

STUDENT COMPANY SECRETARY

[e-Journal for Executive & Professional Students]

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06**



**THE INSTITUTE OF
Company Secretaries of India**

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

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STUDENT COMPANY SECRETARY

[e-Journal for Executive & Professional Students]

June 2025

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President

CS Dhananjay Shukla

Vice-President

CS Pawan G. Chandak

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PREPARED BY DIRECTORATE OF ACADEMICS

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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

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

SUBJECTWISE MONTHLY UPDATES

<https://www.icsi.edu/academic-portal/subjectwise-monthly-updates/>

GUIDELINE ANSWERS

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

**STUDY MATERIAL (UPDATED VERSION)
AND
MODEL QUESTION PAPER**

<https://www.icsi.edu/academic-portal/new-syllabus-2022/executive-programme/>

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



|| स्वात्मानं जानीहि ||

Know thyself.

Dear Students,

The month of June, while dissecting the year into half, accords us a moment of ponderance. As students of the Institute of Company Secretaries of India, it is not the heat of summers that tests, but the Examinations of Executive and Professional Programme, that gauge your real potential, knowledge and understanding – to see you befit the roles of Company Secretaries.

However, if I am to reminisce the times lived myself as a student, I cannot help but smile on the desperation felt, on the night before the last examination. I would not be able to say about you with all definitiveness but for me, the focus and concentration was a bit divided. On one hand, the last-minute revisions sought my attention and the bit longer vision went towards deliberating and contemplating with my inner self and my friends too, as to what would be done next.

Suddenly as the pressure of examination lifts, there is not just a sense of exhilaration but a sense of emptiness as well – a need for a sense of purpose to fill in the time gaps in between. Then again, since I was and have been an avid reader, the long list of books to be read (or TBR as the millennials like to call it), kept me occupied. The next thing that my interests hung on to used to be music and travel – as I picked on them to connect with my inner self.

The reason as to why I am sharing tidbits of my personal life is because as a professional with decades of experience, I have come to realize that while the understanding of texts, study materials, books, reference materials, and all sorts of information is a necessary trait, it is unequivocally significant, that you recognize your true self. And when I say that, not only does it mean your academic and professional likings, but the extramural activities as well, that rouse your interests, pique your happiness and bring to the fore a much more unique side of your persona.

All that said, it is in the month of June, that the ICSI celebrates PCS Day – a 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. As we celebrate the day throughout our Regional Offices and Chapters and even at the National Conference, what we are rejoicing is not just that one single recognition, but the

ever-growing roles and responsibilities of this brigade of professionals – of their multi-faceted qualities and their tremendous contributions to the governance culture of the nation.

I am glad to share one of the most recent initiatives launched at the 26th National Conference of Practising Company Secretaries – the **Webinar Series** to empower aspiring Company Secretaries. The Series will be covering topics ranging from Behavioural & Communication Skills to MS Office & AI Tools, and more; all with the intent of providing avenues of knowledge and skill upgradation at the click of your button.

And all this has been possible because, this profession has never said ‘no’ to learning and portrayed as much dynamism as their surroundings.

For as John Dewey said and I quote,

"Education is not preparation for life; education is life itself." -

Warm Regards,

(CS Dhananjay Shukla)

President

The Institute of Company Secretaries of India



“The longest journey of any person is the journey inward.”

*~ Dag Hammarskjöld,
Markings: Spiritual Poems and Meditations*

Dear Students,

The quote above finds perfect alignment with the flavour of the month. The celebration of the International Day of Yoga on the longest day of the year, June 21, seems to serve as the perfect day for introspection.

While the day seeks to rejuvenate us, and have a more sensitized approach towards our mind, body and soul – it also grants us with moments – to delve deeper into ourselves and decipher as to who we are within.

Indeed, all of this may seem like spiritual advice and guidance. But, as soon-to-be professionals, it is not just imperative that we understand our futuristic responsibilities towards the corporates we intend to serve, the stakeholders whose interests we need to upkeep and the nation that we desire to lead; but also, to know, understand and comprehend our inherent qualities and strengths – that render us our individuality.

Having been done with the task at hand – the June 2025 Examinations, the time at hand, offers the luxury to hone skills, learn new traits, gain knowledge through varied sources, but most important of them all, to prepare for the next step.

Be it another set of Examinations or stepping into the profession, each of these paths would requisite a much firmer approach, dedicated action and an unwavering commitment to achieve our individual dreams and goals and with that of the profession and nation.

It goes without saying that knowledge and skills need to be developed and sharpened respectively on regular basis. Whether it is advocacy skills, presentation skills, communication skills and IT skills, all require equal focus in light of the dynamic business environment.

Numerous developments are taking place in various sectors both globally as well as nationally and since there is a ripple effect of any economic or business event, one has to be conversant or equipped with latest knowledge and skills to steer through challenges of varied types.

So keep learning, keep growing and keep shining; for as *Elin Nordegren* says,

“Education is one thing no one can take away from you.”

Regards,

(CS Asish Mohan)

Secretary

The Institute of Company Secretaries of India

RECENT INITIATIVES FOR STUDENTS

- The **Student Company Secretary e-journal** for Executive / Professional programme students of ICSI has been released for the month of **May, 2025**. The same is available on the Institute's website at the weblink: <https://www.icsi.edu/academic-portal/student-company-secretary/>
- The **CSEET Communique (e-bulletin)** for the month of **May, 2025** containing the latest updates /concepts through articles /write-ups and sample questions in respect of parts of the CSEET has been placed on the ICSI website. The same is also available at the CSEET Portal at the Institute's website. The weblink to access the CSEET Communique is: https://www.icsi.edu/student_rpn/cseet/cseet-e-bulletin1/
- **Info Capsule** is being issued as an update on daily basis for members and students, covering latest amendments on various laws for the benefit of our members and students. The same is available on the ICSI website at the weblink: <https://www.icsi.edu/infocapsule/>
- **Three Days Orientation Programme (TDOP)** has been launched by the Institute for students registering in CS Executive Programme on or after 1st February, 2025 with a view to facilitate connectivity between the CS students and the Institute. The details of the same are available on the Institute's website at the weblink: https://www.icsi.edu/student_rpn/training/three-day-orientation-program/
- **Corporate Leadership Development Program (CLDP) through Alternative Method for working Professionals** has been launched by the Institute to facilitate the students who are working Professionals. The different categories of eligibility under working professionals are available on the Institute's website at the weblink: https://www.icsi.edu/media/webmodules/CLDP_Announcement_27032025.pdf
- **Allotment of Associate Membership upon completion of 30 days Corporate Leadership Development Programme (CLDP)** has been launched by the Institute for allotment of Associate Membership Number to the CS students on the last day of 15 days Classroom (residential/non-residential) mode CLDP subject to fulfilment of all the other conditions necessary for obtaining the Membership Number. The eligible students will be given their membership Numbers during the valedictory of 15 days Classroom (residential/non-residential) mode CLDP.
- **e-TDOP through Learning Management System (LMS)** has been introduced by the Institute for students having minimum of 3 years of work experience or a qualified CA/CMA/Advocate or Government employees (including armed forces), or differently-abled (physically challenged) to be determined on case-to-case basis. The e-TDOP option is also available to all those students who had enrolled for ODOP but could not complete ODOP till April 07, 2025.
- **56th Samadhan Diwas** was organised on 11th June, 2025 through virtual mode for "on-the-spot" resolution to issues/grievances of students. In the Samadhan Diwas students get opportunity to present their cases and interact directly with the Officials of the ICSI.



Academics

Combination Under Competition Act*

Introduction

The Competition Act, 2002 follows the philosophy of modern competition laws and aims at fostering competition and protecting Indian markets against anti-competitive practices. The Act prohibits Anti-Competitive Agreements, Abuse of Dominant Position and Regulates Combinations (Mergers and Acquisitions) with a view to ensure that there is no adverse effect on competition in India.

The Competition Act, 2002 (Act) was amended on 11th April 2023, vide the Competition (Amendment) Act, 2023. Among other things, the Amendment Act introduced (i) an additional notification criterion i.e., deal value threshold for mergers and acquisitions; (ii) enabling provision allowing open market transactions subject to certain conditions; and (iii) amendment to the scheme for review of combinations. Competition Commission of India (CCI) has also notified the Competition Commission of India (Combinations) Regulations, 2024.

