs.100 crore or more, or b. with outstanding loans, debentures and deposits of Rs.50 crore or more	At least 2 independent Directors.

However, the following classes of unlisted public company shall not be covered under sub-rule as above:

(a) a joint venture;

(b) a wholly owned subsidiary; and

(c) a dormant company as defined under section 455 of the Act

In case a company covered under this rule is required to appoint higher number of independents directors due to composition of its audit committee and then they shall appoint such higher number of independent directors.

Further, if there is any intermittent vacancy of an independent director then it shall be filled up by the board of directors within 3 months from the date of such vacancy or not later than immediate next board meeting, whichever is later.

Term of an Independent Director: Subject to the provisions of Section 152, an independent director can be appointed for a term of up to five consecutive years on the Board. However, in case of his reappointment for further five year then special resolution passed in general meeting and disclosure of such appointment is made in the Board's report shall be required [Section 149(10)].

Further independent director can be considered for re-appointment (after two consecutive terms) only after expiration of three years of ceasing to become an independent director but he must not be appointed/associated with the company directly or indirectly in any other capacity during the said period of three years. Any tenure of an independent director on the date of commencement of this Act is not considered for the above term [Section 149(11)].

Section 150 introduces the concept of a databank maintained by the Indian Institute of Corporate Affairs, where eligible individuals must register. To ensure competence, a proficiency test has been mandated, although experienced professionals with certain qualifications are exempt.

SEBI (LODR) Regulations, 2015

While the Companies Act provides the statutory base, SEBI's (Listing Obligation and Disclosure Requirements) (LODR) Regulations, 2015, operationalize the role of independent directors in listed companies.

Regulation 16(1)(b) reiterates the definition of independence, closely mirroring Section 149(6). As per regulation, independent director means a non-executive director, other than a nominee director of the listed entity:

Integrity & Expertise	• Person of integrity with relevant experience.
Not a Promoter	• Neither promoter nor part of promoter group of the entity/associates.
No Relation	• Not related to promoters or directors of the entity/associates.
Cross-Board Independence	• Cannot be non-independent director in another company where entity's non-independent director is serving as independent director.
Age	• Must be at least 21 years.
Employment/Professional Restrictions	• Neither self nor relatives: • Held KMP/employee role in last 3 years (with limited exceptions), • Partner/proprietor in audit/CS/cost/legal/consulting firms with significant transactions, • Hold ≥2% voting power, • Head of NGO funded ≥25% by entity/promoters, • Material supplier, customer, lessor/lessee.
Relatives' Restrictions	• Relatives must not: • Hold >2% shares or >Rs.50 lakh value, • Be indebted beyond limits, • Give guarantees/security for debts, • Have pecuniary transactions >2% turnover/income.
No Pecuniary Link	• No material financial relationship except director's remuneration in last 3 years/current year.

Regulation 17 requires that at least half of the board of directors in listed entities be non-executive, with one-third being independent. Importantly, SEBI goes further by mandating that independent director chair critical committees such as the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, and Risk Management Committee.

Regulation 25 governs tenure and reappointment, echoing the Companies Act's provisions but adding that any extension beyond two terms requires special resolution by shareholders. SEBI also emphasizes disclosure obligations, requiring companies to publish detailed profiles of independent directors, their skills, and committee memberships in annual reports and on company websites. This transparency ensures that shareholders can assess the suitability and independence of these directors.

Comparative Framework:

Aspect	Companies Act, 2013	SEBI LODR, 2015
Definition	Section 149(6)	Regulation 16(1)(b)
Applicability	Listed public companies, certain unlisted public companies	All listed entities
Board Composition	1/3rd IDs	1/3rd IDs; 50% non-executive
Tenure	5 years upto 2 terms	5 years upto 2 terms
Databank Requirement	Mandatory registration & test	Not separately mandated
Committee Roles	Advisory	Mandatory chairing of Audit, NRC, etc.

Roles, Duties, and Liability

Independent directors are entrusted with multifaceted responsibilities. They are expected to provide strategic guidance, evaluate performance, and ensure the integrity of financial reporting. Their role in protecting minority shareholders is particularly critical in India, where promoter dominance is common. By chairing audit and remuneration committees, they influence executive pay structures, oversee statutory audits, and monitor risk management practices.

Section 149(12) of the Companies Act limits their liability to acts of omission or commission that occur with their knowledge, consent, or lack of due diligence. This provision recognizes that independent directors are not involved in day-to-day management but ensures accountability where negligence or complicity is evident.

Failures and Accountability of Independent Directors in Landmark Corporate Scandals

Satyam Scam (2009)

The Satyam Computer Services scam exposed massive financial fraud, where accounts were manipulated to show inflated profits and assets. Independent Directors on the board were criticized for failing to detect irregularities despite their statutory role in overseeing financial integrity. Independent Directors inability to question management disclosures highlighted the danger of passive oversight. This case became a turning point, leading to stricter provisions in the Companies Act, 2013 and SEBI (LODR) Regulations, emphasizing audit committee responsibilities, and accountability of Independent Directors.

IL&FS Crisis (2018)

Infrastructure Leasing & Financial Services (IL&FS) collapsed under unsustainable debt, shaking investor confidence. Independent Directors were accused of not exercising adequate due diligence in monitoring the company's financial health and risk exposure. Regulators stressed that Independent Directors cannot remain symbolic figures; they must actively engage in financial oversight, risk management, and questioning of management practices. The crisis reinforced the principle that independence must be coupled with professional skepticism and proactive intervention.

Contemporary Challenges and Conclusion

Despite the robust framework, independent directors face several challenges. The sources of qualified professionals remains limited, leading to concerns of "over-boarding," where the same individuals serve on multiple boards. Questions of true independence also arise when directors are appointed through promoter influence or social networks. Moreover, the expectation that independent directors will act as watchdogs is sometimes at odds with the collegial nature of board functioning. Balancing independence with constructive participation remains a delicate task.

Nevertheless, independent directors are indispensable to India's corporate governance ecosystem. The Companies Act, 2013 provides the statutory framework, while SEBI (LODR) Regulations, 2015 ensures practical enforcement in listed companies. Together, they create a framework that promotes transparency, accountability, and investor protection. As corporate India integrates more deeply with global markets, the role of independent directors will continue to evolve, demanding greater professionalism, Articles

ethical commitment, and proactive oversight. Their presence is not merely a legal requirement but a moral imperative to ensure that companies act responsibly in the interests of all stakeholders.

References:

1. *https://e-book.icsi.edu/Default.aspx?page=main*
2. *https://www.sebi.gov.in/web/?file=https://www.sebi.gov.in/sebi_data/attachdocs/apr-2026/1777351317428.pdf#page=1&zoom=page-width,-15,842*
3. *https://www.icsi.edu/media/webmodules/GN8_Guidance_Note_on_Independent_Directors.pdf*
4. *https://www.icsi.edu/media/webmodules/CSJ/Dec2025/21.pdf*

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SCS Quiz

SCS QUIZ JUNE 2026

In India, only half of its annual plastic waste production is being processed through formal waste management systems. The remainder often ends up in landfills, rivers, lakes, and other natural ecosystems, causing significant environmental degradation and posing serious risks to biodiversity, public health, and sustainable development.

To address this growing challenge, the Ministry of Environment, Forest and Climate Change (the ministry) notified the Plastic Waste Management Rules, 2016 (PWM Rules) and further issued the guidelines on Extended Producer Responsibility (EPR) for plastic packaging. The Rules require the plastic waste generators to reduce waste generation, prevent littering, segregate plastic waste at source, store waste appropriately, and hand over segregated waste. The framework for implementation of EPR, provides the roles and responsibilities of producers, importers, brand owners, recyclers, waste processors, etc. Under the EPR framework, PIBOs are responsible for ensuring the collection, recycling, reuse, or end-of-life disposal of plastic packaging introduced into the market.

In order to enhance compliance and improve accountability, the Central Pollution Control Board (CPCB) has undertaken enforcement measures by issuing show-cause notices to unregistered PIBOs. This proactive regulatory action aims to ensure mandatory registration under the EPR framework, promote adherence to the PWM Rules, and strengthen the implementation of environmentally sound plastic waste management practices across the country.

In the above context, answer the following:

i. Which entities are the Obligated Entities under the EPR framework?

ii. What categories of Plastic packaging are covered under EPR?

iii. Elaborate on the role of Producers, Importers & Brand-Owners and Plastic Waste Processors as provided in the EPR guidelines.

Interested students can submit their answer to the quiz at academics@icsi.edu on or before July 10, 2026 with the subject line "Quiz June 2026 –SCS". Writing subject line while sending answers is mandatory. The contents of the answers are subject to plagiarism check. Student should also mention their Full Name, Registration No, Contact Details with while submitting the answer to the Quiz. The contents of the answers are subject to plagiarism check. The contents copied from the public source will be rejected. The best three answers provided by the students will be awarded as under: • First Prize - Rs. 3,000/- • Second Prize - Rs. 2,000/- •Third Prize - Rs.1, 000/- If there are more than one best/comparable answers then the names will be selected through draw of lots. The names of the winners will be published in the following month Student Company Secretary e-Journal.

Winners of the "SCS-Quiz May, 2026"

Sl. No.	*Name*	*Registration No.*	*Position*
1	Kadiam Sai Sree Thanmayi	340962581/05/2023	First
2	Sasidharan Thulika	320031876/10/2012	Second
3	Kratika Sharma	241285130/01/2025	Third

The Winners are decided on the basis of the factors including clarity of the answer, correctness of answer, reference to the applicable provisions, correct mention of the manner i.e. the form and time limits, presentation of the answer, etc.

Answer SCS -Quiz May 2026[1]

1. ***Discuss the attributes of Deep Tech Startups.***

A 'Deep Tech Startup' means a 'Startup' that has the following attributes:

i. It is working on producing a solution based on new knowledge/advancements within a scientific or engineering discipline or multiple disciplines, which is yet to be developed or is in the process of being developed;

ii. It has a high percentage of expenditure on research and development (R&D) activities as a percentage of revenue/funding;

iii. It owns or is in the process of creating significant novel intellectual property (IP) and taking steps to commercialize the same; and

iv. It is facing extended development timelines, long gestation periods, high capital and infrastructure requirements, and carrying large technical or scientific uncertainty.

Provided that, for the purposes of this notification, a 'Deep Tech Startup' shall be deemed to be a 'Startup', and references to a 'Startup' shall include a 'Deep Tech Startup', unless otherwise stated.

Provided further that, the determination of whether an entity satisfies the attributes of a 'Deep Tech Startup' shall be made in accordance with such framework, parameters, and guidelines as may be issued by the Department, and based on the documents and information furnished by the applicant in the manner specified by the Department.

A new sub-category of "Deep Tech Startup" has been introduced for entities working on cutting-edge and breakthrough technologies. The core attributes of Deep Tech Startups have been finalised through consultations with line Ministries, Departments and ecosystem stakeholders to ensure clarity, consistency and objective identification. In recognition of the long gestation periods, high research and development intensity, and capital-intensive nature of deep technology enterprises, the eligibility criteria for this category have been expanded, with the age limit extended from 10 years to 20 years from the date of incorporation or registration, and the turnover limit enhanced to ₹300 crore.

[1] Indicative only

2. *Discuss the Process of Recognition of an Eligible Entity as Startup.*

(1) An entity shall make the application specified on the portal set-up by DPIIT. The application shall be accompanied by:

(a) a copy of Certificate of Incorporation or Registration, as the case may be, and

(b) a write-up about the nature of business highlighting how it is working towards innovation, development or improvement of products or processes or services, or its scalability in terms of employment generation or wealth creation.

(c) in the case of entities applying to be recognised as 'Deep Tech Startup', the entity must provide documents and information as may be specified in the online application portal which demonstrate that the entity meets the attributes specified under point (n) under the 'Explanation' section of this notification.

(2) The DPIIT may, after calling for such documents or information and making such enquiries, as it may deem fit:

(a) recognise the eligible entity as 'Startup', including as a 'Deep Tech Startup' as applicable; or

(b) reject the application by providing reasons.

(3) A Startup, including a Deep Tech Startup being a private limited company or limited liability partnership, which fulfils the conditions specified in sub-clause (i) and sub-clause (ii) of the Explanation to section 80-IAC of the Act, may, for obtaining a certificate for the purposes of section 80-IAC of the Income-tax Act, 1961, make an application in **Form-1** along with documents specified therein to the Inter-Ministerial Board of Certification and the Inter-Ministerial Board of Certification may, after calling for such documents or information and making such enquires, as it may deem fit:

(a) grant the certificate referred to in sub-clause (c) of clause (ii) of the Explanation to section 80-IAC of the Act;

(b) or reject the application by providing reasons.

3. *Discuss briefly the Startup India Fund of Funds 2.0 Scheme of Government of India.*

Startup India Fund of Funds 2.0 is designed to take Indian innovation to the next level. The new fund will have a targeted, segmented funding approach to support:

(a) Deep tech and tech-driven innovative manufacturing: Prioritizing breakthroughs in high-tech areas that require patient, long-term capital.

(b) Empowering early-growth stage founders: Providing a safety net for new and innovative ideas, reducing early-stage failures caused by lack of funding.

(c) National reach: Encouraging investment beyond major metros so that, the innovation thrives in every corner of the country.

(d) Designed to address high-risk capital gaps: Directing greater capital to priority areas which are important for self-reliance and boosting economic growth.

(e) Strengthen India's domestic venture capital base, particularly smaller funds to further boost the domestic investment landscape.

Startup India Fund of Funds 2.0 is expected to play a critical role in advancing India's innovation-led growth agenda. By supporting startups that build globally competitive technologies, products, and solutions, the Fund will contribute to strengthening India's economic resilience, boosting manufacturing capabilities, generating high-quality jobs, and positioning India as a global innovation hub.

Aligned with the national vision of Viksit Bharat @ 2047, the Fund represents the Government's continued commitment to empowering entrepreneurs, fostering innovation, and unlocking the full potential of India's startup ecosystem.

How do I claim my prize?

The winners may claim their winning prize amount by sending the scanned copy of Student ID and his/her Bank Account details through email at academics@icsi.edu within 10 days of the declaration of result. Kindly also provide the details in below mentioned format:

Name of the Student:

Registration Number:

Student's Bank Account Number:

Name of the Bank:

Name of the Branch of the Bank:

IFSC of the Branch:

PAN, if Available:

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Concept Simplified

Understanding the Concept of Dormant Company

Meaning of Dormant Company :

A company is formed and registered for a future project or to hold an asset or intellectual property and has no significant accounting transaction, such company or an inactive company may make an application to the Registrar for obtaining the status of a dormant company.

Inactive Company means:

a) No business or operations carried on.

b) No significant accounting transaction in the last two financial years.

c) No filing of financial statements and annual returns in the last two financial years.

Significant Accounting Transaction excludes:

a) Payment of fees to the Registrar.

b) Payments made to comply with this Act or any other law.

c) Allotment of shares to meet requirements of this Act.

d) Payments for office and record maintenance.

Obtaining Dormant Status of a Company

Form MSC-1:

Suo-Moto Application

A company may after meeting criteria as specified in section 455 read with Rule 3 of Companies (Miscellaneous) Rules, 2014, apply to ROC for seeking the status of Dormant Company.

Form MSC-2:

Issue of Dormant Company Status Certificate:

On being satisfied with the merits of the application, the ROC shall issue a certificate in for confirming the application and allowing the status of a dormant company to the applicant.

Dormant by ROC

a) If a company fails to file financial statements or annual returns for two consecutive financial years, the ROC will issue a notice to the company.

b) The ROC will then enter the company's name in the register maintained for Dormant Companies.

c) If the company continues as a Dormant Company for five consecutive years, the Registrar shall initiate the process of striking off its name from the register.

Form MSC-3:

Filing of Return of Dormant

Filing of Return of Dormant Company in Form MSC-3 within 30 days from the end of each financial year.

Obtaining Active Status of a Dormant Company

Form MSC-4:

Application for seeking Active Status of Company

This application should be made before the end of five consecutive years from the date the company became dormant as per Section 455 read with Rule 8 of the Companies (Miscellaneous) Rules, 2014

Form MSC-5:

Certificate for active company

The ROC after considering the application filed for obtaining the status of the active company from dormant company shall issue a certificate allowing the status of an active company to the applicant.

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Case Snippets

COMPANY LAW & PRACTICE

Case Title	*Judgment / Conclusion*
In Re Ver Se Innovation Private Limited *ROC Bangalore* *Order ID: PO/ADJ/03-2026/BL/01723* *Dated: 09/03/2026*	**Violation of Section 173 of the Companies Act, 2013** **Facts of the Case:** In this matter the company has filed a suo-motu adjudication application on for violation of section 173(1) of the Companies Act, wherein it has been submitted that the company failed to convene its board meeting for the 2024-25 within the prescribed interval of 120 days. ***Provisions:*** *Section 173 of the Companies Act, 2013* *"(1) Every company shall hold the first meeting of the Board of Directors within thirty days of the date of its incorporation and thereafter hold a minimum number of four meetings of its Board of Directors every year in such a manner that not more than one hundred and twenty days shall intervene between two consecutive meetings of the Board……"* *Section 450 of the Companies Act, 2013* *"If a company or any officer of a company or any other person contravenes any of the provisions of this Act or the rules made thereunder, or any condition, limitation or restriction subject to which any approval, sanction, consent, confirmation, recognition, direction or exemption in relation to any matter has been accorded, given or granted, and for which no penalty or punishment is provided elsewhere in this Act, the company and every officer of the company who is in default or such other person shall be liable to a penalty of ten thousand rupees, and in case of continuing contravention, with a further penalty of one thousand rupees for each day after the first during which the contravention continues, subject to a maximum of two lakh rupees in case of a company and fifty thousand rupees in case of an officer who is in default or any other person."* Thus, the company has violated the provisions of section 173(1) of the Act, rendering the company and its officers in default liable for penalty under section 450 of the Act. **Order:** The Adjudicating Officer has checked records of the company and found that the it does not fall under the definition of small company as per the provisions of section 2(85) of the Companies

	Act, 2013. Therefore, the provision of imposing lesser penalty as per the section 446B of the Act shall not be applicable in the case. Pursuant to the adjudication application filed by the company, show cause notice was issued to the company and its officers in default, the company and officer in default have accepted the penalty. The Adjudicating Authority imposed a penalty of Rs1, 03,000 upon the company and Rs. 50,000 each upon two of the directors. *For details:* *https://www.mca.gov.in/bin/dms/getdocument?mds=uliV%252F%252Bchb569DwbgP6LLOg%253D%253D&type=open*

CAPITAL MARKET AND SECURITIES LAWS

Case Title	*Judgment / Conclusion*
New Delhi Television Limited *Securities and Exchange Board of India (SEBI)* *May 29, 2026*	**SEBI disposed of adjudication proceedings against NDTV without penalty, holding that since VCPL never acquired control over NDTV, no disclosure obligation under LODR Regulations ever arose** **Facts of the Case:** NDTV is a company listed on the BSE and NSE. SEBI, vide order dated June 26, 2018, inter alia, concluded that Vishvapradhan Commercial Private Limited ("VCPL") had indirectly acquired control in New Delhi Television Limited ("NDTV/ Noticee"), by entering into a loan agreement and the call option agreement on July 21, 2009 with the promoters of NDTV and thereafter, directed VCPL to make public announcement to acquire shares of NDTV in accordance with the provisions of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 ("Takeover Regulations") within a period of 45 days from the date of the said order. Thereafter, SEBI received a representation dated July 30, 2018 on behalf of Quantum Securities Pvt. Ltd., a shareholder of NDTV ('complainant'), alleging violations of various securities laws by the promoters of NDTV. In view of the chronology of issues stated in the representation dated July 30, 2018 by the complainant, SEBI conducted an investigation for the period from October 14, 2008 to September 30, 2010. One of the issue raised by the complainant was that "…Under the Order, it is clear that the control of the Company was taken over by VCPL and NDTV was mandatorily required to disclose the same to the Stock Exchanges, acquisitions of Company being a material event under clause 36 of the Listing Agreement. However, neither the Promoters nor the Company has disclosed the same to the Stock Exchanges. In fact, they continue to hide the fact as stated in the disclosure made on July 02, 2018…" In view of the above, it was alleged that by not disclosing the above fact to the stock exchanges, the Noticee had violated the provisions of regulation 30(1), 30(3), 30(4) and 30(6) read with clause 8 of Para B of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and clause 8 of Para B of Annexure-I to the SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015.

	SEBI Order: SEBI noted that the existence of a change in control was sine qua non for the disclosure obligation to arise under LODR Regulations in the present case. Since Hon'ble SAT determined that VCPL never possessed the rights or power to manage or dictate the policies of the Noticee, VCPL cannot be retroactively classified as a "ultimate person in control" in terms of LODR Regulations read with the SEBI Circular dated September 09, 2015. In this regard, it is pertinent to note that the statutory obligation to disclose regulatory actions under LODR Regulations read with SEBI Circular dated September 09, 2015 is strictly contingent upon the legal status of the parties involved. A listed entity is mandated to notify the stock exchanges of significant litigation or regulatory orders only when such actions involve the entity itself, its promoters, its Key Management Personnel (KMP), or, crucially, the ultimate person in control. The allegation in the Show Cause Notice rested on the premise that the 2018 SEBI Order established VCPL as the entity in indirect control of the Noticee, thereby triggering a mandatory disclosure under LODR Regulations. As noted above, Hon'ble SAT subsequently quashed the 2018 SEBI Order and explicitly ruled that the 2009 Loan Agreement did not constitute an acquisition of control, direct or indirect. Therefore, the very foundation of the disclosure requirement has been undermined. Accordingly, SEBI is of the opinion that in the absence of a legally recognized change in control, the disclosure mandates of the LODR Regulation read with SEBI Circular dated September 09, 2015 does not arise. In view of findings noted in the preceding paragraphs, SEBI disposed of the adjudication proceedings initiated against the Noticee (New Delhi Television Limited) without imposition of any monetary penalty. *For details: https://www.sebi.gov.in/enforcement/orders/may-2026/adjudication-order-in-the-matter-of-new-delhi-television-limited_101705.html*

Shubhlaxmi Jewel Art Limited *Securities and Exchange Board of India (SEBI)* *May 21, 2026*	**SEBI penalized promoter and promoter group for violating Regulation 3(2) of SAST Regulations, 2011, by failing to make an open offer** **Facts of the Case:** On November 02, 2021, the Board of Directors of the Shubhlaxmi Jewel Art Limited ("the Target Company") approved allotment of 23,00,000 convertible Warrants on a preferential basis, of which 18,00,000 warrants were intended to be allotted to promoter of the Company (Noticee 1) and 5,00,000 warrants were intended to be allotted to non-promoter allottees. On May 08, 2023, the Board of Directors approved allotment of 18,00,000 equity shares to Noticee 1. As per the shareholding pattern submitted by the Target Company to the Exchanges, Noticee 1 was the promoter and Noticees 2 to 8 were part of the promoter group, therefore, in terms of Regulation 2(1)(q) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SAST Regulations"), Noticees 1 to 8 were deemed to be PACs. Pursuant to allotment of 18,00,000 equity shares to the PACs, the shareholding of promoter / PACs increased by more than 5%, thus triggering the requirement of open offer in terms of Regulation 3(2) of SAST Regulations. However, as no open offer was made by the Noticees, it was alleged that they had violated the provisions of Regulation 3(2) of the SAST Regulations. **SEBI Order:** The Noticees' submissions that the preferential allotment was made to rescue the target company and public shareholders were benefitted by the preferential allotment of warrants to Noticee 1, are not relevant, as the provisions of Regulation 3(2) of SAST Regulations mandate making an open offer before acquiring more than 5% of equity shares or voting rights in a target company in a financial year, while 25% or more equity shares or voting rights are already held by the Acquirer (Noticee 1), along with PACs. Having considered all the facts and circumstances of the case, the material available on record, and the factors mentioned in Section 15J of the SEBI Act, and in exercise of power conferred u/s 15-I of the SEBI Act r/w Rule 5 of the SEBI Adjudication Rules, SEBI imposed the penalty of Rs. 10,00,000/- to be paid jointly and severally by Noticees 1 to 8. *For details: https://www.sebi.gov.in/enforcement/orders/may-2026/adjudication-order-in-the-matter-of-shubhlaxmi-jewel-art-limited_101552.html*

SETTING UP OF BUSINESS, INDUSTRIAL & LABOUR LAWS

<table>
<tr><th>Case Title</th><th>Judgment / Conclusion</th></tr>
<tr><td>Lokendra Kumar Tiwari (Appellants)

Vs.

Union of India and Others (Respondents)

SUPREME COURT OF INDIA

CIVIL APPELLATE JURISDICTION

Civil Appeal No(S). 5307 Of 2024

May 13, 2026</td><td>Denying a regular appointment against an advertisement meant for regular vacancies was patently illegal and unconstitutional

Facts of the Case:

IIIT-Allahabad issued an advertisement for regular faculty posts. The appellant, fully qualified, applied for Assistant Professor. The Appellant was invited for the interview and thereafter a letter of appointment was issued to the Appellant as Assistant Professor on a contract basis for a period of 12 months. Despite being eligible, he was appointed only on a contractual basis, while others received regular appointments. No reasons were recorded for this differential treatment.

Litigation History:

• Cancellation of appointments in 2014 led to writ petitions.
• High Court (2015) directed reconsideration.
• On remand, the Institute reiterated contractual appointment for the appellant (2017).
• Writ Petition (2018) and subsequent appeals were dismissed by the High Court, holding that acceptance of contractual terms barred challenge.

Consequently, the appellant argued discrimination and violation of Articles 14 & 16 of the Constitution of India, as the advertisement was for regular posts only.

Decision:

The Honorable Supreme Court held that denying a regular appointment against an advertisement meant for regular vacancies was patently illegal and unconstitutional. The Court observed that the appellant was equally qualified and selected through the same process as others, yet arbitrarily placed on a contract.

Relief Granted:

• Appellant entitled to regular appointment as Assistant Professor at IIIT-Allahabad.
• Continuity of service allowed, but no financial benefits for the intervening period.</td></tr>
</table>

	• He will be placed last in seniority among Assistant Professors appointed on 06.04.2013. All impugned judgments set aside; Respondent directed to issue appointment order within four weeks. *For details: https://api.sci.gov.in/supremecourt/2023/3146/3146_2023_9_1501_71069_Judgement_13-May-2026.pdf*

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Subject Specific Updates

COMPANY LAW & PRACTICE

- **Procedure for Transfer of Membership Interest in a Company without Share Capital (May 08, 2026)**

  The Ministry of Corporate Affairs has issued a clarification on the procedure for transfer of membership interest in companies without share capital, presented in a question and answer format as follows:

  Question: What procedure is to be followed in case of transfer of interest of a member in a company not having share capital?

  Answer:

  Section 56 of the Companies Act, 2013 provides that a proper instrument of transfer is required to be executed in case of transfer of the interest of a member in case of a company having no share capital. Such instrument is required to be executed by or on behalf of the transferor and the transferee and must be delivered to the company in terms of the said provision.

  Rule 11 of the Companies (Share Capital and Debentures) Rules, 2014 provides that form SH-4 shall be the format for transfer of securities held in the physical form. Rule 11(2) of the said rules clarifies that the same form is also required to be used in case of transfer of interest of a member in a company not having Share capital. The said provision clarifies that the reference to securities shall be read as reference to "interest of the member of the company".

  Accordingly, stakeholders are advised to use form SH-4 for transfer of interest of member in case of a company limited with guarantee in terms of rule 11(2).

  For details: https://www.mca.gov.in/bin/dms/getdocument?mds=9LG8Jaei95YsmyZ9XZ3eCw%253D%253D&type=open

- **The Companies (Corporate Social Responsibility Policy) Amendment Rules, 2026 (May 29, 2026)**

  The Ministry of Corporate Affairs has widened the ambit of Schedule VII by introducing a new item no. (xiii) i.e. "Subscription to zero coupon zero principal instruments on Social Stock Exchange."

  Ministry of Corporate Affairs (MCA) has facilitated Corporate Social Responsibility (CSR) through Zero Coupon Zero Principal Instrument by expanding the scope of Schedule VII of the Companies Act, 2013. Further, in order to facilitate the implementation of CSR through Zero Coupon Zero Principal Instrument, amendment in the CSR Policy Rules, 2014 has been made wherein definition of 'Not for Profit Organization' and 'Zero Coupon Zero Principal Instrument' has been introduced in Rule 2 and the criteria for Corporate Social Responsibility implementation through zero coupon zero principal instrument has been enumerated in Rule 4A.

  This amendment is aimed at providing significant ease of compliance to the companies and will also help Not for Profit Organisations (NPOs), to raise funding for public welfare projects in a transparent and regulated manner. These Not for Profit Organisations (NPOs) will be able to issue Zero Coupon Zero Principal Instrument on the Social Stock Exchange (SSE) in accordance with the Securities and Exchange Board of India's Regulations.

Expenditure incurred by the CSR mandated companies for such instrument shall not exceed ten percent of the total Corporate Social Responsibility expenditure for that financial year.

The legal framework for Corporate Social Responsibility (CSR) has been provided under Section 135 of the Companies Act, 2013 ('Act'), Schedule VII of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014. Schedule VII of the Act, enumerates the activities that can be undertaken as CSR, which are aligned with national priorities to promote inclusive and sustainable development.

Links:

1. *https://www.pib.gov.in/PressReleasePage.aspx?PRID=2266792&reg=3&lang=1*
2. *https://www.mca.gov.in/bin/dms/getdocument?mds=uVuliv0Uu%252BB9uZpsyUH8Eg%253D%253D&type=open*
3. *https://www.mca.gov.in/bin/dms/getdocument?mds=xzeqwefP%252FSW%252Fvr%252B8Y%252FNHKw%253D%253D&type=open*

CAPITAL MARKET AND SECURITIES LAWS

- **Ease of doing investments - Modified Norms for Nomination in Demat Accounts and Mutual Fund Folios (Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/ CIR/ 2026/ 12676 dated May 29, 2026)**

  SEBI has modified the norms for nomination in demat accounts and mutual fund folios to enhance the ease of investor on-boarding and ease the nomination process as under:

  - **Default choice of nomination:** For all single accounts / folios opened on or after the date of implementation of this Circular, the investor must provide nomination, unless declaration form for 'opt-out' is submitted as per format mentioned in the Circular. Nomination will be optional for jointly held demat account/ folios.
  - **Number of nominees:** Investors can provide up to 3 nominees.
  - **Mode of providing Nomination:** The regulated entities shall make the nomination form available to the investors as per the format provided in Annexure-A to this circular.
  - **Information to be captured in nomination form:** Under mandatory information category, name of nominee and the nature of relationship of the nominee with the investor. Date of birth is mandatory, in case the nominee is a minor.
  - **Opt-out of nomination:** Investors may opt-out of nomination by filling up the declaration form for 'opt-out' as per format provided in Annexure-B to this circular.
  - **Changes or cancellation of nomination:** Investors can provide, changes or cancel nominations any number of times.

  This circular shall come into effect from September 01, 2026.

  For details:
  https://www.sebi.gov.in/legal/circulars/may-2026/ease-of-doing-investments-modified-norms-for-nomination-in-demat-accounts-and-mutual-fund-folios_101703.html

- **Master Circular on Surveillance of Securities Market (Circular No. HO/ 43/ 15/ 12(3)2025-ISD-POD2/I/11734/2026 dated May 15, 2026)**

  In order to enable the market stakeholders to have access to all applicable circulars pertaining to surveillance of securities market at one place, the Master Circular dated September 23, 2024, on the subject, is being further updated to incorporate the provisions of the following circulars:

  a. "Framework of "Financial Disincentives for Surveillance Related Lapses" at Market Infrastructure Institutions" dated June 06, 2024 with reference number SEBI/HO/ISD/ISDPoD-1/P/CIR/2024/73

  b. "Allowing subscription to the issue of Non-Convertible Securities during trading window closure period" dated December 30, 2024 with reference number SEBI/HO/ISD/ISD-PoD-2/P/CIR/2024/180

  c. "Trading Window closure period under Clause 4 of Schedule B read with Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 – Extension of automated implementation of trading window closure to

Immediate Relatives of Designated Persons, on account of declaration of financial results" dated April 21, 2025 with reference number SEBI/HO/ISD/ISD-PoD2/P/CIR/2025/55.