The Act does not specifically define Merger or Amalgamation or Combination. Merger is largely understood to mean where assets and liabilities of an entity are transferred to another entity and the first entity loses its existence. Amalgamation is largely understood to mean where two or more existing entities merge to form a new entity and existing entities lose their existence. Broadly, combination under the Act means acquisition of control, shares, voting rights or assets, acquisition of control by a person over an enterprise where such person has direct or indirect control over another enterprise engaged in competing businesses, and mergers and amalgamations between or amongst enterprises when the combining parties exceed the thresholds set in the Act.

* Chittaranjan Pal, Deputy Director, ICSI.

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

Scope of Section 5(Combination)

As per Section 5 of the Act, the acquisition of one or more enterprises by one or more persons or the merger or amalgamation of enterprises, shall be considered a combination if it exceeds the prescribed thresholds. The thresholds are based on assets, turnover, and value of transaction. Under the Act, acquisition means directly or indirectly acquiring or agreeing to acquire (i) control, shares, voting rights, or assets of any enterprise; or (ii) control over management or control over assets of any enterprise. The prescribed thresholds based on assets and turnover are applicable to the parties to a particular combination *i.e.*, target enterprise and acquirer (or acquirer group)/merging parties (or the group to which merged entity would belong) or the value of assets and turnover of the group to which the parties belong, and the other newly introduced threshold is based on value of transaction. Furthermore, the thresholds also take into account the geographical limits of parties' business operations.

Thresholds for Combination & Filing Notice

Enterprise level		Assets	Or	Turnover
	India	> 2500 INR Crore		> 7500 INR Crore
	In India or Outside India	> USD 1.25 bn with at least > 1250 INR Crore in India		> USD 3.75 bn with at least > 3750 INR Crore in India
OR				
Group Level		Assets	Or	Turnover
	India	> 10000 INR Crore		> 30000 INR Crore
	In India or Outside India	> USD 5 bn with at least > 1250 INR Crore in India		> USD 15 bn with at least > 3750 INR Crore in India

OR	
Deal Value Transaction	<i>More than INR 2000 Crore.</i> <i>Provided that the target, in case of Acquisition, and Merging or Amalgamating entities, in case of merger or amalgamation, have substantial business operations in India (SBOI).</i>

Deal Value Transaction (DVT)

Deal Value Transaction (DVT) is a new criterion introduced under Section 5(d) of the Act [inserted through the Competition (Amendment) Act, 2023] as per which transaction involving acquisition of any control, shares, voting rights or assets of an enterprise, merger or amalgamation is a combination if:

- Its value exceeds INR 2000 crore; and
- The enterprise being acquired, taken control of, merged, or amalgamated has substantial business operations in India.

According to Section 5(d) and Regulation 4(1) of the Combinations Regulations, 2024 till value transaction it includes every form of valuable consideration, whether direct or indirect, deferred or immediate, and cash or otherwise. This *inter alia* covers:

- Covenants, undertakings, obligations, or restrictions imposed on any person, if consideration for these is separately agreed;
- All inter-connected steps and transactions as per Regulations 9(4) & 9(5) of Combinations Regulations;
- Payments due within two years from the date on which the transaction would come into effect for arrangements entered into as a part of the transaction or incidental thereto such as IP licensing, technology assistance, marketing, supply, *etc.*;
- Call options assuming full exercise; and
- Best estimates of contingent future payments under transaction documents.

Substantial Business Operations in India

As per Regulation 4(2) of the Combinations Regulations, 2024 an enterprise shall be deemed to have substantial business operations in India if it meets any one of the following criteria:

- for digital services provided, the number of its business users or end users in India is 10% or more of its total global number of such users; or
- its gross merchandise value (GMV) for the period of twelve months preceding the relevant date in India is 10% or more of its total global gross merchandise value and it exceeds INR 500 crore; or
- its turnover in preceding financial year in India is 10% or more of its total global turnover derived from all products and services and it exceeds INR 500 crore.

Notice Combination to the CCI

Even if thresholds under Section 5(a) to (c) of the Act are not met and breaching the Section 5(d) of the Act, that is Deal Value Transaction (DVT) and meeting the Substantial Business Operations (SBO) in India makes the transaction a combination in terms of Section 5 of the Act, and a notice for the combination is required to be filed.

If transaction value is unclear and cannot be established with reasonable certainty, the value of the transaction may be considered as exceeding the amount specified in Section 5(d) of the Act i.e., may be considered to exceed INR 2,000 crore.

Parties intending to file a notice with CCI can approach it for an informal pre-filing consultation in case of any doubts/queries. The advice provided by the officers of the Commission during Pre-Filing Consultation (PFC) is neither binding on the Commission or the person seeking pre-filing consultation. Notifying parties have the discretion to file a notice either using *Form I* or *Form II*, as set out in Schedule I of the Combinations Regulations 2024. However, in the following cases, a notice should preferably be given in Form II:

- (a) the parties to the combination are engaged in production, supply, distribution, storage, sale or trade of similar or identical or substitutable goods or provision of similar or identical or substitutable services, and the combined market share of the parties to the combination after such combination is more than fifteen percent (15%) in the relevant market;
- (b) the parties to the combination are engaged at different stages or levels of the production chain in different markets in respect of production, supply, distribution, storage, sale or trade in goods or provision of services, and their individual or combined market share is more than twenty-five per cent (25%) in the relevant market.

In cases where the parties to the combination have filed a notice in Form I and the Commission requires information in Form II to form its *prima facie* opinion as to whether the combination is likely to cause or has caused an **Appreciable Adverse Effect on Competition (AAEC)** within the relevant market, the Commission shall direct the parties to the combination to file a notice in Form II. However, the fee already paid while giving notice in Form I shall be adjusted against the fee payable for giving notice in Form II if such notice is given within a period of forty-five days from the date of communication of the decision of the Commission.

The merger control regime in India is *ex-ante*. All combinations above a certain financial threshold/value of transaction are mandatorily required to be notified to the Commission, if not exempt, and the combination cannot be consummated until approved by the Commission. Section 6(2) of the Act places the obligation on the parties to give notice to the Commission disclosing the details of the proposed combination.

Fee to be paid for filing the Notice

The parties who wish to file Form I shall pay **Rs. 30,00,000** and parties who wish to file a notice in Form II shall pay **Rs. 90,00,000**. This may be revised by a notification.

In cases where the parties have filed the notice in Form I and the Commission directs the parties to file notice in Form II, a residual fee is chargeable.

Green Channel Filing

Green Channel is an automatic system of approval for certain mergers, amalgamations and acquisitions (combinations) where there are no business overlaps of any kind, be it horizontal, vertical or complementary in nature, between the parties to combination. These combinations are perceived to be not likely to cause *Appreciable Adverse Effect on Competition (AAEC)* in India. Provisions relating to the Green Channel are given in Section 6(4) and 6(5) of the Act read with the Competition (Criteria of Combination) Rules, 2024 (Green Channel Rules).

Green Channel Rules prescribes the categories of combinations that can avail the benefit of Green Channel. Rule 3 of the criteria of combination Rules states as under:

For the purposes of Section 6(4) of the Act, the parties to a combination, their respective group entities and their affiliates who fulfils the following criteria, may give notice for such combination under that sub-section, namely: -

- (a) they do not produce or provide similar or identical or substitutable product or service;

- (b) they are not engaged in any activity relating to production, supply, distribution, storage, sale and service or trade in product or provision of service, -
 - (i) which are at different stage or level of production; or
 - (ii) which are complementary to each other.

Review of Combinations by CCI

In terms of Section 31(6) of the Act, the Commission is required to pass an order or issue direction in accordance with the provisions of Section 31 of the Act within 150 days from the date of the notice given to the Commission under Section 6(2) of the Act. Further, in accordance with Section 29(1B) of the Act, the Commission shall form its *prima facie* opinion as to whether a combination is likely to cause or has caused an appreciable adverse effect on competition within the relevant market in India within 30 days of the receipt of such notice.

IBC Transactions Notifiable to the CCI

There are no separate requirements to assess the modifiability of Insolvency & Bankruptcy Code (IBC) cases. The criteria for defining combinations under the Competition Act, 2002 is the same, *i.e.*, meeting of thresholds, *etc.*, for all types of transactions, be they IBC or non-IBC.

An IBC transaction can be filed under Green Channel provided it meets the criteria for modifiability of transaction under Green Channel, *i.e.*, there are no overlaps between the activities of the parties to the combination.

Exemptions to Combination

Section 54 of the Act enables the Central Government to provide exemption from the application of the Act or any provision thereof. This power can be exercised by the Central Government to provide exemption to any enterprise which performs a sovereign function on behalf of the Central Government or a State Government; or any class of enterprises if such exemption is necessary in the interest of security of the State or public interest; or any practice or agreement arising out of and in accordance with any obligation assumed by India under any treaty, agreement or convention with any other country or countries. Further, Certain categories of the combinations contained in Schedule to the Competition (Criteria for Exemption of Combinations) Rules, 2024 are exempted from the requirement to comply with sub-sections (2), (2A) and (4) of Section 6 of the Act.