With the issuance of this Master Circular, all directions or instructions contained in the Circulars listed out in the Appendix to this Master Circular shall stand rescinded to the extent they relate to Surveillance of Securities Market.

For details:
https://www.sebi.gov.in/legal/master-circulars/may-2026/master-circular-on-surveillance-of-securities-market_101473.html

SETTING UP OF BUSINESS, INDUSTRIAL & LABOUR LAWS

- **Notifications under the Code on Social Security, 2020 (May 29, 2026)**

  Ministry of Labour and Employment has issued various notifications under the Code on Social Security, 2020 on May 29, 2026. The notifications inter-alia covers explanations/clarifications to various provisions of the Code such as:

  a) Section 2(89) regarding wage ceiling: the Central Government notified rupees fifteen thousand (₹15,000) per month as the wage ceiling for the purposes of Chapter III of the Code.

  c) Section 136(1) regarding offences: the Central Government authorised Inspector-cum Facilitators to be appointed under section 122 of the Code for filing complaint in relation to establishments to which Chapter III of the Code.

  d) Under Section 128, authorisation of officers to levy on and recover from the employers by way of damages

  e) Section 127 regarding simple interest

  f) Section 122(1) and (3) regarding inspector cum facilitators

  For details:
  https://egazette.gov.in/(S(bz42cyajy2nnwqnyfeh0p1cc))/RecentUploads.aspx?Category=6

- **Ministry of MSME's TEAM Initiative Empowering Small Businesses across India through Digital Commerce Enablement (May 19, 2026)**

  The Ministry of Micro, Small and Medium Enterprises (MSME) is accelerating the digital transformation of India's smallest businesses through the Trade Enablement and Access to Market (TEAM) Initiative — a transformative sub-scheme under the World Bank-supported Raising and Accelerating MSME Performance (RAMP) Programme.

  Implemented by the National Small Industries Corporation, the TEAM Initiative aims to provide end-to-end e-commerce support to Micro and Small Enterprises (MSEs), enabling them to participate effectively in digital commerce ecosystems through the Open Network for Digital Commerce (ONDC).

  For details:
  https://www.pib.gov.in/PressReleasePage.aspx?PRID=2262948&reg=3&lang=1

- **Notifications under the Occupational Safety, Health and Working Conditions Code, 2020 (May 19, 2026)**

  The Ministry of Labour and Employment, has issued various notifications dated May 19, 2026, inter-alia covering below mentioned information:

  - The Central Government appointed the officers to be the Inspector-cum-facilitator for the purpose of the Code within the local limits of their jurisdiction in a tabulated format.

  - Central Government notified for general information that the Directorate General of Factory Advice Service and Labour Institutes shall be known as the Directorate General Occupational Safety and Health.

- Central Government notified the officers who shall be the officer for composition of offences in case of mines within the limits of their respective jurisdiction in a tabulated format.
- Further various other notifications are issued pertaining to viz. appointment of Chief Inspector cum Facilitator in case of CLC; appointment of Inspector cum Facilitator of mines; Appellate Authority in case of major ports; officer to impose penalty in case of CLC etc.

For details:

https://egazette.gov.in/(S(f3jlemckiadlh52vza2m5ty5))/ViewPDF.aspx

https://egazette.gov.in/(S(f3jlemckiadlh52vza2m5ty5))/ViewPDF.aspx

https://egazette.gov.in/(S(f3jlemckiadlh52vza2m5ty5))/ViewPDF.aspx

- **Notifications under the Code on Wages, 2019 (May 14, 2026)**

  The Ministry of Labour and Employment, through issuing Notifications dated May 14, 2026, has declared that:

  i) in exercise of the powers under section 31(3) of the Code on Wages, 2019, the Central Government notified the officers mentioned in Table to be the authorities to call upon the employer to produce the balance sheet before it, from his establishment, in relation to which the Central Government is the appropriate Government, situated within the jurisdictional area specified, respectively.

  For details: https://egazette.gov.in/(S(xdoqm0xlcvll4vqwdk1tbaef))/ViewPDF.aspx

  ii) in exercise of the powers under section {39(1) Time limit for payment of bonus} of the Code on Wages, 2019, the Central Government notified the Chief Labour Commissioner (Central) for whole of India, to be the authority to exercise the powers conferred on them by the proviso, in relation to which the Central Government is the appropriate Government.

  For details: https://egazette.gov.in/(S(xdoqm0xlcvll4vqwdk1tbaef))/ViewPDF.aspx

  iii) in exercise of the powers under section 53 of the Code on Wages, 2019, the Central Government appointed the officers mentioned in Table for the purpose of holding enquiry and to impose the penalty as he may think fit, in relation to the establishment for which Central Government is the appropriate government, situated within the jurisdictional area specified, respectively.

  For details: https://egazette.gov.in/(S(xdoqm0xlcvll4vqwdk1tbaef))/ViewPDF.aspx

  iv) in exercise of the powers under section 56(1) of the Code on Wages, 2019, the Central Government specified the officers mentioned in Table to compound the offences punishable with imprisonment only, or with imprisonment and also with fine under the said section, in relation to which the Central Government is the appropriate Government, within the respective jurisdiction as specified.

  For details: https://egazette.gov.in/(S(xdoqm0xlcvll4vqwdk1tbaef))/ViewPDF.aspx

- **Notifications under the Code on Social Security, 2020 (May 14, 2026)**

  1. The Ministry of Labour and Employment, through Notification dated May 14, 2026, has declared that, in exercise of the powers under section 2(16) of the Code on Social

Security, 2020, the Central Government designated officers along with areas as specified against in relation to all establishments for which the Central Government is the appropriate Government in a tabulated format.

For details: https://egazette.gov.in/(S(xdoqm0xlcvll4vqwdk1tbaef))/ViewPDF.aspx

2. Further, the Ministry of Labour and Employment, has declared that, in exercise of the powers under Section 136(2) of the Code on Social Security, 2020, the Central Government designated the following officers as authorities empowered to sanction prosecution of offences relating to Chapters V and VI of the said Code, in respect of establishments where the Central Government is the appropriate Government under clause (a) of sub section (3) of Section 2:

   (a) Chief Labour Commissioner (Central)

   (b) Additional Chief Labour Commissioner (Central).

   For details: https://egazette.gov.in/(S(sskw0mby0cuqm2d5hpuc4pya))/ViewPDF.aspx

- **Ministry of Labour and Employment notified Rules on Labour Codes (May 08, 2026)**

The Ministry of Labour and Employment vide issuing gazette notifications G.S.R. 342; 343; 344 and 345 dated May 08, 2026 has issued the rules on Labour Codes, following are the central rules which came into force on the date of their publication in the Official Gazette:

i) the Code on Wages (Central) Rules, 2026;

ii) the Social Security (Central) Rules, 2026;

iii) the Occupational Safety, Health and Working Conditions (Central) Rules, 2026; and

iv) the Industrial Relations (Central) Rules, 2026.

For details:
https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx
https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx

- **The Code on Wages (Central) Rules, 2026 (May 08, 2026)**

The Ministry of Labour and Employment vide issuing notification G.S.R. 343(E) dated May 08, 2026 has issued the Code on Wages (Central) Rules, 2026, which has come into force on the date of their publication in the Official Gazette. The Code on Wages, 2019 to be read with these Rules. The Rules inter-alia consist below mentioned provisions:

i) Rule 2-Definitions of various terms viz. electronically; highly skilled occupation; semi-skilled occupation; skilled occupation; unskilled occupation etc.

ii) Chapter II consisting provisions relating to Manner of calculating minimum rate of wages; Weekly day of rest etc.

iii) Chapter IV consisting provisions relating to Payment of wages to contractual employee; Payment of wages for less than normal working day; Authority for approving acts and omissions; Manner of exhibiting notice specifying acts and omissions; Procedure for imposing fines etc.

Subject Specific Updates

iv) Chapter V consisting provisions relating to Payment of bonus to contractual employee; Calculation for sixth and seventh accounting year; Computation of gross profits for banking company; Deduction of further sums from gross profit etc.

v) Chapter VI consisting provisions relating to Constitution of the Board; Meeting of the Board; Disposal of business of Board; Proceedings of meetings; Term of office of members of Board; Travelling allowance; Disqualification etc.

vi) Chapter VII consisting provisions relating to Payment of undisbursed dues to nominees in case of death of employee; Deposit of undisbursed dues in case of death of employee; Manner of dealing with deposit of undisbursed due etc.

vii) Chapter VIII consisting provisions relating to Returns; form and procedure for filing claims; Procedure for filing appeal; Wage slip; Manner of holding enquiry; Manner of composition of offences etc.

For details:
https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx

- **The Social Security (Central) Rules, 2026 (May 08, 2026)**

The Ministry of Labour and Employment vide issuing notification G.S.R. 344(E) dated May 08, 2026 has issued the Social Security (Central) Rules, 2026, which has come into force on the date of their publication in the Official Gazette. The Code on Social Security, 2020 to be read with these Rules. The Rules inter-alia consist below mentioned provisions:

i) Rule 2 -Definitions of various terms viz. Shram Suvidha Portal; standard benefit rate; nodal officer; contribution period etc.

Further provisions related to income of dependent parents of employee and Registration of establishments and cancellation thereof etc.

ii) Chapter II consisting provisions relating to Social Security Organisations in four parts:

Part A: Central Board, Employees' Provident Fund

Part B: Employees' State Insurance Corporation

Part C: National Social Security Board

Part D: General

iii) Chapter III consisting provisions relating to Employees' Provident Fund viz. Form, manner, time limits and fees for filing of appeal.

iv) Chapter V consisting provisions relating to Gratuity viz. Gratuity invested for benefit of minor; Nomination, fresh nomination and modification; Application for gratuity and appeal etc.

v) Chapter VI consisting provisions relating to Maternity Benefit viz. Certificate and notice of claim for maternity benefit; Duration of nursing breaks; Employees and crèche facility etc.

vi) Chapter VII consisting provisions relating to social security and cess in respect of building and other construction workers viz. Collection and refund of cess; Time limit for payment of cess and rate of interest; Registration of building worker; Benefits of beneficiary.

vii) Chapter VIII consisting provisions relating to social security for unorganised workers, gig workers or platform workers viz. Registration of unorganised workers, gig workers and platform workers; Implementation of schemes and refund of contribution etc.

viii) Chapter XI and chapter XII consisting provisions relating to Offences and Penalties & Employment Information and Monitoring, respectively.

ix) Chapter XIV consisting provisions relating to Establishment and administration of Social Security Fund; Eligibility conditions for grant of exemption; Time limit for Central Board or Corporation to provide views on application for exemption; Terms and conditions for management of trust etc.

For details: https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx

- **The Occupational Safety, Health and Working Conditions (Central) Rules, 2026 (May 08, 2026)**

The Ministry of Labour and Employment vide issuing notification G.S.R. 345(E) dated May 08, 2026 has issued the Occupational Safety, Health and Working Conditions (Central) Rules, 2026, which has come into force on the date of their publication in the Official Gazette. The Occupational Safety, Health and Working Conditions Code, 2020 to be read with these Rules. The Rules inter-alia consist below mentioned provisions:

i) Chapter II consisting provisions relating to Registration viz. Application for registration; Notice of commencement and cessation of operation etc.

ii) Chapter III consisting provisions relating to duties of employer and employee viz. Annual health examination of employees; Letter of appointment to employee; Notice of accidents and dangerous occurrences; Notice of disease; Duties of employee and Rights of employee.

iii) Chapter IV consisting provisions relating to occupational safety and health viz. Provisions relating to National Occupational Safety and Health Advisory Board; Technical Committees or Advisory Committees; Collection of statistics and portal for inter-State migrant workers; Safety Committee etc.

iv) Chapter V consisting provisions relating to health, safety and working conditions in various parts:

Part A: Factories

Part B: Mines

Part C: Building or other construction work

Part D: Beedi and cigar work

Part E: Motor transport work

Part F: Dock Work

Part G: Plantation

Consisting provisions related to Cleanliness and hygiene; Ventilation, temperature and humidity; Precaution against dust, noxious gas, fumes and other impurities; artificial humidification etc. for above mentioned parts.

Part H covering provisions related to common rules for health, safety and working conditions such as Potable water; Overcrowding; Lighting (Illumination); Treatment of waste and effluents etc.

v) Chapter V consisting provisions relating to Welfare Provisions divided in below mentioned parts:

Part A: Common Rules such as Washing facility; Provisions of bathing places and locker rooms; Keeping of cloth not worn during working hour; Sitting arrangement; Provision of Canteen

Part B: Mines, welfare provisions such as Medical Examination; Residential facilities for workers including contract labours etc.

vi) Chapter X consisting provisions relating to special provision relating to employment of women such as Employment of Women in establishment; Adequate safety of employment of women in dangerous operations etc.

vii) Chapter XII consisting provisions relating to Offences and Penalty such as Manner of holding enquiry; Onus as to age; Procedure of inquiry and other related matters

viii) Chapter XII consisting miscellaneous provisions relating to Grievance redressal mechanism for contract labour; Annual increment of regular worker of a contractor etc.

For details:
https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx

- **The Industrial Relations (Central) Rules, 2026 (May 08, 2026)**

The Ministry of Labour and Employment vide issuing notification G.S.R. 342(E) dated May 08, 2026 has issued the Industrial Relations (Central) Rules, 2026, which has come into force on the date of their publication in the Official Gazette. The Industrial Relations Code, 2020 to be read with these Rules. The Rules inter-alia consist below mentioned provisions:

i) Chapter I consisting provisions relating to definitions; References of certain authorities and officers of industrial establishments under the Code; Memorandum of settlement etc.

ii) Chapter II consisting provisions relating to BI-PARTITE FORUMS viz. Works Committee and its constitution; Grievance Redressal Committee; Application to Grievance Committee and Application to conciliation officer.

iii) Chapter III consisting provisions relating to trade unions such as Manner of recognition of negotiating union or negotiating council.; Criteria for recognising single registered Trade Union; Verification of membership through secret ballot; Facilities provided by industrial establishment etc.

iv) Chapter IV consisting provisions relating to standing orders such as Model Standing Orders; Choosing of representatives of workers for issuing notice where there is no Trade Union; Authentication of certified standing order; Register of standing orders.

v) Chapter VI consisting provisions relating to voluntary reference of disputes to arbitration such as Form of arbitration agreement and manner of signing by parties; Choosing of representatives of workers where there is no Trade Union.

vi) Chapter VII consisting provisions relating to mechanism for resolution of industrial disputes such as Conciliation proceedings; Application for recovery of dues.

vii) Chapter VIII consisting provisions relating to Strikes and Lock-Outs and chapter IX consisting provisions relating to lay-off, Retrenchment and Closure.

viii) Chapter XII consisting provisions relating to offences and penalties such as Manner of composition of offence.

ix) The Rules also provides miscellaneous chapter including provisions pertaining to protected workers; Complaint by aggrieved employee; Enquiry; Appointment of Commissioner etc.

For details:
https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx
https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx
https://egazette.gov.in/(S(kuv3ef00fx4hhyq5wgfskhzv))/ViewPDF.aspx

ECONOMIC COMMERCIAL & INTELLECTUAL PROPERTY LAWS

- **Foreign Exchange Management (Non-debt Instruments) (Amendment) Rules, 2026 (May 1, 2026)**

  The Ministry of Finance gazette notification dated 1 May 2026 introduces the Foreign Exchange Management (Non-debt Instruments) (Amendment) Rules, 2026, which significantly tightens scrutiny on foreign direct investments (FDI) tied to countries sharing land borders with India . Under these new guidelines, any entity or citizen from a land-border country or any investment where the beneficial owner resides in such a nation, must route their investments strictly through the mandatory Government approval channel. This restriction explicitly bars Pakistani citizens and entities from strategic sectors like defence, space, and atomic energy. It also mandates prior government clearance for any direct or indirect ownership transfers that shift future or existing FDI control into these restricted jurisdictions . To balance market stability, the amendment exempts Multilateral Banks or Funds of which India is a member from being classified under these restricted territorial definitions. It also aligns the definition of a "beneficial owner" directly with the strict parameters outlined in India's Prevention of Money-laundering Act (PMLA), 2002. Finally, the rule clarifies that transferring or issuing a participating interest in oil fields to non-residents will officially be treated and monitored as a foreign investment.

  For details: https://egazette.gov.in/WriteReadData/2026/272206.pdf

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) – PRINCIPLES & PRACTICE
&
CSR & SOCIAL GOVERNANCE

- **Implementation of Corporate Social Responsibility (CSR) through zero coupon zero principal instrument**

The Central Government vide its notification dated 27th May, 2026 amended the Schedule VII to the Companies Act, 2013 and allowed the Companies to implement Corporate Social Responsibility through "Subscription to zero coupon zero principal instruments on Social Stock Exchange".

Further, the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2026 dated 27th May, 2026 inserted the following in Companies (Corporate Social Responsibility Policy) Rules, 2014:

1. Rule 2(1)(l): "zero coupon zero principal instrument" means an instrument declared as a security that is issued by a Not for Profit Organization registered with the Social Stock Exchange segment of a recognised Stock Exchange in accordance with the regulations made by the Securities and Exchange Board of India.
2. Rule 2(1) (ha): "Not for Profit Organization" has the same meaning as in clause (e) of regulation 292A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
3. Rule 4A establishing a clear statutory framework for implementing CSR activities through zero coupon zero principal (ZCZP) instruments, given as under:
   - i. A company may carry out Corporate Social Responsibility activities through a zero coupon zero principal instrument where the expenditure incurred for such instrument shall not exceed ten percent of the total Corporate Social Responsibility expenditure of such company for that financial year.
   - ii. The company that has subscribed in a zero coupon zero principal instrument shall be exempted from undertaking impact assessment of any project funded by such an instrument.
   - iii. The Not for Profit Organisation issuing the zero coupon zero principal instrument and raising fund therefrom shall –
     - (a) undertake a project with a duration not more than three succeeding financial years from the issue of such zero coupon zero principal instrument; and
     - (b) on termination of listing of such zero coupon zero principal instrument, transfer the unspent amount to any fund included in Schedule VII to the Act and submit its compliance report to the Securities Exchange Board of India.
   - iv. The provisions of rule 4, except sub-rules (5) and (6) of Companies (Corporate Social Responsibility Policy) Rules, 2014 shall be applicable to the implementation of Corporate Social Responsibility through a zero coupon zero principal instrument.

Based on above, the companies can now channel their mandatory CSR allocations towards these specialized non-profit financial instruments.

IFSCA - REGULATIONS, LISTING AND COMPLIANCES

- **Authority approves draft IFSCA (Managing General Agents) Regulations, 2026 (May 12, 2026)**

  The IFSCA approved the draft IFSCA (Managing General Agents) Regulations, 2026 which were presented before it during the 28th meeting of International Financial Services Centres Authority (IFSCA) held on 17th April 2026.

  The objective of these regulations is to provide comprehensive regulatory framework for the registration, regulation and operation of Managing General Agents (MGAs) operating in IFSCs in India, which possess delegated authority from the foreign insurer(s) for underwriting direct insurance business or settlement of claims, ensuring they operate with transparency and accountability to protect policyholders' interests and support the orderly growth and development of the insurance ecosystem in the IFSC.

  For details:
  https://ifsca.gov.in/CommonDirect/GetFileView?id=91427247c5628a865846d173bc2bb3fd&fileName=2026_05_11_Press_Release___MGA_Regulations_20260511_0422.pdf

- **Master Circular for Broker Dealers and Clearing Members (May 12, 2026)**

  The IFSCA issued the "Master Circular for Broker Dealers and Clearing Members" consolidating into a single instrument the regulatory framework dispersed across various circulars applicable to Broker Dealers and Clearing Members operating in GIFT IFSC. The Master Circular consolidates all such circulars, supersedes all applicable SEBI circulars issued prior to October 01, 2020 and shall serve as a single reference point.

  Key highlights of the master circular *inter-alia* include Streamlined Registration through SWITS; Governance Standards; Risk-Based Supervisory Framework; Tiered System Audit Framework; Client Asset Protection; Technical Glitches Framework; Business Continuity and Disaster Recovery; Vendor Risk and Software Resilience; Market Access through Authorized Persons and Periodic Reporting and Compliance Audit.

  For details:
  https://ifsca.gov.in/CommonDirect/GetFileView?id=91427247c5628a865846d173bc3213e6&fileName=Press_Release_Master_Circular_for_Broker_Dealers_and_Clearing_Members_20260512_0716.pdf

- **Implementation services by Investment Advisers in the IFSC (May 12, 2026)**

  The IFSCA (Capital Market Intermediaries) Regulations, 2025 permit an Investment Adviser registered with the IFSCA to provide implementation services to its advisory clients in securities market, subject to fulfilment of the conditions specified therein. Based on the representations received by the IFSCA regarding implementation services, it has been decided that an Investment Adviser providing implementation services, shall do so through the following means/channel, as applicable:

  - Financial product(s) listed on stock exchanges in Foreign Jurisdiction(s) - through a Global Access Provider or an Introducing Broker in the IFSC.
  - Financial product(s) listed on a recognised stock exchange in the IFSC - through a member of such recognised stock exchange.

- Unlisted financial product(s)- by entering into formal arrangement(s) with platform(s) and/or asset management company(ies) regulated by a financial sector regulator in Foreign Jurisdiction.

For details:
https://ifsca.gov.in/CommonDirect/GetFileView?id=91427247c5628a865846d173bc3223be&fileName=Circular_on__implementation_services_by_Investment_Adviser_20260512_0723.pdf

- **International Financial Services Centres Authority (TechFin and Ancillary Services) (Amendment) Regulations, 2026 (May 12, 2026)**

The IFSCA on May 05, 2026 notified the IFSCA (TechFin and Ancillary Services) (Amendment) Regulations, 2026 introducing a dedicated regulatory framework for Trust and Company Services Providers (TCSPs) operating in IFSCs in connection with permitted leasing activities.

The amendment inserted a new Chapter VA and the Fifth Schedule governing registration, eligibility, governance, compliance, reporting, and permissible activities of TCSPs. The regulations mandate that entities intending to undertake TCSP services must obtain separate registration and maintain arm's length segregation between TCSP activities and other services. The framework prescribes fit and proper criteria, governance structures, internal audit systems, AML/CFT/KYC controls, record maintenance obligations, professional indemnity insurance, conflict management policies, and appointment of full-time principal and compliance officers based in IFSC.

For details:
https://ifsca.gov.in/CommonDirect/GetFileView?id=91427247c5628a865846d173bc325a3d&fileName=272322_20260512_0743.pdf

- **International Financial Services Centres Authority (Finance Company) (Amendment) Regulations, 2026 (May 12, 2026)**

The IFSCA on May 05, 2026 notified the IFSCA (Finance Company) (Amendment) Regulations, 2026. The amendment introduces definitions for "Special Purpose Vehicle (SPV)" and "Trust and Company Service Provider (TCSP)" into the Finance Company Regulations, 2021. The amendment further expands permissible finance company activities by allowing leasing or financing activities undertaken by an SPV, subject to approval by the Authority. A new entry has also been inserted in the Schedule prescribing minimum owned fund requirements for SPVs, linked to the Companies Act, 2013 or such amount as specified by the Authority, while exempting such SPVs from regulations 4 and 8 of the principal regulations.

For details:
https://ifsca.gov.in/CommonDirect/GetFileView?id=91427247c5628a865846d173bc32aeec&fileName=IFSCA__Finance_Company___Amendment__Regulations__2026__1__20260512_0750.pdf

LABOUR LAWS & PRACTICE

- **Central Rules under Four Labour Codes (May 08, 2026)**

  The Ministry of Labour & Employment, vide Gazette Notifications G.S.R. 342(E), 343(E), 344(E) and 345(E) dated May 08, 2026, has notified the following Rules, which shall come into force on the date of their publication in the Official Gazette:

  1) Industrial Relations (Central) Rules, 2026 (Notification No. G.S.R. 342(E) dated May 8, 2026)
  2) Code on Wages (Central) Rules, 2026 (Notification No. G.S.R. 343(E) dated May 8, 2026)
  3) Social Security (Central) Rules, 2026 (Notification No. G.S.R. 344(E) dated May 8, 2026)
  4) Occupational Safety, Health and Working Conditions (Central) Rules, 2026 (Notification No. G.S.R. 345(E) dated May 8, 2026)

  For details: https://www.labour.gov.in/offerings/schemes-and-services/details/labour-codes-gzNzQzMtQWa

- **Model Standing Orders, 2026 (Notification No. S.O. 2312(E) dated May 08, 2026)**

  In exercise of the powers conferred by section 29(1) of the Industrial Relations Code, 2020, and in supersession of the Industrial Employment (Standing Orders) Central Rules, 1946, in so far as they relate to these Model Standing Orders except as respects things done or omitted to be done before such supersession, the Central Government has notified the Model Standing Orders, namely Model Standing Orders, 2026. They shall come into force on the date of their publication in the official gazette.

  The model standing orders in the industrial establishments in the mining sector, manufacturing sector and service sector are set out in Schedule A, B and C, appended to these model orders.

  For details: https://www.labour.gov.in/static/uploads/2026/05/1ba4554121a2f989304f2fabf4ba7e7c.pdf

- **The other beneficiaries and members of their families medical facilities Scheme, 2026 (Notification No. S.O. 2355(E) dated May 08, 2026)**

  In exercise of the powers conferred by section 44 of the Code on Social Security, 2020, the Central Government has notified the other beneficiaries and members of their families medical facilities Scheme, 2026. It shall come into force from the date of its publication in the Official Gazette.

  This Scheme shall apply to other beneficiaries and members of their families registered under any scheme, other than the Employees' State Insurance Scheme, framed by the Central Government.

  For details: https://www.labour.gov.in/static/uploads/2026/05/ed5af727b45c741252cb3d711abd46b6.pdf

- **Reporting of Vacancies to Career Centres (Notification No. S.O. 2343(E) dated May 08, 2026)**

  In exercise of the powers conferred by clause (b) of sub-section (2) of section 140 of the Code on Social Security, 2020, the Central Government has notified that the provisions of section 139 of the Code relating to reporting of vacancies to career centres, shall not apply in relation to vacancies which carry a total remuneration (wages as defined in the said Code) of less than eleven thousand rupees per month.

  For details:
  https://www.labour.gov.in/static/uploads/2026/05/9868ec29f6578d5537fbcbf5e857e57a.pdf

- **Conditions on Hours of Work (Notification No. S.O. 2516(E) and No. S.O. 2517(E) dated May 13, 2026)**

  Section 25(1)(b) of the Occupational Safety, Health and Working Conditions Code, 2020 specified that no worker shall be allowed to work in any establishment for more than hours, with such intervals and spread overs, as may be notified by the appropriate Government. In this regard, the Central Government has notified not more than five hours continuous work with an interval of at least half an hour. Further, vide separate notification, the Central Government has notified that the persons employed below ground in a mine shall not be allowed to work for more than eight hours for each shift in a day.

  For details:
  https://www.labour.gov.in/static/uploads/2026/05/71e30b7362363ceb07423af6fd804b69.pdf
  https://www.labour.gov.in/static/uploads/2026/05/2fee9749794eec377c47e5d6f148fdf2.pdf

- **Remuneration for Audio-Visual Worker (Notification No. S.O. 2492(E) dated May 13, 2026)**

  In exercise of the powers conferred by clause (f) of sub-section (1) of section 2 of the Code on Occupational Safety, Health and Working Conditions, 2020, the Central Government has notified Rupees Ninteen thousand per month for Audio-Visual Worker as the amount of remuneration or where such remuneration is by way of lump sum, an amount equivalent thereto.

  For details:
  https://www.labour.gov.in/static/uploads/2026/05/51300b7c929bc8e58263ff4d757a9fd3.pdf

- **Wage Ceiling under Code on Social Security, 2020 (Notification No. S.O. 2702(E) dated May 29, 2026)**

  In exercise of the powers conferred by clause (89) of section 2 of the Code on Social Security, 2020, the Central Government hereby notifies rupees fifteen thousand (₹15,000) per month as the wage ceiling for the purposes of Chapter III of the said Code.

  For details:
  https://www.labour.gov.in/static/uploads/2026/06/1dbfa6f5ef9510c30fa6c32008d1f816.pdf

- **Interest on amount due under Code on Social Security, 2020 (Notification No. S.O. 2698(E) dated May 29, 2026)**

  In exercise of the powers conferred by section 127 of the Code on Social Security, 2020, the Central Government has specified that the employer shall be liable to pay simple interest at the rate of 12% per annum on any amount due from him under the Code from the date on which such amount has become due till the date of its actual payment. This notification shall be deemed to have come into force on the 21st November, 2025.

  For details: https://www.labour.gov.in/static/uploads/2026/06/730db9e9a2b244dba77b741b37fd842d.pdf

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Legal World

CORPORATE LAWS

Landmark Judgement

LMJ 128:06:2026

G.L. SULTANIA & ANR v SEBI & ORS [SC]

Appeal (civil) 1672 of 2006 with connected appeals

B.P. Singh & Altamas Kabir,JJ. [Decided on 16/05/2007]

Equivalent citations: AIR 2007 SC 2172; 2007 (5) SCC 133; 2007 (7) SCALE 674; (2007) 137 Comp Cas 658.

Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997- valuation of shares of the target company by three valuers- Board accepted the value of one of the valuer- Tribunal concurred- further challenged in appeal- whether the valuation was proper -Held, Yes.

Brief facts: The grievance of the appellants before the Tribunal was that the Securities and Exchange Board (hereinafter referred to as the 'Board') as well as the Merchant Banker had not properly valued the shares of the target company in accordance with the parameters laid down in Regulation 20(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 (hereinafter referred to as the 'Takeover Code'). Respondent No.3, who is the real contesting respondent, on the other hand contended before the Appellate Tribunal that the valuation of shares was done having regard to the parameters laid down under Regulation 20(5) of the Takeover Code and the Board had taken all necessary precautions to safeguard the interest of the shareholders so as to ensure payment of best price for the shares to be sold by them. It was further contended that the shares were valued by three reputed firms of valuers and the Board ultimately approved the highest price per share determined by the firm of valuers appointed by the Board namely, M/s. Patni and Company.

Decision: Dismissed.

Reason: We are of the considered view that the submission urged by the appellants is not tenable. There is nothing in the Regulations which requires the Board to pass a reasoned order for all it does as a regulator. Being a regulator the Board has to take various steps, issue directions from time to time and pass appropriate orders. While considering the offer price to be incorporated in the letter of offer it must no doubt apply its mind to the offer price proposed to be incorporated in the letter of offer and the basis thereof. If it finds that the offer price is reasonable and the valuation report is satisfactory it may approve the offer price to be incorporated in the letter of offer. The power of the Board under Regulation 44(f) must be understood in the context of the scheme of the Regulations. Any price which it might "determine" under the aforesaid Regulations must also be determined having regard to the factors enumerated in Regulation 20(5). If it finds that the valuer's report takes into consideration all the relevant factors and the offer price has been determined applying the principles applicable to such valuation, it may have no reason to differ. It may not approve the offer document, if it finds the price offered to be low and unreasonable, applying the parameters laid down in Regulation 20(5). It must, therefore, follow that the Board must approve the price offered unless it is shown that the valuation arrived at must be faulted for noncompliance with the Regulations which lay down the norms and parameters which must be observed. It cannot be lost sight of that the scheme of the Regulations is to permit an intending acquirer to make his offer to the shareholders whose shares are sought to be acquired. Despite the regulatory powers of the Board, the offer still remains that of the acquirer and not the Board. The Board has only to be satisfied that the offer made is reasonable and fair and in the interest of the shareholders. In case of doubt it may seek the opinion of another expert valuer which impliedly supports the contention that it is not expected to act as an expert valuer. If there is material on record to show that the Board applied its mind to the offer made and considered it in the light of the relevant provisions of the Regulations and all factors enumerated therein, its decision to approve the offer price to be incorporated in the letter of offer cannot be faulted on the ground that it has not passed a reasoned order. The facts of this case disclose that the Board not only considered the offer document submitted by the acquirers along with the report of the valuer, it took the precaution to seek the opinion of another expert valuer in view of complaints made by some shareholders. The appellants cannot therefore make a grievance that their objections were not given due weight. Thereafter, it also gave an opportunity to the acquirers to get the opinion of another expert valuer. Ultimately the Board reached the conclusion that the share price fixed by the expert valuer appointed by it represented the true and fair value of the shares in question and being the highest was also in the interest of the shareholders. The suggestion of the Board to the acquirers to incorporate in the public offer, the offer price on the basis of the valuation report of M/s. Patni and Company was accepted by the acquirers and the offer price earlier suggested by them was enhanced. We are, therefore, satisfied that the Board acted in a reasonable manner and in consonance with the Regulations. Only after considering all relevant matters it approved the offer price to be incorporated in the public offer document.