However, as per Section 5(e) of the Act, where either the value of assets or turnover of the enterprise being acquired, taken control of, merged or amalgamated in India is not more than such value as may be prescribed, such acquisition, control, merger or amalgamation, shall not constitute a combination and exemption to Combination (*De-Minimis Exemption*).

Thresholds For Availing of De-Minimis Exemption				
		Assets	Or	Turnover
Target Enterprise	In India	< Rs.450 Crore		< Rs.1250 Crore

Conclusion

Combination threshold calculated based on Asset or Turnover. After Amendment Act, 2023 and notification by CCI the Combination Regulation 2024, it is calculated on the basis of very broad criteria such as Deal Value Transaction and Substantial Business Operations in India, etc. Lowering Thresholds may likely impact Merger & Acquisitions of Companies including small start-ups companies, where the assets or turnover values are low given the size of the entity, but the value of the deal crosses INR 2,000 crore.

The deal value transaction threshold, is designed to allow the CCI to review and approve the significant deals, particularly in the digital sector, that might otherwise escape scrutiny under traditional asset or turnover-based criteria. Regulatory Approvals are statutorily required, it is complimentary and not to complicate the combination under the Competition Act & Combination Regulation made thereunder. These legal frame work definitely accelerate the momentum of merger and acquisition in India.

Source:

1. Competition Act, 2002.
2. https://www.cci.gov.in/public/images/publications_booklet/en/provisions-relating-to-combinations1652177374.pdf
3. <https://www.cci.gov.in/images/whatsnew/en/faq-book-english-compressed1747724324.pdf>

SCS Quiz



SCS QUIZ NO. 3

Enforcement Directorate (ED) initiated money laundering proceedings against Mr. Jolly, a Practising Professional and Corporate Legal Advisor under Section 3 & 4 of the Prevention of Money Laundering Act, 2002(PMLA). The primary allegation was that Mr. Jolly was involved in financial transactions related to proceeds of crime, generated through fraudulent activities causing significant financial losses to the State Exchequer. The prosecution alleged that the Mr. Jolly had actively facilitated the process of money laundering by utilizing banking channels and other financial instruments to conceal the illicit origins of funds. Enforcement Directorate arrested Mr. Jolly. However, he has been on bail in furtherance of High Court's Order.

Mr. Jolly approached the Special Court under PMLA seeking discharge in the of money laundering case on the grounds that he has been falsely implicated in the case and also no offence under the PMLA is committed. He contended before the Special Court that the allegations against him were baseless and did not constitute an offence under the PMLA. Mr. Jolly further contended that the offences are alleged to have been committed when the PMLA was not in force and thus these provisions cannot be invoked retrospectively. It was his case the transaction alleged against him were of the company in which his wife is a partner and thus these cannot be attributed to him. Further, the transactions made to the accounts held by him the bank in France cannot be deemed to be in furtherance of any offence, as he had opened those accounts during his studies in France and they were used for transactions in that period.

Mr. Jolly argued before the Special Court that the scheduled offences alleged against him predated the introduction of money laundering provisions in the PMLA, and therefore, the application of the PMLA sought in the present case was retrospective and thus impermissible in law.

Enforcement Directorate opposed the petition before Special Court and argued that Mr. Jolly was a key player in the entire money laundering scheme and had facilitated the layering and placement of funds through multiple transactions to project them as untainted. Enforcement Directorate also submitted that the investigation had revealed substantial material to suggest that the appellant had knowingly assisted in the money laundering activities and had derived financial benefits from the proceeds of crime.

Finally Special Court held that Mr. Jolly had miserably failed to discharge the burden of proof under Section 24 of the PMLA which had shifted upon him to show that proceeds of crime are untainted property and prima facie material sufficient to infer Mr. Jolly's involvement in such money laundering offences.

In this backdrop, answer the following:

- (1) Whether Section 3 of the PMLA (Offence of Money-Laundering) may be considered a continuing offence, irrespective of when the scheduled offence was committed by Mr. Jolly. Discuss briefly.
- (2) What are the possible actions which can be taken against Mr. Jolly / his properties involved in Money Laundering? What is burden of proof in any proceedings relating to proceeds of crime under PMLA, 2002?

- (3) Whether Mr. Jolly, included within the ambit of 'person carrying on designated business or profession' under PMLA? What does 'person carrying on designated business or profession' mean?

Interested students can submit their answer to the quiz at academics@icsi.edu on or before July 15, 2025 with the subject line "Quiz June 2025 –SCS". Writing subject line while sending answers is mandatory. 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 2025”

<i>Sl. o</i>	<i>Name</i>	<i>Registration</i>	<i>Position</i>
1	MEGHANA RAVI	340730030/08/2019	First Prize
2	HARSH JAIN	240794603/08/2019	Second Prize
3	DHRUV PATEL	440774942/02/2019	Third Prize

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.

Model Solution *

- Whether split of ABC Limited into XYZ Limited, PQR Limited, LMN Limited & DEF Limited is amalgamation or demerger or slump sale? State in brief.**

Facts:

ABC Limited is a listed company and it has announced its plan to split its business units into four independent companies such as XYZ Limited, PQR Limited, LMN Limited & DEF Limited on order to focus exclusively on a particular product or service and obtain a large market share and attract Foreign Direct Investment into the expansion and growth of each of the businesses. The Split of the Company is approved by of Shareholders, Creditors and Regulators such as RBI, CCI, SEBI, NCLT etc. The Company has also decided that for every 1 share of ABC Limited, the shareholders will additionally receive 1 share of each of the 4 newly companies.

Legal Analysis:

Demerger is an arrangement whereby some part / undertaking of one company is transferred to another company which operates completely separate from the original company. Shareholders of the original company are usually given an equivalent stake of ownership in the new company. Demerger is not defined under Companies Act, 2013. However, Demerger under Section 2(19AA) of the Income tax Act, 1961 means the transfer, pursuant to a scheme of arrangement under section 230 to 232 of the Companies Act, by a demerged company of its one or more undertakings to the resulting company. Section 232 (1) (b) provides that under the scheme of compromise or an arrangement, the whole or any part of the undertaking, property or liabilities of any company is required to be transferred to another company, or is proposed to be divided among and transferred to two or more companies. NCLT has the power to sanction such scheme. In addition to the NCLT, the companies are also required to get approval from various authorities, including the CCI, RBI, and FEMA and other regulatory authorities.

** Indicative Only*

In the given case:

- ABC limited is divided into 4 new entities.
- The split is approved by of Shareholders, Creditors and Regulators such as RBI, CCI, SEBI, NCLT etc.
- every 1 share of ABC Limited, the shareholders will additionally receive 1 share of each of the 4 newly companies.

Thus, it qualifies as a demerger under both the Companies Act of 2013 and the Income Tax Act.

2. Whether sale of HYZ Limited to Joly Limited is Acquisition or Slump sale. Discuss briefly.

Facts:

The Board of Director approved Business Transfer Agreement with Joly Limited to sale HYZ Limited, a wholly owned subsidiary of ABC Limited for a lumpsum amount.

Legal analysis

Section 2 (42C) of the Income Tax Act, 1961, recognizes 'Slump-sale' as a transfer of an 'undertaking' i.e. a part or a unit or a division of a company, which constitutes a business activity when taken as a whole. It is a transfer of one or more undertakings as a result of sale for a lump sum consideration, without values being assigned to the individual assets and liabilities in such sale. Sale includes transfer of an asset from one person to another for some consideration, where consideration can be in kind or cash.

Section 180(1) (a) of the Companies Act restricts the power of Board. It states that to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings approval of shareholder is required.

In the above case, Board approved Business Transfer Agreement with Joly Limited to sale the entire HYZ Limited for a lumpsum amount. Thus, the above transaction qualifies as slump sale subject to shareholder approval

3. Which term would you use to define "the purchase of assets and operation of the business of Poly Corporate Pte Ltd by KMP of ABC Limited"? Discuss briefly.

Facts:

Poly Corporate Pte Ltd is incorporated in Singapore which is a wholly owned subsidiary of ABC Limited. The Key Managerial Personnel (KMP) of ABC Limited purchases the assets and operations of the business of Poly Corporate Pte Ltd.

Legal Analysis:

A Management Buyout (MBO) is a transaction where a company's management team purchases the assets and operations of the business they manage.