We have carefully examined the report submitted by Patni and Company. It is quite apparent to us that the report cannot be assailed on the ground that it does not take notice of various factors mentioned in Regulation 20(5)) of the Takeover Code. The valuer has in fact referred to the said Regulations and enumerated the factors to be taken into account. It has thereafter proceeded to make the necessary calculations after giving due weightage to various factors. In doing so the valuer has relied upon the principles approved by this Court in Hindustan Lever Employees Union (supra). Learned counsel for the appellants submitted that the principles approved in Hindustan Lever Employees Union (supra) were not relevant and should not have been applied by the valuer. This was because that was a case of amalgamation of two companies and it was in that context that the valuation of the shares had to be determined. It is true that Hindustan Lever Employees Union (supra) related to a case of amalgamation but for determining the value of the shares of the companies for the purpose of equivalence and to determine the ratio in which the shares were to be allotted, the valuer had to determine the value of the shares of the amalgamating companies applying the same accounting principles of valuation which are usually applied by the valuer in valuation of shares for other purposes as well. We, therefore, find no substance in the submission of learned counsel for the appellants that the valuer had committed a mistake in applying the principles approved by this Court in Hindustan Lever Employees Union (supra).

We are, therefore, satisfied that the Board committed no error in accepting the report of Patni & Co. The Board has acted in a reasonable manner and made its best efforts to secure a reasonable price for the shares of the shareholders. It has exercised its discretion wisely and we find no reason to interfere. We, therefore, find no merit in these appeals and they are accordingly dismissed but without any order as to costs.

LW 41:06:2026

LYKA LABS LTD v MODI LIFECARE INDUSTRIES LTD[NCLAT]

Company Appeal (AT) (Insolvency) No. 726 of 2024

Ashok Bhushan, Barun Mitra & Arun Baroka. [Decided on 19/05/2026]

Insolvency and Bankruptcy Code, 2016 - section 9 - CIRP by operational creditor - royalty payable under technical guidance agreement- demand notice did not enclosed invoice- NCLT rejected the application-whether correct-Held, No.

Brief facts: A Technical Guidance Agreement (TG Agreement) was executed between the Appellant and the Respondent, as per which the Respondent i.e. Modi Lifecare Industries Ltd. had agreed to pay royalty fees for printing on its labels and cartons that the products were manufactured under the technical guidance of the Appellant i.e. Lyka Labs Ltd. As per Clause 1D of this Agreement, the Respondent would be liable to pay a minimum royalty fees of ₹1 Crore per annum or 5% of its total sales value, whichever was higher for the period ending 2013. The Respondent failed to pay the agreed royalty and the Appellant filed the impugned CIRP application before the NCLT.

The NCLT by the impugned order rejected the Company Petition on the ground that the Appellant had failed to attach invoice for the royalty demand in the demand notice.

Decision: Allowed.

Reason: We find that Technical Guidance Agreement has been signed between the Lyka Labs Ltd. and Modi Lifecare Industries Ltd. A minimum royalty fees was to be paid for which the records exist. The Respondent has also acknowledged / admitted the liability of about ₹63,00,000/- at page 83 in the APB in the letter dated 31st July 2017, which is a letter from the respondent Modi Lifecare Industries Ltd. to M/s Lyka Labs, the appellant.

The impugned order has returned a finding that the demand notice under section 8 issued by the appellant-operational creditor upon the corporate debtor was not a valid demand notice, as the appellant had not supplied the respondent-CD with a copy of the various invoices for the amount claimed in the application. In this case, the terms of the technical guidance agreement dated 14th September 2012, made it clear that invoices would not always be an essential part of the transaction. The respondent was liable to pay a minimum amount towards royalty fees for every period of 12 months or 5% of its total sales value, whichever was higher. We also note that there were no terms under the technical guidance agreement which made it mandatory for the appellant to raise an invoice at the end of every period/block of 12 months, even for the minimum royalty fees payable. We note that the computation of the royalty fee payable by the respondent emanates from the technical guidance agreement itself. Further, the technical guidance agreement did not cast any liability upon the appellant to raise invoices upon the respondent for making it liable to pay the minimum royalty fees to the appellant. We therefore find that the contention that the demand notice was defective because invoices had not been annexed is incorrect, and the finding of the adjudicating authority relating to this issue cannot be sustained.

The Adjudicating Authority has relied upon Rule 5 of the IBBI (Application to Adjudicating Authority) Rule 2016 and has concluded that, since invoices were not enclosed, therefore the application is defective. A plain reading of the above rule indicates that it is not necessary that the copies of the invoice have to be attached. A copy of the demand notice which clearly establishes the operational debt or the demand is more than sufficient. In this case, the technical guidance agreement which allowed payment to be made by the operational creditor was more than sufficient, and therefore the argument that invoices were not attached is unsustainable.

Thus, in the facts and circumstances of the present case, we find that in the present Section 9 proceedings, except for accounts reconciliation for which the correspondence was going on between the two parties, there is no pre-existing dispute between them. The Respondent contends that the royalty fees was to be paid 5% on the actual basis and furthermore the Appellant has not provided any invoices to back up his claim. This has been refuted by the Appellant by saying that the TG Agreement did not provide for any invoices and the original agreement had fixed royalty fees to be paid. We also note that the respondent, in its letter dated 31st July 2017, has conveyed to the appellant that, with reference to the demand of Rs. 63 lakhs approximately the CFO or auditor could be in touch with them and therefore, there is an acceptance of the amount of rupees 63 lakhs, approximately.

Thus. we find that debt and default is admitted. And in turn we find that the conditions for initiation of Section 9 i.e. the existence of the debt and default is satisfied. Therefore, we are inclined to allow the Appeal.

LW 42:06:2026

VIVRITI CAPITAL LIMITED v GENSOL ELECTRIC VEHICLES PRIVATE LTD [NCLAT]

Comp. App. (AT) (Ins) No. 1460 of 2025

Ashok Bhushan & Barun Mitra. [Decided on 13/05/2026]

Insolvency and Bankruptcy Code, 2016 - section 7- CIRP by financial creditor - cash collateral adjusted against the instalment due- loan was called back – CIRP application filed- NCLT rejected on the ground of adjustment of cash collateral- whether correct-Held, No.

Brief facts: The Appellant sanctioned a non-revolving rupee term loan of Rs. 5,00,00,000/- to the Respondent. The default was committed by the Corporate Debtor in making payment of the instalment due and a Notice was issued by the Appellant to the Corporate Debtor claiming total amount of Rs. 18,68,342/- . As the CD failed to pay, the appellant adjusted the same from the cash collateral. Thereafter, the Appellant issued loan recall notice for the outstanding amount of Rs. 3,87,87,657/- as on 05.03.2025. After the said loan recall notice, when no repayment was made, Section 7 application was filed by the Appellant. The Adjudicating Authority rejected the application.

Decision: Allowed.

Reason: We have considered the submission of the Ld. Counsel for the Appellant and perused the record. The notice dated 17.04.2025 was part of Section 7 application which mention that default has been committed of payment of Rs. 18,68,342/- which was required to be paid on 05.03.2025. The default being committed notice dated 17.04.2025 was issued but no repayment was made. In pursuance of the notice, hence, the amount was recouped from the cash collateral as per the agreement between the parties. Subsequently, on 02.05.2025, loan recall notice was issued by the Financial Creditor giving details of facility agreement and defaults committed by the Financial Creditor. Total outstanding was mentioned in the loan recall notice including principal and interest accrued. After the loan recall notice when amount was not paid, Section 7 application was filed. In Part-IV of Section 7 application, the Appellant has given brief facts of the case, details of the facility agreement and the details with regard to default committed. The above detailed pleading in Part-IV clearly mentioned the default including the loan recall notice on 02.05.2025. It was mentioned that default was committed on 05.03.2025 which continues.

The Adjudicating Authority has taken note of the recoupment from cash collateral and has come to conclusion that after recoupment from cash collateral default on 05.03.2025 came to an end. Under the facility agreement which was entered between the parties, the event of default has been provided in clause 14 and consequence of the event of the default are given in para-15.

The cash collateral which was part of security could have very well be adjusted by the Financial Creditor towards the payment of any outstanding dues but recoupment from cash collateral cannot lead to conclusion that no default was committed on the relevant date.

The observation of the Adjudicating Authority that Section 7 application is defective and incomplete cannot be sustained. All relevant pleadings were contained in Part-IV and default was clearly made out. In the facts of the present case, we are of the view that order impugned cannot be sustained. The impugned order rejecting Section 7 application is set aside. The Section 7 application is revived before the Adjudicating Authority for passing a fresh order in accordance with law at an early date. The Adjudicating Authority is directed to pass an appropriate order expeditiously preferably within six months from the date this order is produced.

LW 43:06:2026

ALPHA CORP DEVELOPMENT PVT LTD v GREATER NOIDA INDUSTRIAL DEVELOPMENT AUTHORITY & ORS [SC]

Civil Appeal No. 1526 of 2023 with connected appeals

Sanjay Kumar & Alok Aradhe, JJ. [Decided on 05/05/2026]

Insolvency and Bankruptcy Code, 2016 - infrastructure project- CIRP by home buyers- holding company CD developed the plots - subsidiary companies held the land- resolution plan included the assets of the landowning subsidiaries of the CD- NCLT approved the resolution plan- NCLAT reversed the plan by refusing to pierce the corporate veil- whether correct-Held, No.

Brief facts: In this case the Supreme Court has lifted the corporate veil of the corporate debtor, who was having development rights by including the assets of the subsidiaries having ownership title over the underlying lands also in order to allow the resolution plan presented by the successful applicant, appellant herein, to complete the infra housing project. The corporate veil was pierced by applying the concept of one economic entity to the entire group.

Respondent GNIDA leased out 3 plots to Earth Towne Infrastructures Pvt Ltd (ETPIL), Neo Multimedia Ltd (NML) and Nishita Software Pvt Ltd (NSPL).All these land holding companies are subsidiaries of Earth Infrastructures Ltd (EIL), which had development agreement with these subsidiaries to develop the plots. A financial creditor had initiated CIRP against EIL. In this proceedings the appellants i.e. Successful Resolution Applicants submitted resolution plan including the lands belonging to the subsidiaries and proposal to complete the housing projects therein.

NCLT approved the resolution plan and on appeal by GNIDA, NCLAT reversed the order on the ground that the land parcels of the subsidiaries of the CD cannot be included in the resolution plan. Aggrieved by the order the successful resolution applicants appealed to the Supreme Court.

Decision: Allowed.

Reason: The NCLAT noted that, in terms of the 'Explanation' to Section 18, the assets of a subsidiary of the corporate debtor could not be included within the term 'assets'. This observation was made in the context of the leasehold rights having been conferred by GNIDA, not upon EIL, the

CD, but upon ETI, which was practically its subsidiary. The same logic was applied to the leasehold rights held by the other subsidiary companies of EIL, viz., Neo Multimedia Limited and Nishtha Software Private Limited.

The sheet anchor of GNIDA's case is that the assets of subsidiary companies cannot be made part of the assets of the holding company that was subjected to CIRP proceedings. Section 2(87) of the Companies Act, 2013, defines a subsidiary company or subsidiary to mean a separate legal entity. No doubt, the concept of holding companies and subsidiary companies is firmly entrenched in our corporate scenario and once it is established that the holding and subsidiary companies are independent legal entities in their own right, the sanctity of such legal status has to be maintained unless circumstances exist that require lifting/piercing of the corporate veil. The question that arises is whether this was a fit case to lift the corporate veil. Though the NCLAT was averse to doing so, we are inclined to hold otherwise.

As is clear from the aforestated observations when, in reality, associated or group companies are inextricably connected so as to form part of one concern, the corporate veil should be lifted. Applying this principle in *ArcelorMittal India Private Limited vs. Satish Kumar Gupta*, this Court affirmed that where protection of public interest is of paramount importance or where a company has been formed to evade obligations enforced by law and by the Courts, the Court would disregard the corporate veil. It was further observed that this principle would be applied even to group companies so that one is able to look at the economic entity of the group as a whole.

Neo Multimedia Limited and Nishtha Software Private Limited were both wholly owned subsidiaries of EIL, the CD. They had leases over the lands in which EIL was to develop the projects, viz., Earth TechOne and Earth Sapphire Court. ETIPL was incorporated only to enable GNIDA's leasing of land for development of Earth Towne and was controlled by EIL, with a 98% shareholding. ETIPL, therefore, stands on a different footing from the other two companies, insofar as GNIDA is concerned. In any event, we may note that all three companies either share common directors with EIL and/or have their relations as directors. The only assets of the three companies were the lands leased out to them by GNIDA for these projects. The companies' shareholdings indicate that EIL was the dominant and majority shareholder.

In effect, GNIDA cannot claim ignorance of the constructions by EIL in relation to all three projects. Each case that comes before a Court, in the context of lifting of the corporate veil, would have to turn upon its own individual facts. Given the facts obtaining presently, we are of the firm view that this was an eminently fit case for lifting the corporate veil, as EIL was the main driving force in the development of the projects and in payment of GNIDA's dues. The subsidiary companies were only a front.

Alpha's resolution plan, which was approved by the CoC on 11.11.2019 and by the NCLT on 08.06.2021, provided under Clause 4 thereof, that it would seek a waiver from GNIDA of its dues but added that if such waiver was not granted, the dues would be proportionately distributed amongst all the allottees. Clause 12.1 of the resolution plan contemplated issuance of a 'No Dues Certificate' by GNIDA prior to conveyances in relation to Earth Sapphire Court as well as Earth TechOne. Alpha, however, stated before this Court that it was willing to pay GNIDA its dues without penal interest/penal charges, given sufficient amount of time, without burdening the homebuyers.

Though, the aforestated policy/package would have application only to Earth Towne, being a residential project, and may not apply stricto sensu to the other two projects, which are commercial in nature, we may note the higher objective underlying this policy, i.e., to secure completion of stalled development projects. As that was the very aim of the CIRP proceedings initiated against EIL, the CD, we are of the opinion that by adopting the policy to some extent to suit the present situation, the successful resolution applicants, Alpha and Roma, can be permitted to proceed with their resolution plans to complete the projects, viz., Earth Towne, Earth Sapphire Court and Earth TechOne, while protecting the interests of GNIDA also.

We would expect Alpha and Roma, the successful resolution applicants, to stand by their commitment that such dues would not be burdened upon the home/office space buyers who have already suffered sufficiently by the delay in the execution of the projects. The said dues shall be cleared by Alpha and Roma on their own. The payments in that regard, in equated monthly instalments, shall be made over twenty four months. The first such payment shall be made on or before the 7th day of July, 2026. Registration of the homes/office spaces in favour of the allottees shall be undertaken only after payment of the dues of GNIDA in totality and with its active participation, so as to confer the status of sub-lessees upon the buyers.

The resolution plans of Alpha and Roma shall stand restored. The successful resolution applicants shall endeavour to complete the projects within the time frames indicated by them in their resolution plans.

COMPETITION LAW

LW 44:06:2026

MOHIT v. PERNOD RICARD INDIA PVT LTD & ORS [CCI]

Case No. 09 of 2024

Ravneet Kaur, Anil Agrawal, Sweta Kakkad & Deepak Anurag.

[Decided on 04/05/2026]

Competition act, 2002- sections 3&4 - alcoholic beverages- licensing- allegation of bid rigging and cartelization - investigation ordered.

Brief facts: The Informant has raised allegations of bid rigging in tenders invited by the Department of Excise, Entertainment and Luxury Tax ('Excise Department') for the grant of licence for wholesale supply of country liquor in the National Capital Territory ('NCT') of Delhi for the year 2022-23. There were two set of allegations raised in the Information, i.e., (a) the manufacturers of country liquor/IMFL entered into bid rigging in the tenders invited by the Excise Department; and (b) cartel formation amongst liquor manufacturers, wholesalers and retailers in Delhi in the context of the Excise Policy, 2021-22.