Management Buyouts is not defined under Companies Act, 2013. However, such transaction involving directors and KMP are regulated under Sections 179, 180, and 188 (related party transactions) and Disclosure obligations under SEBI (Prohibition of Insider Trading) Regulations, 2015.

Thus, the given case falls under the ambit of Management Buyout.

***Note:**

The model solution is indicative only and prepared based on the intent and contents of the question.

The model solution format of SCS Quiz May 2025 may not be applicable for the SCS Quiz June 2025.

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:

Concepts Simplified

CONCEPTS SIMPLIFIED

ARBITRATION

Arbitration is a process by which two or more parties agrees to resolve disputes between them in respect of a defined legal relationship, whether contractual or not.

CONCILIATION

As per the Halsbury Laws of England, Conciliation is a process of persuading parties to reach an agreement.

MEDIATION

Mediation includes a process, whether referred to by the expression mediation, pre-litigation mediation, online mediation, community mediation, conciliation or an expression of similar import, whereby parties attempt to reach an amicable settlement of their dispute with the assistance of a third person referred to as mediator, who does not have the authority to impose a settlement upon the parties to the dispute.

Difference between Arbitration, Mediation and Conciliation

	Arbitration	Mediation	Conciliation
Type of Process	Adjudicatory/Decision by the Arbitrator(s)	Negotiation between the parties	Negotiation between the parties
Process	Obtaining decision from independent and impartial Adjudicatory authority i.e. arbitrator.	Parties attempt to reach an amicable settlement of dispute with the assistance of a third person i.e. who does not have the authority to impose a settlement upon the parties.	Conciliator assisting the parties in an independent and impartial manner to reach an amicable settlement of their dispute.
Role of Evidences	The decision is made on the basis of evidences.	It is a type of settlement. Therefore, the role of evidences are not much.	It is a type of settlement. Therefore, the role of evidences are not much.
Outcome	Arbitral Award passed by the Arbitrator or Arbitral Tribunal	Settlement Agreement between the parties and authenticated by the mediator	Settlement Agreement signed by Parties and authenticated by the Conciliator
Base	Based on Evidences	Based of Mutual Agreement	Based of Mutual Agreement

Enforceability	Award shall be enforced in accordance with the Code of Civil Procedure, 1908, in the same manner as if it were a decree of the court.	The mediated settlement agreement shall be enforced in accordance with the Code of Civil Procedure, 1908, in the same manner as if it were a judgment or decree passed by a court.	The settlement agreement shall have the same status and effect as if it is an arbitral award on agreed terms.
Challenge	Application to set aside may be made the parties under section 34 and appeals may be made in accordance with section 36	A mediated settlement agreement signed by the parties and authenticated by the mediator shall be final and binding. However, A written declaration of the mediator, after consultation with the parties or otherwise may be also be made to the effect that further efforts at mediation are no longer justified.	When the parties sign the settlement agreement, it shall be final and binding. However, a written declaration of the conciliator, after consultation with the parties may also be made to the effect that further efforts at conciliation are no longer justified.
Confidentiality	The arbitral institution and the parties shall maintain confidentially of all arbitral proceedings except award.	The mediator, mediation service provider, the parties and participants in the mediation shall keep confidential all the matters as per section 22 of Mediation Act, 2023.	The conciliator and the parties shall keep confidential all matters relating to the conciliation proceedings except settlement agreement.



Case Snippets

CAPITAL MARKETS AND SECURITIES LAWS

Case Title	Judgment / Conclusion
<i>Value Square Capital Private Ltd.</i> (Noticee) <i>Securities and Exchange Board of India</i> May 29, 2025	Failure on obtaining registration with SEBI as a merchant banker results in imposition of penalty. Facts of the case: SEBI had initiated Adjudication Proceedings under Section 15-I of the SEBI Act, 1992 in respect of Value Square Capital Private Ltd ('Noticee' / 'applicant') in the subject matter for the alleged violation of provisions of Section 12(1) of SEBI Act, 1992. It was inter alia observed and alleged that Noticee made wrong and misleading disclosures on the website and therefore, the Noticee had violated Section 12(1) of SEBI Act, 1992. On perusal of the website of the Noticee, SEBI inter alia observed that the Noticee had projected itself as a Merchant Banker and intended to offer services related to IPOs, buybacks, takeovers and delisting. In this regard, SEBI observed that the application for registration of value square was returned by SEBI on account of inadequate infrastructure as the office space was shared with other companies engaged in other activities. Further, the employees of value square were sharing the same space with employees of other entities leaving apprehension on the confidentiality of sensitive information handled by value square Capital Private Ltd. SEBI observed that while Noticee had not obtained any registration with SEBI as a merchant banker, it still disclosed itself as one on its website. SEBI Order: SEBI found that the allegation that the Noticee made wrong and misleading disclosures on the website, stands established and therefore, held that the Noticee had violated Section 12(1) of SEBI Act, 1992. After taking into consideration the facts and circumstances of the case, imposed a penalty of Rs.1,00,000/- (Rupees One Lakh Only) under Section 15HB of SEBI Act, 1992. <i>For details:</i> https://www.sebi.gov.in/enforcement/orders/may-2025/adjudication-order-in-the-matter-of-value-square-capital-private-ltd_94282.html

<i>Shreshta Infra Projects Private Limited</i> (Noticee) <i>Securities and Exchange Board of India</i> <i>May 28, 2025</i>	Imposition of penalty on disclosure lapses by the Company Facts of the case: SEBI has initiated Adjudication Proceedings under Section 15-I of the SEBI Act, 1992 in respect of Shreshta Infra Projects Private Limited (“Company”/ “Noticee”/“Entity”/“SIPPL”), for the alleged violation of following provisions: • Regulation 45(1) read with para 3.3.36 of Schedule I of SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“SEBI NCS Regulations”). • Regulation 51 read with Part B of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”). Non-disclosure of covenants in Placement Memorandum: In this regard, the following was inter alia observed and alleged by SEBI: SIPPL had issued Placement Memorandum for issuance of NCDs on Private Placement basis which were subsequently listed on stock exchange. a. Regulation 45(1) read with para 3.3.36 of Schedule I of SEBI NCS Regulations inter-alia provides all covenants of the issuer where securities are listed, shall be incorporated in Placement Memorandum. b. However, in Placement Memorandum, no covenants were mentioned but only reference for the same was given of Debenture Trust Deed for covenants. Accordingly, it was alleged that the Noticee had violated Regulation 45(1) read with para 3.3.36 of Schedule I of SEBI NCS Regulations. 1. Non- disclosure of Corporate Action to Stock Exchange: In this regard, the following was inter alia observed and alleged by SEBI: a. SIPPL redeemed NCDs issued by it on Private Placement basis and subsequently listed. b. On the perusal of information received from BSE, it was observed that SIPPL had made partial redemption of NCD five times. c. Regulation 51 read with Part B of Schedule III of SEBI LODR Regulations inter-alia provides that any company which has redeemed its NCDs listed on stock exchange either in full or partially, shall inform the same to the exchange on which its securities are listed, not later than 24 hours from the date of redemption. d. However, in the above-mentioned cases, SIPPL had both failed to inform the stock exchange about the details of partial redemption as well as there was delay of more than 24 hours in intimating the stock exchange about partial redemption carried.
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SEBI Order:

Accordingly, it was alleged that the Noticee had violated Regulation 51 read with Part B of Schedule III of SEBI LODR Regulations.

After taking into consideration the facts and circumstances of the case, material available on record, submissions made by the Noticee and in exercise of the powers conferred upon SEBI under section 15-I of the SEBI Act, 1992 r/w Rule 5 of the Adjudication Rules, 1995, SEBI imposed penalty on Shreshta Infra Projects Private Limited of Rs. 2 lakh under section 15HB of the SEBI Act for the aforementioned violations.

For details:

https://www.sebi.gov.in/enforcement/orders/may-2025/adjudication-order-in-the-matter-of-examination-of-outliers-from-debt-market-report-fy-2024_94235.html

COMPANY LAW

Case Title	Judgment / Conclusion
<i>In Re B.S. Ramgopal Vs. Quad tooling Technologies Pvt Ltd and others</i> <i>NCLAT Chennai Company Appeal (AT) (CH) No. 14/2025</i> 11.02.2025	Preference shareholder to pursue arbitration as per the Shareholders Agreement Facts of the Case: The Appellant, being a Preference Shareholder, challenged the dismissal of his petition filed under Section 55(3) of the Companies Act by the NCLT, Bengaluru Bench. The NCLT held that in the capacity of being a Preference Shareholder, the Appellant has got no individually grafted statutory enforceable rights, as such which could be enforced before the NCLT with regards to the question emanating from the provisions contained under Sub Section 3 of Section 55 of the Companies Act, 2013. However, the parties of executed Shareholders Agreement and the therefore appellant, covered under the Shareholders Agreement, which are binding upon them, and as per the terms of the Shareholders Subscription Agreement, the parties were governed by the Arbitration Clause. The arbitration clause states that, if the Appellant, in the capacity of being a "Preference Shareholder", has any right to enforce upon, he is not left remediless, but rather, will have to resort to the judicial recourse Forum. Judgement The NCLAT considering the findings held that there is no legal vices in the NCLT's decision and confirmed that the Appellant must pursue arbitration as per the Shareholders Agreement. The NCLAT further held that proceedings at the behest of the "Preference Shareholder", would not be maintainable, as having no sustainable and legally enforceable rights. <i>For details: https://nclat.nic.in/display-board/view_order</i>
<i>Serious Fraud Investigation Office Versus Aditya Sarda</i> <i>Supreme Court of India Special Leave Petition (Criminal) No. 13956</i> 09.04.2025	No bail to accused person for offence under section 447 the Companies Act, 2013 without fulfilling twin conditions Facts of the Case: In the present case, the Ministry of Corporate Affairs had directed the Appellant – SFIO to investigate into the affairs of 125 companies and on the completion of the investigation, the SFIO had lodged the private complaint before the Special Court against the accused including the respondents, alleging various serious offences under the Companies Act including Section 447. Section 212 of the Companies Act, 2013 pertains to the "Investigation into the affairs of Company by Serious Fraud Investigation Office". Section 447 of the Companies Act, 2013 pertains to the "Punishment for fraud".

On the completion of the investigation it was found that the funds to the tune of Rs.1700 crores were given by the Adarsh Credit Cooperative Society Limited (ACCSL) as illegal loans to its own controlled 70 Adarsh Group of Companies (CUIs) and certain other companies belonging to the other groups of persons, contrary to settled the position that a company could not be a member of a multistate credit cooperative society and therefore loans could not have been given to such companies by the ACCSL. It is also further alleged by the SFIO that the illegal loans obtained from ACCSL by the Companies belonging to Adarsh Group and Ridhi Sidhi Group were on the basis of forged financial/loan documents submitted/signed by the directors of the Companies belonging to the Adarsh Group.

The Special Court took the cognizance of all the offences alleged against the accused including the respondents, under the Companies Act and under the IPC, and summoned all the accused including the respondents. Respondents absconded after the Special Court issued a summon compelling it to subsequently issue a non-bailable warrant and a proclamation offenders' proceedings. Later, respondent was granted anticipatory bail by the High Court vide the order which is impugned herein.

Judgement:

The Apex Court held that it is no more *res integra* that economic offences constitute a class apart, as they have deep rooted conspiracies involving huge loss of public funds, and therefore such offences need to be viewed seriously. It is pertinent to note that as per sub-section (6) of Section 212 the offence covered under Section 447 of the Companies Act has been made cognizable and the person accused of the said offence is not entitled to be released on bail or on his bond, unless twin conditions mentioned therein are satisfied. The twin conditions are: - (i) that a Public Prosecutor should be given an opportunity to oppose the application for such release; and (ii) where the Public Prosecutor opposes the application, the Court was satisfied that there were reasonable grounds for believing that respondent was not guilty of such offence and that respondent was not likely to commit any offence while on bail. Hence, the respective impugned orders passed by the High Court granting anticipatory bail to the concerned accused who were the respondents, were set aside.

For details:

https://api.sci.gov.in/supremecourt/2023/35407/35407_2023_7_1501_60844_Judgement_09-Apr-2025.pdf

SETTING UP OF BUSINESS, INDUSTRIAL & LABOUR LAWS

Case Title	Judgment / Conclusion
<i>K. Umadevi {Appellant(s)} Versus Government of tamil nadu & ors. {Respondent(s)}</i> <i>Supreme Court of India Civil Appeal No. 2526 OF 2025 (Arising Out of SLP(Civil) No. 20178 of 2022)</i> <i>May 23, 2025</i>	<i>Concept of Maternity Leave is a matter of not Just Fair Play and Social Justice but is also a Constitutional Guarantee to the Women Employees.</i> Facts of the Case: A government English teacher named K. Umadevi had two children from a prior marriage and then a third child from a second marriage. A state policy restricting maternity leave to two children led to the rejection of her application for maternity leave for the third child. Aggrieved by rejection of her request for grant of maternity leave, appellant preferred a writ petition before the High Court. the High Court vide the judgment and order dated 25.03.2022 held that appellant was entitled to grant of maternity benefit. Therefore, rejection of her claim for grant of such benefit was illegal. A Division Bench of the High Court found the judgment of the learned Single Judge to be unsustainable. Division Bench held that the appellant was not entitled to maternity relief as claimed by her. Accordingly, the judgment and order of the learned Single Judge has been set aside. Consequently, the writ appeal was allowed. Judgement In the above case, Supreme Court overturned a Madras High Court decision that denied maternity leave to a government school teacher for the birth of her third child and inter alia observed that a careful perusal of the above provision would reveal that grant of maternity benefit is per se not denied to a woman employee having more than two children. Following amendment in the year 2017, a restriction has been introduced in Section 5 by inserting a proviso under sub-section (3) as to the entitlement of the period of maternity leave. A woman employee having less than two surviving children is entitled to a maximum period of benefit i.e. 26 weeks and for a woman employee having two or more than two surviving children, the benefit is restricted to 12 weeks. Thus, there is no ceiling or cap on the number of children to claim maternity benefit. Only thing is that in case of a woman employee having two or more than two surviving children seeking maternity leave, period of the benefit is reduced: from a maximum period of 26 weeks to a maximum of 12 weeks. Thus, as can be seen from the above, through various international conventions, the world community has recognized the broad spectrum of reproductive rights which includes maternity benefits. Maternity leave is integral to maternity benefits. Reproductive rights

	are now recognized as part of several intersecting domains of international human rights law viz. the right to health, right to privacy, right to equality and non-discrimination and the right to dignity. In a recent decision, Delhi High Court in Commissioner of Police Vs. Raveena Yadav MANU/DE/4823/2024 explained the purpose of maternity benefit. It is to ensure that a working lady may overcome the state of motherhood honourably, peaceably and undeterred by the fear of being victimized for forced absence from work during pre and post-natal periods. Women now constituting a sizable portion of the work force in our country, must be treated with honour and dignity at places where they work to earn their livelihood. The High Court went on to explain the impact of pregnancy on the physiological and psychological state of a woman employee undergoing pregnancy. It is not just motherhood but also childhood that require special attention. Health issues of both mother as well as that of the child are to be kept in consideration while providing maternity leave. Concept of maternity leave is a matter of not just fair play and social justice but is also a constitutional guarantee to the women employees of this country towards fulfilment whereof the State is bound to act.
<i>Harinagar Sugar Mills Ltd. (Biscuit Division) & Anr (Appellants)</i> <i>Versus</i> <i>State Of Maharashtra & Ors. (Respondents)</i> <i>Supreme Court of India</i> <i>(Arising out of SLP(C)No.4268/2023)</i> <i>(Arising out of SLP(C)No.4645/2023)</i> <i>2025 INSC 801</i> <i>June 04, 2025</i>	<i>Right under Article 19(1)(g) of the Constitution to carry on any Trade or Business includes the Right to Shut Down that Business.</i> Facts of the Case: Harinagar Sugar Mills Limited (Biscuit Division) was exclusively engaged in biscuit manufacturing for Britannia Industries Limited JWA was terminated by BIL with effect from 20th November 2019, stating that the 180-day notice period, as mandated by clause of JWA signed. Resultantly, applications for closure of business were made to the competent authorities. as per Form XXIV-C prescribed under Rule 82-B(1) of the Industrial Dispute (Maharashtra) Rules, 1957 read with Section 25-O(1) of the Industrial Disputes Act, 19475. The workers of HSML were informed vide closure notices. Deputy Secretary, Government of Maharashtra, informed HSML that they failed to disclose their efforts to prevent closure, nor had they given cogent reasons for closure. They were, therefore, asked to resubmit their application. This letter forms an important aspect of the respondents' case before the High Court and, therefore, it would be appropriate for it. in their response, contented that by virtue of Section 25-O(3) of the Act, the permission of closure is deemed to have been granted, and the authorities have now become functus officio. The workers' unions also opposed the closure citing 'ulterior motives' and lack of bona fide reasons.