Decision: Investigation ordered.

Reason: The Commission now proceeds to analyse the conduct of Pernod Ricard under Section 3(4) of the Act. The Commission is of the view that the alleged conduct of Pernod Ricard, i.e., indulging in concerted behaviour with some retailers/wholesalers, thereby inducing them to push its brands, purportedly, to achieve higher market share, concomitantly with offering corporate guarantees, is a conduct falling within the realm of exclusive dealing agreement as defined in Section 3(4)(b) of the Act. The term 'exclusive dealing agreement' includes "any agreement restricting in any manner the purchaser or the seller, as the case may be, in the course of his trade from acquiring or selling or otherwise dealing in any goods or services other than those of the seller or the purchaser or any other person, as the case may be".

The Commission is of the view that consistent highest market shares enjoyed by Pernod Ricard over a span of five years prima facie indicate a position of strength to cause AAEC in terms of Section 3(4) of the Act. Accordingly, the Commission is of the prima facie view that purported arrangement entered into between Pernod Ricard and few retailers may result in distortion of supply which can eventually translate into distortion of demand, with end consumers switching preference to the product available in supply.

In this regard, the Commission is of the view that such conduct is likely to have AAEC in as much as the non-dealing in the product of the competitors through vertical arrangements between Pernod Ricard and retailers is likely to result in distortion of demand by way of moving retail demand away from the competing brands to Pernod Ricard, artificially, thereby leading to a situation of driving existing competitors out of the market. Further, where the retail demand is distorted through an arrangement between Pernod Ricard and retailers to augment the business of Pernod Ricard, such an action is likely to result in restriction of choice to end consumers rather than benefit them in any manner.

In view of the foregoing, the Commission is of the prima facie view that the restrictive conduct by Pernod Ricard with its retailers/wholesalers, purportedly, to induce brand pushing and achieve higher market share in IMFL market in Delhi, falls within the purview of 'exclusive dealing agreement' as defined in Section 3(4)(b) of the Act read with Section 3(1) of the Act and therefore be investigated for plausible contravention under the provisions of the Act.

Based on the foregoing analysis, the Commission is of the view that a prima facie case of contravention under Section 3(4)(b) read with Section 3(1) of the Act is made out against the OPs identified in paragraph 46. Accordingly, the Commission directs the Director General ('DG') to cause an investigation into the matter in relation to the alleged conduct under the provisions of Section 26(1) of the Act. The Commission also directs the DG to complete the investigation and submit an investigation report within a period of 90 days from the date of receipt of the order.

LW 45:06:2026

NATURAL SUPPORT CONSULTANCY SERVICES PVT LTD v NATIONAL BANK FOR AGRICULTURE AND RURAL DEVELOPMENT & ANR [CCI]

Case No. 26 of 2025

Ravneet Kaur, Anil Agrawal, Sweta Kakkad & Deepak Anurag.

[Decided on 20/04/2026]

Competition Act, 2002 - sections 3 & 4 - concerted practice and abuse of dominance – tender for providing software programme Finacle - whether tenable - Held, No.

Brief facts: The Informant's primary grievance is that OP-1 issued the 2023 RFP restricting participation to SIs who are authorised partners of Infosys for the Finacle CBS platform, thereby allegedly excluding other service providers. The Informant further contended that repeated extensions of the earlier tender with Infosys and Wipro constituted a concerted practice, in violation of Section 3(4) of the Act. The Informant has alleged that the conduct on the part of NABARD is in violation of Section 4(2)(a)(i), 4(2)(b)(i), 4(2)(b)(ii), 4(2)(c) and 4(2)(e) of the Act. The conduct of NABARD and Infosys is alleged to be in violation of Section 3(4)(b) and 3(4)(b) of the Act.

Decision: Dismissed.

Reason: Now, the Commission proceeds to analyse the issue of abuse of dominance by NABARD in violation of Section 4 of the Act. The Commission notes that Finacle software is a banking software developed by Infosys. Having perused the response filed by NABARD, the Commission notes that the 2023 RFP, was limited to authorized partners/SIs of Finacle OEM i.e. Infosys because the cooperative banks were already operating on the Finacle CBS platform. This condition is not restrictive because upgradation to a new version i.e. from Finacle 7.x to Finacle 10.2.25 required compatibility, data security, and software integrity. Only authorized partners have access to proprietary tools and support from Infosys and engagement of unauthorized vendors could risk data corruption, system failure, security breaches, financial burden etc. Therefore, the Commission is of the opinion that the restriction to authorized partners/SIs of Finacle OEM is not unfair and discriminatory or excluding other service providers and the same does not amount to abuse of dominance, in contravention of the provisions of Section 4 of the Act.

With regard to violation of Section 3 of the Act, the Commission notes that the Informant has alleged that arrangement/agreement between NABARD and Infosys constitute vertical anti-competitive agreement which is in violation of Section 3(4)(b) and Section 3(4)(d) of the Act.

In this regard, the Commission notes that the procuring authority has a discretion to set eligibility, technical, and financial conditions. The continuation of agreement between the OPs of Finacle software and the 2023 RFP restricting bidders to authorized partners/SIs of OEM i.e. Infosys, are not restrictive conditions. The extensions and renewals were done to maintain continuity of essential banking operations. NABARD exercised its statutory mandate transparently and reasonably. The RFP was open, objective, and non- discriminatory, grounded in technical and rural banking realities. Thus, the Commission is of the view that there was no evidence of bias toward Infosys and of any exclusive dealing agreement or refusal to deal. Hence, there is no violation of Section 3(4)(b) and Section 3(4)(d) of the Act.

In light of the above, the Commission is of the view that no prima facie case of contravention of Sections 3 and 4 of the Act is made out in the present matter. The Commission directs that the matter be closed forthwith under Section 26(2) of the Act.

GENERAL LAWS

LW 46:06:2026

ELECON ENGINEERING COMPANY LTD v BHARTIYA RAIL BIJLEE COMPANY LTD & ANR[SC]

Civil Appeal No..........of 2026[@ SLP(C) No.33128 of 2025]

Sanjay Kumar & K. Vinod Chandran, J. [Decided on 07/ 05 / 2026]

Arbitration and Conciliation Act, 1996 - section11- Contractor collaborating with appellant for then execution of the project for the employer - interconnected agreements - disputes arose - collaborator approached the court for the appointment of arbitrator - non-signatory party contractor objected to the arbitration - whether correct- Held, No.

Brief facts: A Collaborator's request for arbitration, which collaboration was essential to technically qualify the Contractor to proffer a bid was declined on the ground of there being no privity of contract. The High Court considering a petition under Section 11(6) of the Arbitration and Conciliation Act, 1996 (Act of 1996) rejected the same against which the present appeal is filed. We refer to the parties as the Employer; the 1st respondent herein, the Contractor; the 2nd respondent and the Collaborator; the appellant.

The High Court noticed the trite principle that even non-signatories to an agreement with an arbitration clause would be entitled to invoke it, if such non-signatory is a veritable party to the arbitration agreement. However, finding that there was nothing in the notice under Section 21 of the Act of 1996 to find such inextricable connection; the notice also having specifically sought for a consent to initiate an arbitration, declined the prayer.

Decision: Allowed.

Reason: The contract awarded was for installing a Coal Handling Plant Package for Nabinagar Thermal Power Project of the respondent, the Employer. The successful bidder/Contractor, the 2nd respondent collaborated with the appellant for its design capabilities and supply of certain equipment/materials based on the latter's experience in a project of the required strength and its successful operation for one year. The bid form also contains various DJUs to be executed by 'a Collaborator/Associate' along with the Contractor for the Coal Handling Plant for Nabinagar Thermal Power Project. The DJU was executed by the Collaborator with the Contractor, in favour of the Employer which clearly indicates that the Collaborator was an inseparable part of the contract and its execution.

In response to the notice under Section 21, the Employer specifically referred to the DJU and the 'joint and several' responsibilities of the Contractor and the Collaborator to complete the project. The tripartite agreement was also referred to along with various letters issued by the Employer to the Collaborator for effective completion of the project. Despite the Employer having called upon the Collaborator to fulfil its obligations as per the DJU, due to the disability of the Contractor, the Employer asserted absence of privity of contract and refused consent for adjudication of the dispute between themselves in its letter dated 29.07.2022.

We are of the opinion that the contract by itself necessitated the execution of joint undertaking by the Contractor and the Collaborator who had the 'joint and several' liability for the due completion of the contract. The arbitration clause applied both to the Collaborator and the Contractor in so far as the disputes with the Employer and between themselves the agreement of collaboration provided a like clause for dispute resolution. On the Contractor defaulting in the completion of the project, the Employer had also called upon the collaborator to fulfil the obligations as per the DJU specifically raising the issue of joint and several responsibilities. The meetings convened between the Employer, the Contractor and the Collaborator, after delay in execution of the contract, the tripartite agreement entered into between them and the further communications addressed to the collaborator to take up his responsibility as per the DJU makes the Collaborator a veritable party to the contract who is also entitled to invoke the arbitration clause as available in the contract between the Contractor and the Employer in which the DJU executed by the Collaborator and the Contractor, in favour of the Employer is an inextricable part.

On the above reasoning, we find the High Court to have wrongly declined the prayer for arbitration. We set aside the judgment impugned and allow the petition.

LW 47:06:2026

MD. MASUDUL HAQUE ANSARI v STATE OF JHARKHAND & ORS [JHK]

Acquittal Appeal No.10 of 2012

Rajesh Kumar, J. [Decided on 07/05/2026]

Negotiable Instruments Act, 1881 - sections 138 & 141- friendly loan-cheque dishonour - Trial court acquitted the drawer- whether tenable- Held, Yes.

Brief facts: The complainant gave a total loan of rupees two lakhs in cash to the accused against which in security the accused gave two postdated cheques. Upon presentation both the cheques were dishonoured due to insufficient funds. The complainant issued demand notice to the accused but the accused failed to pay. In that circumstances the complainant filed this case. Accordingly the complainant filed complaint before the learned CJM. The Trial court acquitted the accused on the ground that the loan was not a commercial transaction but a friendly transaction which cannot be enforceable as such. Being aggrieved by the said judgment of acquittal, the appellant-complainant has preferred the present appeal.

Decision: Dismissed.

Reason: Thus, the presumption lies in favour of the holder of cheque in due course that the cheque has been issued for discharge of legally enforceable dues and the onus lies upon the other side to discharge this presumption, but if the material is available on record, suggesting that it is not for the legally enforceable dues, rather it was a friendly transaction between the parties which does not form any contract or does not give any right to impose the same as legally enforceable debt, then that presumption goes and the court has to decide the matter, as per the material available on record.

The Hon'ble Apex Court has settled the law in the judgment, passed in the case of *Rajesh Jain Vs. Ajay Singh, reported in (2023) 10 Supreme Court Cases 148*. In the Indian Contract Act, 1872 to form a legally enforceable contract, there has to be an agreement between the parties and the consideration is the more basic ingredients. The consideration has to be commercial. The friendship cannot be a consideration to form a contract. Thus, if no contract has been formed, then the transaction cannot be legally enforced and it does not come under the definition of legally enforceable debt and the jurisdiction of Section 138 of N.I Act is not applicable.

Thus, this Court finds that the material available on record, does not require any interference in the judgment of acquittal. In the result, the acquittal appeal stands dismissed.

LW 48:06:2026

MADHU SINGH v STATE OF U.P. & ORS [ALL]

Application u/s 482 No. - 19215 of 2007

Sandeep Jain, J. [Decided on 06/05/ 2026]

Negotiable Instruments Act, 1881- sections 138 & 141- cheque dishonour- issued from joint account-signed by one joint holder- summons issued to the other joint holder who had not signed the cheques- whether tenable -Held, No.

Brief facts: The complainant/respondent no. 2, advanced loan to co-accused Rahul Thind who had a joint account with the Appellant. In discharge of the loan Rahul Thind issued cheques from the joint account. Upon presentation the cheques were bounced and the complainant filed a cheque dishonour case before the Magistrate who took cognizance and issued summons to Rahul Thind and the Appellant. The cheques were signed by Rahul Thind only. The said summoning order has been challenged only by the accused/applicant Madhu Singh by filing the present application under Section 482 Cr.P.C.

Decision: Allowed.

Reason: As rightly pointed out by the learned Senior Counsel for the appellant, the interpretation sought to be advanced by the respondents would add words to Section 141 and extend the principle of vicarious liability to persons who are not named in it.

In the present case, it is not disputed that the cheques in question were issued from a joint bank account maintained by Rahul Thind and Madhu Singh. However, it is equally undisputed that the cheques were signed solely by Rahul Thind. Therefore, in light of the settled legal position, the applicant Madhu Singh, not being a signatory to the cheques, cannot be held liable for the offence under Section 138 of the N.I. Act. Moreover, a perusal of the complaint reveals that the allegations are primarily directed against Rahul Thind, and no specific role has been attributed to the applicant Madhu Singh, except that she is jointly and severally liable to repay the loan. Even on this ground, no prima facie case is made out against her.

In view of the aforesaid facts and legal position, this Court is of the considered opinion that the trial court erred in summoning the applicant Madhu Singh to face trial under Section 138 of the N.I. Act. The summoning order, to that extent, is unsustainable in law and is liable to be quashed. Accordingly, the application is allowed.

LEGAL WORLD-JUNE 2026 [LMJ 128 & LW 41-48]

- **LMJ 128:06:2026** We, therefore, find no substance in the submission of learned counsel for the appellants that the valuer had committed a mistake in applying the principles approved by this Court in Hindustan Lever Employees Union (supra). [SC]

  LW 41:06:2026 Thus, in the facts and circumstances of the present case, we find that in the present Section 9 proceedings, except for accounts reconciliation for which the correspondence was going on between the two parties, there is no pre-existing dispute between them. [NCLAT]

  LW 42:06:2026 The cash collateral which was part of security could have very well be adjusted by the Financial Creditor towards the payment of any outstanding dues but recoupment from cash collateral cannot lead to conclusion that no default was committed on the relevant date. [NCLAT]

- **LW 43:06:2026** Given the facts obtaining presently, we are of the firm view that this was an eminently fit case for lifting the corporate veil, as EIL was the main driving force in the development of the projects and in payment of GNIDA's dues. The subsidiary companies were only a front. [SC]

  LW 44:06:2026 The Commission is of the view that a prima facie case of contravention under Section 3(4)(b) read with Section 3(1) of the Act is made out against the OPs and directs the Director General ('DG') to cause an investigation into the matter in relation to the alleged conduct. [CCI]

LW 45:06:2026 Thus, the Commission is of the view that there was no evidence of bias toward Infosys and of any exclusive dealing agreement or refusal to deal. Hence, there is no violation of Section 3(4)(b) and Section 3(4)(d) of the Act. [CCI]

- **LW 46:06:2026** The DJU makes the Collaborator a veritable party to the contract who is also entitled to invoke the arbitration clause as available in the contract between the Contractor and the Employer in which the DJU executed by the Collaborator and the Contractor, in favour of the Employer is an inextricable part. [SC]

  LW 47:06:2026 The consideration has to be commercial. The friendship cannot be a consideration to form a contract. Thus, if no contract has been formed, then the transaction cannot be legally enforced and it does not come under the definition of legally enforceable debt and the jurisdiction of Section 138 of N.I Act is not applicable. [JHK]

- **LW 48:06:2026** Therefore, in light of the settled legal position, the applicant, not being a signatory to the cheques, cannot be held liable for the offence under Section 138 of the N.I. Act. [ALL]

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Student Services

IMPORTANT ALERTS / ANNOUNCEMENTS FOR STUDENTS

PRE-EXAM TEST IS EXEMPTED FOR STUDENTS WHO UNDERGO CLASSES AT REGIONAL AND CHAPTER OFFICES (SUBJECT TO MEETING THE CONDITIONS)

Cut-Off Dates for the year 2026

https://www.icsi.edu/media/webmodules/CUT_off.pdf

How to Download E-Professional Programme Certificate from Digilocker

https://www.icsi.edu/media/webmodules/How_to_Download_Professional_Pass_Certificate_from_Digilocker.pdf

ICSI Students Amnesty Scheme – 2025

https://www.icsi.edu/whats_new_icsi/amnesty/

Time Table for CS Examinations, December, 2026 Session

https://www.icsi.edu/media/webmodules/Examination/CS_Main_Exam_Time_Table_Dec_26.pdf