Judgement

The above dispute pertains to the closure of Harinagar Sugar Mills Ltd and Shangrila, industrial units engaged in manufacturing for BIL. Section 25-O of the Industrial Disputes Act deals with this situation.

Hon'ble Apex analyses the Section 25-O of the Industrial Disputes Act, 1947 and inter alia observed that Section 25-O (1) states that an employer who wants to close down his business concern must, write to the concerned 'appropriate Government'-

- (a) at least 90 days before the date of intended closure;
- (b) stating reasons for such closure;
- (c) undertaking that the copy of this application has been served on the representatives of the workmen.

As per Section 25-O (2), the appropriate Government is to, (a) Making a suitable enquiry;

(b) After providing a reasonable opportunity of hearing to the employer, the workmen and those interested in the closure of such business;

(c) And considering the genuineness, adequacy of reasons, interests of the general public & all other relevant factors; by an order in writing, recording reasons, grant or refuse such permission. Such an order is to be communicated to the employer and the workmen.

Section 25-O (3) deems the grant of permission for closure as requested if the appropriate Government does not, within sixty days of the application, make an order.

Further, the Supreme Court said that if there exists the freedom to set up and run a trade/business as one sees fit, necessarily, there has to be a set of rights vesting with the proprietor/owner to take decisions as may be in his best interest. At the same time, it is true that the law does not permit such owner or proprietor to take any and all decisions without having considered and accounted for the impact that it shall have on the employees or workers that are part of this establishment. This is evidenced by the provision extracted above providing for a detailed procedure to be followed when a person wishes to 'shut shop', but concomitant providing that if the concerned Government does not take action with reasonable expediency, the business owner should not be saddled with the costs and responsibilities of running the business indefinitely, till such time the authority arrives at a proper and just decision. The sum and substance are that Article 19(1)(g) includes the right to shut down a business but is, of course, subject to reasonable restrictions. This interplay of Article 19(1)(g) and Section 25-O of the Act engaged in the attention of a Constitution Bench of Supreme Court in *Excel Wear v. Union of India (1978) 4 SCC 224* when it was cast with considering the constitutionality of Section 25-O as it then stood. It has

	subsequently been amended, challenged before Supreme Court and upheld in <i>Orissa Textile and Steel State of Orissa (2002) 2 SCC 578</i>. Apex Court observed that what can be deduced regarding the scope of section 25-O from the <i>Orissa Textile and Steel State of Orissa (2002) 2 SCC 578</i>. Para 18 is –(i) the right to close the business is subject to the interest of the general public; (ii) any application seeking permission for closure must disclose adequate and genuine reasons which the authority has to have regard for; (iii) in certain cases, however, even if the reasons are genuine and adequate, it does not mean that permission to close ought to be granted; (iv) if it is found that the reasons are generally adequate, and despite that the appropriate Government decides for refusal of permission of foreclosure, then the interest of the general public involved in that particular case must be “compelling” and “overriding”; (v) financial difficulty on its own cannot constitute the reason for shutting down the business. An employer must demonstrate exceptional circumstances or an impossibility of running the business.
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CORPORATE RESTRUCTURING, VALUATION & INSOLVENCY

Case Title	Judgment / Conclusion
<i>In Re: Lincon Polymers Private Limited & Anr</i> <i>NCLAT</i> <i>Company Appeal (AT) No. 108 of 2025</i> <i>May 26, 2025</i>	Application for first motion of scheme of demerger of closely held family companies under Section 230-232 of the Companies Act, 2013 was dismissed by Ld. NCLT Brief Facts The present appeal is filed against the order of the Ld. NCLT, Ahmedabad wherein application for first motion of scheme of demerger under Section 230-232 of the Companies Act, 1956 was dismissed. The Ld. NCLT vide order dated 02.05.2025 dismissed the application mainly on the following grounds: (a) The Demerged Company has 5 shareholders and Resulting Company has 4 shareholders. The shareholding of Sri Pareshbhai B. Patel and Smt. Anitaben P. Patel is quantitatively different in both the companies. Pareshbhai B. Patel holds 40.39% and his wife Smt. Anitaben P. Patel holds 3.27% shares of the Demerged Company. Pareshbhai B. Patel is not a shareholder in the Resulting Company whereas his wife Smt. Anitaben P. Patel holds 43.72% of the shares of resulting company. Though both husband and wife together cumulatively hold 43.72% of shares in both the companies, they are two different individuals and their shareholding cannot be considered "adjoined". Since the shareholding pattern for both the companies is different the valuation report which assumes all the shareholders of demerged and resulting companies are the same, and their percentage of shareholding is also same, is not correct. The swap ratio of one equity share of Rs. 10 each fully paid-up in the Resulting Company for every one equity share of 10 held in the demerged company "stands negated". (b) Only 9,38,206 shares have to be issued as per the Scheme whereas it is stated in the scheme that share capital is increased by 9,40,000 shares. The application does not provide details about shareholders to whom 1,794 shares will be issued. (c) The assets and liabilities of Khatraj undertaking are not identified and segmental accounts for Khatraj undertaking are not furnished. Order Hon'ble NCLAT noted that both the demerged company and the resulting company are family-owned concerns. The demerged company has 5 shareholders, including Pareshbhai B. Patel and his wife Smt. Anitaben P. Patel who together hold 43.72% of the shares.

	The resulting company has only 4 shareholders. Pareshbhai B. Patel is not a shareholder in the resulting company but his wife Smt. Anitaben P. Patel alone holds equal percentage of shares, namely, 43.72%. Effectively, there is no variation between the shares held by them cumulatively. NCLAT also noted that all the shareholders, who's inter-se rights in shareholding and swap ratio are of concern to the Ld. NCLT, have given their unequivocal consent on affidavit to the said scheme of arrangement. Considering shareholding structure of the two companies, the professional valuation expert, Den Valuation (OPC) Private Limited, registered with the IBBI, have given their report on fair exchange ratio. Considering the conspectus of facts in this case, that the appellant companies are closely held family concerns, the valuation and share swap ratio is worked out by expert IBBI registered Valuers, the shareholders of both the companies have given their unequivocal consent to the Scheme, we hold that Ld. NCLT has erred in dismissing the application for first motion seeking demerger of one unit of Appellant No. 1 company and its merger in the resulting company, Appellant No. 2. The impugned order is set aside with the directions to the Ld. NCLT to issue consequential order regarding convening/dispensation of meetings within three days of receipt of this order. With these directions, the present appeal is allowed.
<i>Kalyani Transco (Appellant)</i> <i>Versus</i> <i>M/S. Bhushan Power and Steel Ltd. & Ors (Respondents)</i> <i>Supreme Court of India</i> <i>Civil Appeal No. 1808 of 2020 With Civil Appeal Nos. 2192-2193 of 2020 2025 INSC 621</i>	<i>Neither the Tribunal nor the Courts should give excessive leeway to the Successful Resolution Applicant to act in flagrant violation of the terms of the Resolution Plan under IBC</i> Brief Facts In the given case, Supreme Court rejected the Resolution Plan submitted by JSW Steel as approved by the CoC for Bhushan Steel and Power Ltd and held that that the Resolution Plan of JSW was illegal and not in conformity with the provisions contained i Section 30(2), read with Section 31(2) of IBC. Judgement Hon'ble Apex Court observed that it is quite clear that merely because the Code is silent with regard to the phase of implementation of the Resolution Plan by the Successful Resolution Applicant, neither the Tribunal nor the Courts should give excessive leeway to the Successful Resolution Applicant to act in flagrant violation of the terms of the Resolution Plan or in a lackadaisical manner. In the instant case, SRA/JSW did not implement the Resolution Plan for about two years

May 02, 2025	since its approval by the NCLAT, though there was no legal impediment in implementing the same. Such flagrant violation of the terms of the Resolution Plan, has frustrated the very object and purpose of the Code. It is needless to say that the Resolution Plan, after its approval by the Adjudicating Authority i.e. NCLT under Section 31, is binding not only to the Corporate Debtor, its employees, members, creditors and the Government authorities but also to all the stakeholders including the successful Resolution Applicant itself. It may be noted that any contravention of the terms of the approved Resolution Plan, by any person on whom such plan is binding under Section 31, is liable to be prosecuted and punished under sub-section (3) of Section 74 of the IBC. It is also further required to be noted that in view of Section 33, where the Adjudicating Authority, before the expiry of the insolvency resolution process period or the maximum period permitted for completion of corporate insolvency resolution process under Section 12, does not receive a Resolution Plan under Sub-section (6) of Section 30; or rejects the Resolution Plan under Section 31 for the non-compliance of the requirements specified therein, it has to pass an order requiring the Corporate Debtor to be liquidated in the manner as laid down in Chapter III of the IBC. Further, Supreme Court inter alia opined that nobody should be permitted to misuse the Process of law nor should be permitted to take undue advantage of the pendency of any proceedings in any Court or Tribunal. Instituting vexatious and frivolous litigations in the NCLT or NCLAT and delaying the implementation of Resolution Plan under the garb of pendency of proceedings, has clearly proved the mala fide and dishonest intention on the part of JSW, in firstly securing highest score making misrepresentation before CoC and then not implementing the same under the garb of pendency of proceedings, though the Resolution Plan was supposed to be an unconditional one. Such acts of misuse and abuse of process of law cannot be vindicated by this Court, which otherwise would tantamount to ratifying and pardoning the illegal acts committed by JSW and thereby giving them a clean chit. The position of law, propounded by this Court is that commercial wisdom of CoC means a considered decision taken by the CoC with reference to the commercial interest, the interest of revival of Corporate Debtor and maximization of value of its assets. This wisdom is not a matter of rhetoric but is denoting a well-considered decision by the CoC as the protagonist of CIRP. The CoC therefore has to take into consideration the mandatory requirements of the Code as well as the Regulations framed by the Board, and to see that the Insolvency Resolution of the Corporate Debtor is completed in a time bound manner and for maximization of value of assets of the Corporate Debtor.
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DIRECT TAX

Case Title	Judgment / Conclusion
<i>Teacher Retirement System of Texas v. ACIT</i> <i>ITAT Mumbai</i> <i>May 23, 2025</i>	Whether short-term capital losses arising from transactions where Securities Transaction Tax (STT) was paid (taxable under Section 111A) can be set off against short-term capital gains arising from transactions where STT was not paid (taxable under Section 115AD)? Facts of the Case: The assessee in this case was a Foreign Portfolio Investor (FPI) registered with the Securities and Exchange Board of India (SEBI) and a resident of the United States of America. The assessee had declared a total income of INR 1,392,97,42,630 in its return for the relevant assessment year. During scrutiny assessment, the Assessing Officer observed that the assessee had computed net short-term capital gains of INR 312,17,86,831 after setting off short-term capital losses on STT-paid transactions against both STT-paid and non-STT-paid short-term capital gains. The Assessing Officer objected to this methodology. According to the AO, since Sections 111A and 115AD prescribe different tax rates (15% for STT-paid gains under Section 111A, and 30% for certain gains of FIIs under Section 115AD), the set-off of losses governed by one provision against gains governed by the other was impermissible. The AO further contended that Section 115AD is a special provision applicable to Foreign Institutional Investors and takes precedence over the general provisions of Section 111A. Therefore, in the AO's view, short-term capital loss on STT-paid transactions could not be adjusted against short-term capital gains taxable under Section 115AD. The final assessment order was passed denying the assessee's method of set-off, resulting in recomputation of short-term capital gains at INR 47,99,29,138. The assessee contended that the provision of section 70(2) does not create any distinction between STT-paid and non-STT-paid transactions, nor does it link the eligibility for set-off to the applicable tax rate under Section 111A or Section 115AD. Consequently, the assessee maintained that the rate of tax applicable post-computation is irrelevant for the purpose of Section 70(2) and the set-off is permitted. ITAT Observation and Decision: This position was upheld by the Income Tax Appellate Tribunal, Mumbai Bench. The Tribunal observed that Section 70(2) governs intra-head adjustment of capital gains and losses and permits the set-off of short-term capital loss from one source against short-term capital gains from another source, provided

	both are computed in a similar manner. It emphasized that Section 70(2) does not differentiate between STT-paid and non-STT-paid transactions. Further, it noted that Section 70(2) requires only that the gains and losses must be computed in a “similar manner” as per Sections 48 to 55, which do not concern themselves with the rate of tax but solely with the computation of gains and losses. Accordingly, the Tribunal allowed the appeal of the assessee and directed the AO to permit the set-off of short-term capital loss on STT-paid transactions against short-term capital gains on non-STT transactions. The Tribunal concluded that the AO's disallowance of such set-off was without legal basis and contrary to the provisions of Section 70(2) of the Act and settled judicial interpretation thereof.
<i>Abbas Khan (through legal heir Mr. Iqbal Khan) vs. NFAC/ITO Ward 41(1)(1), Mumbai</i> <i>ITAT Mumbai</i> <i>21st May, 2025</i>	Reopening of assessment in the name of a deceased person and addition under Section 68/69A of the Income Tax Act, 1961. Fact of the Case: Assessee was an individual engaged in the business of trading in iron scrap. For the relevant assessment year, the assessee had filed his return of income on 06.02.2014 declaring a total income of Rs.2,32,120/-. The case was reopened under Section 147 of the Act on account of a reported mismatch in TDS amounting to Rs.39,571/- under Section 194C (TDS on contractual receipts) for the AY 2012-13. Subsequently, a notice under Section 148 of the Act dated 28.03.2019 was issued in the name of the deceased assessee. Pursuant thereto, notices under Section 142(1) dated 22.07.2019 and 07.11.2019 were issued, followed by final show cause notices dated 12.11.2019 and 22.11.2019, requiring an explanation as to why a sum of Rs.42,22,616/- should not be added to the income of the assessee. However, since the assessee had passed away on 09.12.2017, and his legal heir was unaware of the said proceedings, no response was filed on the assessee's income tax portal. Without conducting a proper enquiry, and solely relying on the information available, the Ld. AO treated the amount of Rs.42,22,616/- as unexplained income under Section 69A of the Act and added it to the total income of the assessee. Being aggrieved, the legal heir of the deceased assessee preferred an appeal before the Ld. CIT(A), challenging the assessment order dated 30.11.2019 passed under Section 144 read with Section 147 of the Act. However, owing to the legal heir's unfamiliarity with the process of filing submissions on the portal of his deceased father, no effective submission could be made. Consequently, the Ld. CIT(A) dismissed the appeal ex parte by order dated 12.11.2024. Aggrieved by the said order of the Ld. CIT(A), the legal heir has now preferred the present appeal before ITAT. ITAT Observation and Decision: The notice under Section 148 was issued in the name of a dead person. Such notice is null and void ab initio,

	as a non-existent person cannot be the subject of a legal proceeding. The assessment framed on such a void notice lacks legal authority and must be quashed. The addition of ₹42,22,616 under Section 69A is automatically rendered invalid. <i>For details:</i> https://itat.gov.in/public/files/upload/1747809097-Ag7YBB-1-TO.pdf
<i>DCIT, Circle Hisar vs. Tirupati Matsup Pvt. Ltd. ITAT Delhi May 16, 2025</i>	Whether the purchases not able to substantiate by the assessee is to be held as unexplained expenditure and added back to the income of the assessee or a reasonable profit rate on the same is to be applied and added back to the income of the assessee? Facts of the Case: The assessee is a company, engaged in the business of wholesale trade of building materials like Cement/TMT/Cables etc. and also was a civil contractor for various Government Departments and also with private companies. The return of income for the year under appeal was filed on 02.03.2022 at an income of INR 47,24,190/- . The case of the assessee was selected under CASS for complete scrutiny. During the course of assessment proceedings, various notices under section 142(1) were issued which were complied with by the assessee. The AO observed that the assessee has made purchases from various parties and in order to examine the genuineness of the purchases, summons under section 133(6) of the Act were issued to various suppliers. In response to the notices, many parties have filed their submissions and in the last, out of 49 parties with whom the purchases were made, the AO concluded that purchases from three parties were bogus as the assessee has failed to substantiate the purchases made from them. Accordingly, the AO has made an addition of INR 31,95,74,125/- being the amount of purchases made from these three parties as unexplained expenditure under section 69C of the Act in terms of the order passed under section 143 r.w.s 144B of the Act dated 15.12.2022. Against this order, the assessee preferred appeal before the Ld.CIT(A) who vide impugned order dated 30.09.2023 has allowed substantial relief to the assessee. ITAT Observation and Decision: On careful consideration of the arguments put forth by both the parties and after perusing the material available on record, ITAT find that the AO has made an addition of INR 31,95,74,125/- being purchases made from three parties by holding the same as unverifiable/in-genuine purchases and invoked the provision of section 69C of the Act for making disallowance of the same as unexplained expenditure. The Ld.CIT(A) observed that the amount of INR 31,95,74,125/- includes the amount of GST also thus the net amount of purchases i.e. the value of goods is to be considered as amount of purchases and accordingly, he reduces the amount of

	purchases from INR 31,95,74,125/- to INR 26,47,92,365/-. This action of the Ld.CIT(A) has not been disputed by both the parties thus, the correct amount of purchases to be considered is INR 26,47,92,365/-. Considering the overall facts and circumstances of the case, in our considered opinion, G.P rate of 5% on the genuine purchase of INR 26,47,92,365/- would be reasonable to meet the end of justice. Accordingly, direct the AO to apply profit rate of 5% on such unverifiable purchases and made addition after reducing the G.P. declared by the assessee on such purchases. Here we wish to state that the addition is confirmed on account of trading addition and no addition is sustained under s. 69C of the Act as after application of the profit rate, there is no question of invoking the provision of section 69C of the Act. With these directions, Ground of appeal raised by the Revenue is partly allowed and cross-objections taken by the assessee are dismissed.
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Regulatory Updates