ICSI Study Centres

https://www.icsi.edu/media/webmodules/Study_Centre.pdf

Join Class-Room Teaching Centres at Regional /Chapters Offices

https://www.icsi.edu/crt/

Chartered Secretary Journal

(Up-gradation of the knowledge of the Members and students)

https://www.icsi.edu/cs-journal/

REGISTRATION

1. **Registration for CS Executive Entrance Test (CSEET)**
   - ✓ Information in detail:

     https://www.icsi.edu/media/webmodules/STUDENT_SERVICE/CSEET_October_2026.pdf
   - ✓ Link to register: *https://smash.icsi.edu/Scripts/Registration/Instructions_Fnd.aspx*
2. **Registration for CS Executive Programme**
   - ✓ Information in detail:

     https://www.icsi.edu/media/webmodules/STUDENT_SERVICE/CS_Flyer.pdf
   - ✓ Link to register:

     CSEET Passed - *https://smash.icsi.edu/Scripts/CSEETregistration/Instructions_CSEETreg.aspx*

     Direct Entry - *https://smash.icsi.edu/Scripts/Registration/Instructions.aspx?ID=R1*
3. **Schedule of Fee Applicable to the Students of CS Course**

   https://www.icsi.edu/media/webmodules/STUDENT_SERVICE/Fee_Structure.pdf
4. **Renewal of Registration / Registration Denovo (for Executive Programme & Professional Programme Students)**

   Registration of students registered upto and including June 2021 stands terminated on expiry of five-year period on 31st May 2026. All such students whose registration has been expired are advised to seek Registration Denovo :
   - ✓ Registration De novo link:

     https://smash.icsi.edu/Scripts/login.aspx
   - ✓ Process of Denovo:

     https://www.icsi.edu/media/webmodules/user_manual_for_reg_denovo.pdf
5. **Opportunity for students to validate their registration three months prior to Expiry of Registration**
   - ✓ Follow: *https://www.icsi.edu/media/webmodules/14112022_Denovo3monthspriortoexpiryofRegistration.pdf*

6. Continuation of Registration w.e.f. 3rd February 2020

Students will have to keep their registration renewed from time to time even after passing Professional Programme Stage till completion of all the training requirements to become entitled to be enrolled as member of the Institute. Guidelines and process are available at the following url:

✓ Follow:

https://www.icsi.edu/media/webmodules/student/Guidelines_ContinuationRegistration.pdf

https://www.icsi.edu/media/webmodules/Detailed_notification_continuation_of_reg_profpass_stud.pdf

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

!!ATTENTION STUDENTS!!

Cut- off- Date for Acceptance of Applications for Admission to Executive/ Professional Programme is 31.07.2026 (for appearing in Any one Group in December 2026 Examination)

Register online through https://smash.icsi.edu

7. Registration to Professional Programme

Students who have passed/completed both modules/Groups of the Executive examination are advised to seek registration to Professional Programme through online mode.

Registration Fee: Rs. 20000.00

Description	*Amount (Rs.)*
EDUCATION FEE-PROFESSIONAL	19000.00
PRE - EXAM TEST FEE – PROFESSIONAL	1000.00

While registering for the Professional Programme, students are required to submit their option for the Elective Subjects of both Groups

Notwithstanding the original option of Elective Subjects, student has the option to change elective subjects & enroll for any other elective subjects, if he/she wishes. The study material if needed will have to be purchased by them against requisite payment. Soft copies of the study materials are available on the website of the Institute.

Process to change the Elective Subject :

Login with user ID and password at

https://smash.icsi.edu/Scripts/login.aspx

->Click on Module->Student Services->Change Optional Subject->Select new optional subject->Save

Important : The students shall also be required to pass the online pre-exam test in such manner and mode as may be determined by the Council.

Eligibility of students for appearing in the Examinations shall be as under: -

Session	***Modules***	***Cut-off date for Registration***	***Illustrative Example***
June	Both	30th November (Previous Year)	All students registered upto 30th November shall be eligible to appear in examination of Both Groups in June Session.
	One	31st January (Same Year)	All students registered upto 31st January shall be eligible to appear in examination of any One Group in June Session.
December	Both	31st May (Same Year)	All students registered upto 31st May are eligible to appear in examination of Both Groups in December Session
	One	31st July (Same Year)	All students registered upto 31st July are eligible to appear in examination of any One Group in December Session.

8. Re-Registration to Professional Programme

Students who have passed Intermediate Course/ Executive Programme under old syllabus and are not eligible for seeking Registration Denovo may resume CS Course from Professional Programme Stage. Detailed FAQ, Prescribed Application Form, etc. may be seen at:

https://www.icsi.edu/media/webmodules/REREGISTRATION.pdf

PAPERWISE EXEMPTIONS

1. Clarification Regarding Paper wise Exemption

(a) Students enrolling on the Company Secretary (CS) Course shall be eligible for paper-wise exemption(s) based on the higher qualifications (ICAI (cost)/LLB) acquired by them. Such students' needs to apply for paper wise exemption in desired subject through 'Online Smash Portal complying all the requirements. There is a one-time payment of Rs. 1000/- (per subject).

For details and Process please visit:
https://www.icsi.edu/media/webmodules/ATTENTION_STUDENTS_RECIPROCAL_EXEMPTION_NEW_SYLLABUS_2022.pdf

(b) The last date for submission of requests for exemption, complete in all respects, is 9th April for June Session of examinations and 10th October for December session of Examinations. Requests, if any, received after the said cut-off dates will be considered for the purpose of subsequent sessions of examinations

(c) The paper wise exemption once granted holds good during the validity period of registration or passing/completing the examination, whichever is earlier.

(d) Paper-wise exemptions based on scoring 60% marks in the examinations are being granted to the students automatically and in case the students are not interested in availing the exemption they may seek cancellation of the same by submitting request through the Online facility available at *https://smash.icsi.edu/scripts/login.aspx* 30 days before commencement of examination

Session	*Cut-off date for Cancellation of Exemption/ Re- submitting the Call-For Documents for Granting Exemption*
June Session	1st May
December Session	21st November

User manual for cancellation of Exemption:

https://smash.icsi.edu/Documents/Qualification_Based_Subject_ExemptionandCancellation_Student.pdf

If any student appears in the examinations disregarding the exemption granted on the basis of 60% marks and shown in the Admit Card, the appearance will be treated as valid, and the exemption will be cancelled.

(e) It may be noted that candidates who apply for grant of paper wise exemption or seek cancellation of paper wise exemption already granted, must see and ensure that the exemption has been granted/cancelled accordingly. Candidates who would presume automatic grant or cancellation of paper wise exemption without obtaining written confirmation on time and absent themselves in any paper(s) of examination and/or appear in the exempted paper(s) would do so at their own risk and responsibility and the matter will be dealt with as per the above guidelines.

(f) Exemption once cancelled on request in writing shall not be granted again under any circumstances.

(g) Candidates who have passed either module of the Executive/Professional examination under the old syllabus shall be granted the paper wise exemption in the corresponding subject(s) on switchover to the new/latest syllabus.

https://www.icsi.edu/media/webmodules/Switchover_17092016.pdf

https://www.icsi.edu/media/webmodules/Correspondingexemptionafterswitchover%20-Fnd_ExePrg.pdf

(h) No exemption fee is payable for availing paper wise exemption on the basis of switchover or on the basis of securing 60% or more marks in previous sessions of examinations.

May please Note that the option to claim paperwise exemption for Executive and Professional students based on higher qualifications (ICAI (Cost) / LLB) for the December 2026 CS Exam will be activated in SMASH portal *(https://smash.icsi.edu)* after declaration of result of June 2026 session

Furthermore, Status to verify paper-wise exemption granted under Subject Exemption head has also been deactivated in SMASH portal till declaration of result of June 2026 session.

ENROLLMENT TO EXECUTIVE & PROFESSIONAL PROGRAMME EXAMINATION (REGULATION 35)

(i) The examinations for the Executive & Professional Programme Stage of CS Course are conducted in June and December every year.

(ii) The schedule for submission of online application along with the prescribed examination fee for enrolment to June and December Sessions of Examinations are as under:

Session	***Cut off dates during which the students can submit examination form with prescribed fee***	
June	The online examination enrollment window is opened tentatively on 26th February and the students may submit the form upto 25th March without late fee.	Students may submit the examination form during 26th March to 9th April with Late Fee.
December	The online examination enrollment window is opened tentatively on 26th August and the students may submit the forms upto 25th September without late fee.	Students may submit the examination form during 26th September to 10th October with Late Fee.

The eligibility conditions for seeking enrollment to Executive & Professional Programme Examination are as per the cut off available at:

https://www.icsi.edu/media/webmodules/CUT_off.pdf

(iii) TDOP shall be applicable to the students registered for CS Executive Programme on or after 1st February 2025. Students are advised to complete the TDOP w.e.f. December 2025 session of Examination onwards

(iv) Students who have registered in the Executive/Professional Programme or have been switchover from old syllabus to new syllabus are required to complete Pre-Examination Test to become eligible for enrolment to June/December Examinations.

Process For Remitting Pre-Examination Test Fee for Switchover Students is available in the link:

https://www.icsi.edu/media/webmodules/ProcessRemitPretestFeeUnderSyllabus2022.pdf

https://www.icsi.edu/media/webmodules/Pre-Examination_FAQ_160621.pdf

CANDIDATES APPEARING IN CSEET (RESTRUCTURED) FROM JUNE 2026 SESSION ONWARDS!

SYLLABUS

The Syllabus of Company Secretary Executive Entrance Test (CSEET) applicable from June 2026 CSEET session onwards. It shall be comprised of four papers and the nomenclature of the papers is as under:

Day of Exam	Subjects (*)	Maximum Marks	Pattern	Duration
First Day	Business Communication	100	Subjective	3 Hours
Second Day	Fundamentals of Accounting	100	Subjective	3 Hours
Third Day	Economic and Business Environment	100	Subjective	3 Hours
Fourth Day	Business Laws and Management Business Laws - 60 Marks Business Management - 40 Marks	100	OMR BASED	2 Hours

TIMELINES FOR CSEET REGISTRATION, EXAM ENROLMENT AND RESULTS

Cut-off Dates	June Session	October Session	February Session
Registration	01st November to 28/29th February	01st March to 30th June	01st July to 31st October
Exam Enrolment (Without Late Fee)	16th March to 15th April	16th July to 15th August	16th November to 15th December
Exam Enrolment (With Late Fee)	16th April to 20th April	16th August to 20th August	16th December to 20th December
Date of Result	15th July*	15th November	15th March

CSEET EXAMINATION FEE (₹)

CSEET EXAMINATION FEE (₹)		
Examination Fee	₹ 1500	Lumpsum
Late Fee for submission of Examination Form in addition to Examination Fee	₹ 250	Lumpsum
Change of Examination Center	₹ 250	Per Change
Surcharge for appearing in Examinations from Overseas Centre (Dubai) (over and above normal Examination Fee)	US$100	Or Equivalent amount in Indian Rupees

Medium of Attempting Examination: English

Eligibility Criteria to Enroll for CSEET Examination

MANDATORY REQUIREMENTS:

- Completion of SIP (Student Induction Programme)

PROCEDURAL COMPLIANCE

CHANGE OF ADDRESS/CONTACT DETAILS/CREATION OF PASSWORD

Process 1: Manual for Change of Mobile number, Email Id

Step1: Login with valid credentials at *https://smash.icsi.edu/scrips/login.aspx*

Step 2: Change Mobile Number and Email address.

Process 2: Process to change correspondence /permanent address.

Step1: Login with valid credentials at *https://smash.icsi.edu/scrips/login.aspx*

Step 2: To change Correspondence address

Step 3: Click on Save Button

Process 3: Change/Reset Password

Step 1: Log in with valid credentials on *smash.icsi.edu*

Step2: Click on Profile > Change Password or Forget password/Reset Password:

https://smash.icsi.edu/scripts/GetPassword.aspx

Process 4: Change Name/Photograph/Signature=-=

https://www.icsi.edu/media/webmodules/REVISED_PROCEDURE_FOR_EFFECTINGCHANGE_NAME_INSTITUTE_RECORDS.PDF

STUDENT IDENTITY CARD

Identity Card can be downloaded after logging into the Student Portal at: *www.icsi.edu*.

Step 1: Log in with valid credentials on *smash.icsi.edu*

Step 2: Click on Module >Student Services>Identity Card

DEDUCTION OF 30% OF THE TOTAL FEE REMITTED BY THE APPLICANT IN RESPECT OF REGISTRATIONS LYING PENDING FOR MORE THAN A YEAR

Visit for details:
https://www.icsi.edu/media/webmodules/Fees_Refund_Guidelines_Admission_Fees.pdf

Join online classes at the Regional/Chapter Offices/Study Centres of The ICSI and excel in Examination

Pre-exam test is exempted for Class-Room Teaching Students (Condition apply)

Dear Student,

As you are aware, the CS Course allows the flexibility of undergoing professional education as per the convenience of the students through distance learning mode.

However, keeping in view the requests of the students, the institute has been arranging Class- Room Teaching facilities as its Regional Offices and many of the Chapter Offices and Study Centres. A list of Offices presently providing the Class-Room Teaching facility may be seen at the following link of the Institute's website: ***https://www.icsi.edu/crt***

We recommend the students of the Institute to join the classes conducted by the Regional & Chapter Offices and Study Centres for quality education at nominal fee.

Most of the Regional Chapter offices conduct these classes. Kindly contact your nearest Regional/Chapter Office/ Study Centre. The contact details are available at the following link: ***https://www.icsi.edu/media/webmodules/websiteClassroom.pdf***

Besides regular classes, the Institute is also conducting demo classes, mock tests, revision classes, and classes on individual subjects which help students in preparing for the main examination.

The Coaching Classes are organized throughout the year corresponding with each session of CS Examination held in June and December every year.

As you are aware the Pre-Examination Test is compulsory for all students of Executive and Professional Programme under new syllabus. The students undergoing the Class-Room Teaching and pass the requisite tests forming part of the coaching are exempted from appearing in the Pre-Exam Test. The standard procedure for joining the coaching classes at the Regional/Chapter Offices is as under:

Step – 1	Contact the nearest Regional/Chapter Office of the Institute from the list given at the link. *https://www.icsi.edu/media/webmodules/websiteClassroom.*pdf
Step – 2	Ascertain the Date of Commencement of Coaching Class and the timings of the classes
Step – 3	Enquire about the availability Demo Classes and if available attend the same as per the schedule
Step – 4	Remitthe applicable fees at the Regional/Chapter Office
Step – 5	Attend the Coaching Classes as per the schedule and appear in the CS Main examinations

The Institute shall be able to commence Class-Room Teaching facility at the remaining Chapter Offices also subject to the participation of students.

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Training

Initiatives taken during the month of June, 2026

68th Samadhan Diwas was organised on 10.6.2026 through virtual mode for "on-the-spot" resolution to issues/grievances of students. Samadhan Diwas is an interactive platform which gives opportunity to the students to discuss their issues directly with the ICSI officials.

Important information – Long Term Training

- Quarterly report on trainee's progress is to be submitted by the trainer within 30 days of each quarter end. Trainee should pursue the timely submission with the trainers.
- If a trainee changes trainer in mid-quarter, two reports will be required: one from the previous trainer for the partial period and one from the new trainer for the remaining time.
- Trainees are advised to maintain proper records of assignments, compliances, and practical learning throughout the training period to facilitate timely submission of Quarterly Reports.
- Upon successful completion of training, a Training Completion Certificate/NOC must be issued in the format prescribed by the Institute, which is placed as Annexure 5.8 of the Student Training Guidelines,2024.
- The Training Completion Certificate should clearly mention the student's name, ICSI registration number, date of commencement and completion of training and the total number of leaves availed during the training period.
- The Completion Certificate should be duly signed and stamped by the authorised signatory/trainer and should contain the relevant membership or Certificate of Practice details wherever applicable.
- Long-Term Training Guidelines are available on the Institute's official website at the following link:
  https://www.icsi.edu/media/webmodules/training/Training_Guidelines.pdf

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

Vision
"To be a global leader in promoting good corporate governance"

Motto
सत्यं वद। धर्मं चर। speak the truth, pursue righteousness

Mission
"To develop high calibre professionals facilitating good corporate governance"

Golden Opportunity to Become a Company Secretary

For Economically weaker and / or Academically Bright Students
To avail financial assistance from

STUDENTS EDUCATION FUND TRUST

ELIGIBILITY CRITERIA	
Economically Backward Students with Good Academic Record (having family income not more than 3 Lakh per annum)	65% (or equivalent CGPA) in Class XII OR 60% (or equivalent CGPA) in Graduation
Academically Bright Students (without any limit on family income)	85% (or equivalent CGPA) in Class XII OR 70% (or equivalent CGPA) in Graduation

Please refer to the detailed guidelines available on the website regarding refund under Student Education Fund Trust (SEFT) @ **https://www.icsi.edu/media/webmodules/28072022_guidelines.pdf**
or write to seft@icsi.edu

To download the SEFT Form click here :

https://www.icsi.edu/media/webmodules/SEFT_ApplicationForm.pdf

CS Pawan G. Chandak
President, The ICSI

CS Dwarakanath Chennur
Vice-President, The ICSI

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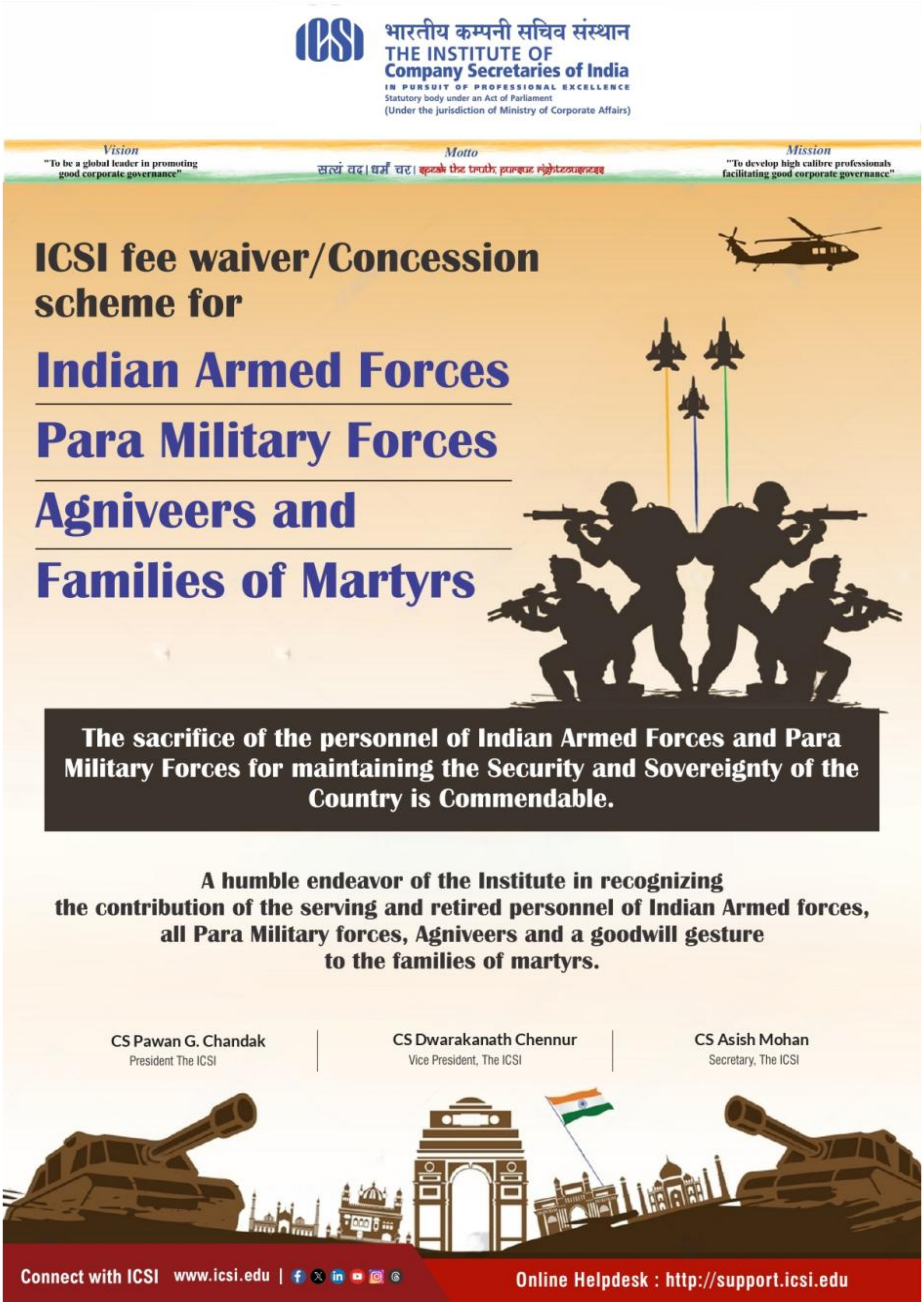
भारतीय कम्पनी सचिव संस्थान
THE INSTITUTE OF
Company Secretaries of India
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament
(Under the jurisdiction of Ministry of Corporate Affairs)
Vision
"To be a global leader in promoting good corporate governance"
Motto
सत्यं वद। धर्मं चर। speak the truth, pursue righteousness
Mission
"To develop high calibre professionals facilitating good corporate governance"
ICSI fee waiver/Concession scheme for
Indian Armed Forces
Para Military Forces
Agniveers and
Families of Martyrs
The sacrifice of the personnel of Indian Armed Forces and Para Military Forces for maintaining the Security and Sovereignty of the Country is Commendable.
A humble endeavor of the Institute in recognizing the contribution of the serving and retired personnel of Indian Armed forces, all Para Military forces, Agniveers and a goodwill gesture to the families of martyrs.
CS Pawan G. Chandak
President The ICSI
CS Dwarakanath Chennur
Vice President, The ICSI
CS Asish Mohan
Secretary, The ICSI
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ICSI Student Amnesty Scheme deadline has been further extended till August 31, 2026.

Don’t delay — Register Now! For complete information,

visit: *https://www.icsi.edu/whats_new_icsi/amnesty/*

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Knowledge on Demand for Students

"Knowledge on Demand" is an initiative of the Institute, providing students with the facility to explore recorded sessions on important topics as per their requirement and update their knowledge at their convenience online on the Institute's LMS platform.

FEATURES

- Pathway for enhancing knowledge and skills
- Anywhere, Anytime 24 * 7 availability
- Contemporary topics
- Sessions by subject experts
- Multiple time access to sessions for 1 year

TOPICS AVAILABLE

- Advanced Office Skills
- Advanced Excel Skills
- Behavioural Skills
- Artificial Intelligence & AI Tools
- Research Ability
- Basic Accounting and how to read and understand Financial Statements
- Court Craft & Drafting Skills/Interpretations Skill
- Corporate Etiquette
- Communication Skills

Fee for Single video : ₹ 250 (including GST)

For Single Session video students can register on given link:
https://g25.tcsion.com/EForms/configuredHtml/1677/62804/application.html?id=KOD-FS

Annual Fee for All videos : ₹ 1000 + GST

For All Sessions video students can register on given link:
https://g25.tcsion.com/EForms/configuredHtml/1677/62804/application.html?id=KOD-FSAS

CS Pawan G Chandak	**CS Dwarakanath Chennur**	**CS Asish Mohan**
President, The ICSI	Vice President, The ICSI	Secretary, The ICSI

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COMPANY SECRETARY EXECUTIVE ENTRANCE TEST (CSEET)

(OCTOBER 2026)

EXPAND YOUR HORIZONS

CS - CAREER WITH ENDLESS OPPORTUNITIES

(UGC recognizes CS qualification equivalent to Post Graduate Degree)

Eligibility : 12th or Equivalent (Passed or appearing) or Under-Graduate Students

SYLLABUS

(a) Business Communication (Subjective - 100 Marks) (3 hrs)
(b) Fundamentals of Accounting (Subjective -100 Marks) (3 hrs)
(c) Economic and Business Environment (Subjective - 100 marks) (3 hrs)
(d) Business Laws and Management (OMR based - 100 marks) (2 hrs)

Highlights

- Validity of CSEET Admission - 3 Yrs.
- SIP - Student Induction Programme
- Various fee concessions
- Centre based Examination
- Three Sessions in a year (February, June, October)
- Free Online Classes

FEATURES

Registration Fees : Rs. 7500
Examination Fee : Rs. 1500
Registration starts from : 01st March 2026
Last date of Registration : 30th June 2026
Enrollment for Examination : July to August
Mode of Examination : Centre based (Pen & Paper)
Date of Exam : First week of October

WAY FORWARD

Executive Programme | Professional Programme | Training | Membership

For more details visit ICSI website: www.icsi.edu

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EASTERN INDIA REGIONAL COUNCIL
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Mission
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25TH ALL INDIA DEBATE COMPETITION 2026
HOSTED BY EIRC OF THE ICSI
NATIONAL LEVEL ROUND
Saturday, 19th September 2026
EIRC of the ICSI
ICSI CCGRT Kolkata Campus
Plot IIA/35, Premises No. 07-0394;
NewTown, Kadampukur,
Kolkata 700135
Competition Stages
CHAPTER LEVEL COMPETITION
Topic: Social media is addictive or beneficial
REGIONAL LEVEL COMPETITION
Topic: Youth today is equally aware and responsible
NATIONAL LEVEL COMPETITION
Topic: Ease of Doing Business depends more on Good Governance than Regulatory Framework
Chapter Level: To be completed by 18th July 2026
For participation please contact the nearest Chapter of the ICSI
Regional Level: To be completed by 7th August 2026
ELIGIBILITY CRITERIA
Participation is restricted to the bonafide – registered students of the ICSI, including students who have passed the Professional Programme examinations, but are yet to enrol for CLDP.
Students will be required to carry their Identity Cards of ICSI with them at the competition.
Practicing Advocates, Chartered Accountants, Cost Accountants are not eligible to participate.
IMPORTANT INFORMATION
Competition Rules will be as per guidelines/directions issued by the ICSI
Level | First Prize | Second Prize | Third Prize
Chapter Level Competition | Commendation Certificate | Commendation Certificate | Commendation Certificate
Regional Level Competition | Rs. 10,000/- + Commendation Certificate | Rs. 6,000/- + Commendation Certificate | Rs. 4,000/- + Commendation Certificate
National Level Competition | Rs. 20,000/- + Commendation Certificate | Rs. 12,000/- + Commendation Certificate | Rs. 8,000/- + Commendation Certificate
eiro@icsi.edu
033-35033805
CS Pawan G. Chandak, President, The ICSI
CS Dwarakanath Chennur, Vice President, The ICSI
CS Asish Mohan, Secretary, The ICSI
CS Bishal Harlalka, Chairman, EIRC of The ICSI
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SOUTHERN INDIA REGIONAL COUNCIL

Vision "To be a global leader in promoting good corporate governance"

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24TH ALL INDIA MOOT COURT COMPETITION-2026

Host: SIRC of the ICSI

National Level
Saturday, 26th September 2026
at Chennai

Eligibility Criteria

Participation is restricted to the bona fide registered students of the ICSI. For the current academic year, students who have successfully cleared the Professional Programme but yet to enroll for the CLDP may participate in the 24th All India Moot Court Competition, subject to other applicable eligibility criteria. Students will be required to carry their Identity Card of ICSI with them at the competition.

Advocates, Chartered Accountants, Cost Accountants are not eligible to participate.

Particulars	Date for submission of application for participation	Date to organize the Competition	Venue of the Competition
Chapter Level Competition	On or before Saturday, 11th July, 2026	On or before Saturday, 18th July, 2026	To be decided by the Chapter
Regional Level Competition	On or before Thursday, 23rd July, 2026	On or before Saturday, 8th August, 2026	To be decided by the Regional Office
National Level Competition	Submission of memorials: On or before Saturday, 22nd August, 2026	**Saturday, 26th September, 2026**	**Chennai** The exact venue of the competition will be intimated later

Link for Registration: https://drive.google.com/file/d/1TWPkUhVYs91BOUQUUiLWRopp9l8tXjZg/view?usp=sharing
Please click here for Rules: https://drive.google.com/file/d/19k2yIMCIt1iBiNmhV056kaPp9Luf8P8O/view?usp=sharing
Please click here for Case Laws: https://drive.google.com/file/d/1RR66YqpusCaEEUTn61qviOlAkexuR5Dz/view?usp=sharing

For participation in Chapter / Regional Level, please contact the nearest Chapter or Regional Office of The ICSI.

CS Pawan G. Chandak President, The ICSI	**CS Dwarakanath C** Vice-President, The ICSI	**CS Asish Mohan** Secretary, The ICSI	**CS Mahadev Tirunagari** Chairman, ICSI-SIRC

For further details, please contact:
Southern India Regional Office, The Institute of Company Secretaries of India
ICSI-SIRC House, No.9, Wheat Crofts Road, Nungambakkam, Chennai-600034-Phone: 044-28279898; 28268685 / Email: chelliah.murugan@icsi.edu/siro@icsi.edu

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All India COMPANY LAW QUIZ-2026

For Students of Company Secretaryship Course

NO PARTICIPATION FEE

FOR REGISTRATION, PLEASE CLICK HERE

ELIGIBILITY CRITERIA

- All Executive and Professional Programme students of the Institute having a **valid registration number as on 30th June 2026**.
- Students who have completed the Professional Programme but **not yet enrolled** in **CLDP**.

PRIZE MONEY*

EXECUTIVE PROGRAMME	1st Prize	Rs. 50,000/-
	2nd Prize	Rs. 30,000/-
	3rd Prize	Rs. 20,000/-
PROFESSIONAL PROGRAMME	1st Prize	Rs. 50,000/-
	2nd Prize	Rs. 30,000/-
	3rd Prize	Rs. 20,000/-

*TDS will be deducted as per applicable rates

Commencement of Registration	Sunday, 14th June 2026 10.00 AM
Last Date to Register	Tuesday, 30th June 2026 5.00 PM
Preliminary Round Online Mode, MCQ Pattern	Saturday, 11th July 2026 10 AM to 5 PM
Quarter-Final Round Online Mode, MCQ Pattern	Saturday, 25th July 2026 10 AM to 5 PM
Semi Final Round Online Mode, MCQ Pattern	Saturday, 8th August 2026 10 AM to 5 PM
Final Round	Saturday, 29th August 2026

For any query contact at : **icsi_aiclq@icsi.edu**

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#ICSIREELCHALLENGE - It's Your Time to Shine! Share A Story and Win!
Upload a Reel/ Story
on
" Opportunities in GST & Indirect Taxes "
Tag ICSI Facebook and Instagram Handle
Best entry will be awarded a cash prize of Rs. 1000/- (All rights reserved with ICSI)
The result will be announced on the ICSI Social Media Platforms
Only ICSI Students* are eligible to participate
Last date for uploading: 7 July 2026
Note:
· No AI Audio and Video
· Voice Clarity – Pronunciation, Dialect
*Students having a valid registration number are eligible to participate.
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GUJARAT MARITIME UNIVERSITY
तमसो मा ज्योतिर्गमय

ICSI

MBA
in Maritime Regulations and Compliance Management

At
Gujarat Maritime University
Exclusively for the students of the
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https://gmu.edu.in/

For details : https://www.icsi.edu/mba-gmu/

STUDENT COMPANY SECRETARY (e-Journal)

Advertisement Tariff

Full Page Advertisement			Half Page Advertisement		
Per Insertion	6 Insertions	12 Insertions	Per Insertion	6 Insertions	12 Insertions
Rs. 17,000	Rs. 88,000	Rs. 1,70,000	Rs. 8,500	Rs. 44,000	Rs. 85,000

MECHANICAL DATA	
Full Page 18x24cm	Half Page 9x24 cm or 18x12cm

- The Institute reserves the right not to accept order for any particular advertisement.
- The e-Journal is uploaded at *www.icsi.edu* during the last week of every month and also circulated among the students. The advertisement material should be sent in the form of typed manuscript or art pull or open file before 15th of any month for inclusion in the respective month's issue.

For further information
Mail to : academics@icsi.edu
Ext. 0120-4082171

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ICSI House, 22, Institutional Area, Lodi Road, New Delhi 110 003
tel 011-4534 1000 **email** info@icsi.edu **website** www.icsi.edu