CAPITAL MARKET AND SECURITIES LAWS

- **Measure for Ease of Doing Business–Facilitation to SEBI registered Stock Brokers to undertake securities market related activities in Gujarat International Finance Tech-city –International Financial Services Centre (GIFT-IFSC) under a Separate Business Unit (SBU) (Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/61 dated May 02, 2025)**

In order to facilitate SEBI registered stock brokers to undertake securities market related activities in Gujarat International Finance Tech-city –International Financial Services Centre (GIFT-IFSC), it has been decided to do away with the requirement of obtaining specific approval from SEBI. Stock brokers proposing to undertake securities market related activities in GIFT-IFSC are permitted to do so under a Separate Business Unit (SBU) of the stock broking entity itself. These activities can also be carried out if the branch qualifies as an SBU. Existing practice of carrying out securities market related activities in GIFT-IFSC through a subsidiary is also allowed. Thus, the form in which these activities are to be carried out is at the discretion of the entity. The matters related to policy, eligibility criteria, risk management, investor grievances, inspection, enforcement, claims etc. for SBU in GIFT-IFSC would be specified under the regulatory framework issued by the concerned regulatory authority and all activities of the SBU in GIFT-IFSC would be under the jurisdiction of that regulatory authority. As the activities of the SBU shall be under the jurisdiction of another regulatory authority, Grievance Redressal Mechanism and Investor Protection Fund (IPF) of the stock exchanges and SCORES shall not be available for investors availing the services of the SBU.

For details:

https://www.sebi.gov.in/legal/circulars/may-2025/measure-for-ease-of-doing-business-facilitation-to-sebi-registered-stock-brokers-to-undertake-securities-market-related-activities-in-gujarat-international-finance-tech-city-international-financia-_93775.html

- **Publishing Investor Charter for KYC (Know Your Client) Registration Agencies (KRAs) on their Websites. (Circular No. SEBI/HO/MIRSD/PODFATF/P/CIR/2025/62 dated May 06, 2025)**

In order to facilitate investor awareness about various activities where an investor/client has to deal with KRAs for availing Investor Service Requests, SEBI has developed an Investor Charter for KRAs, inter-alia, detailing the services provided to Investors, Rights of Investors, various activities of KRAs, Dos and Don'ts for Investors and Grievance Redressal Mechanism. The Investor Charter for KYC (Know Your Client) Registration Agencies (KRAs) is provided at 'Annexure – A' to this circular.

For details:

https://www.sebi.gov.in/legal/circulars/may-2025/publishing-investor-charter-for-kyc-know-your-client-registration-agencies-kras-on-their-websites-_93811.html

- **Simplification of operational process and clarifying regarding the cash flow disclosure in Corporate Bond Database pursuant to review of Request for Quote (RFQ) Platform framework. (Circular No. SEBI/HO/DDHS/DDHSPD1/P/CIR/2025/72 dated May 13, 2025)**

In order to simplify the process of yield to price computation for non-convertible securities, cash flow dates regarding payment of interest/ dividend/ redemption for the securities traded on RFQ platform for the purpose for yield to price computation shall not be adjusted for day count convention and shall accordingly be based on the due date of payment as per the cash flow schedule and not as per the date of payment. Accordingly, a clause “yield to Price computation” is inserted as clause 9 in the Chapter XXII of SEBI Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024. The clause is provided below:

“(9) Yield to Price computation

In order to simplify the process of yield to price computation for non-convertible securities, cash flow dates regarding payment of interest/ dividend/ redemption for the securities traded on RFQ platform for the purpose for yield to price computation shall not be adjusted for day count convention and shall accordingly be based on the due date of payment as per the cash flow schedule and not as per the date of payment.”

For details:

https://www.sebi.gov.in/legal/circulars/may-2025/simplification-of-operational-process-and-clarifying-regarding-the-cash-flow-disclosure-in-corporate-bond-database-pursuant-to-review-of-request-for-quote-rfq-platform-framework-_94018.html

- **Investor Charter for Registrars to an Issue and Share Transfer Agents (RTAs) (Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/67 dated May 14, 2025)**

SEBI vide its Circular had issued Investor charter for RTAs. In a move to enhance financial consumer protection alongside enhanced financial inclusion and financial literacy and in view of the recent developments in the securities market including introduction of Online Dispute Resolution (ODR) platform and SCORES 2.0, it has been decided to modify the investor charter for RTAs. The updated investor charter for RTAs is placed at Annexure A to this circular.

For details:

https://www.sebi.gov.in/legal/circulars/may-2025/investor-charter-for-registrars-to-an-issue-and-share-transfer-agents-rtas-_93919.html

- **Norms for Internal Audit Mechanism and composition of the Audit Committee of Market Infrastructure Institutions (Circular No. SEBI/HO/MRD/POD3/P/CIR/2025/69 dated May 19, 2025)**

SEBI, vide this circular, has prescribed the Norms for Internal Audit Mechanism and composition of the Audit Committee of Market Infrastructure Institutions. It is provided that the MIIs shall operate in an efficient and transparent manner, be accountable for their actions, maintain highest standards of governance and risk management, etc. Internal audit helps to identify, assess, and mitigate risks that could impact the MII's operations, efficiency, financial stability, etc. Internal audit also ensures

that the MII's comply with relevant laws, regulations, circulars, guidelines, industry standards, etc. MIIs being corporate entities governed by the provisions of Companies Act, 2013 are required to conduct Internal Audit.

Further provided that the terms of reference of the Audit Committee (AC) amongst others involves approval of related party transactions, scrutiny of financial statements, evaluation of internal financial controls and risk management systems, etc. which requires objective evaluation of the functioning and decisions of the management.

The provisions of the circular shall be applicable from the 90th day of issuance of the circular.

For details:

https://www.sebi.gov.in/legal/circulars/may-2025/norms-for-internal-audit-mechanism-and-composition-of-the-audit-committee-of-market-infrastructure-institutions_94030.html

- **SEBI (Alternative Investment Funds) (Amendment) Regulations, 2025 (Notification No. SEBI/LAD-NRO/GN/2025/248 dated May 21, 2025).**

SEBI has notified the SEBI (Alternative Investment Funds) (Amendment) Regulations, 2025 which shall come into force on the date of their publication in the Official Gazette. Vide this notification, clause (a) in regulation 17, relating to conditions for Category II Alternative Investment Funds, has been substituted as -

“(a) Category II Alternative Investment Funds shall invest in investee companies or in the units of Category I or other Category II Alternative Investment Funds as may be disclosed in the Placement Memorandum;

Explanation-Category II Alternative Investment Fund shall invest primarily in unlisted securities and/or listed debt securities (including securitised debt instruments) which are rated ‘A’ or below by a credit rating agency registered with the Board, directly or through investment in units of other Alternative Investment Funds, in the manner as may be specified by the Board;”

For details:

https://www.sebi.gov.in/legal/regulations/may-2025/securities-and-exchange-board-of-india-alternative-investment-funds-amendment-regulations-2025_94132.html

- **Accessibility and Inclusiveness of Digital KYC to Persons with Disabilities (Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2025/74 dated May 23, 2025)**

The Hon'ble Supreme Court in its judgement dated April 30, 2025, emphasized the need for equal and accessible inclusion of persons with disabilities for availing financial services and directed to ensure that the process of digital KYC is accessible to persons with disabilities. SEBI is committed to the cause of enabling equal access of services of its registered intermediaries to persons with disabilities, including persons with visual impairments and in order to make the digital KYC process inclusive and accessible, FAQ on Account opening by Persons with Disabilities has been revised and is available on 'SEBI Website → FAQs → Know Your Client Requirements, Demat/Trading Account Opening → FAQ on Account Opening by Persons with Disabilities. SEBI, vide this circular, directed the intermediaries to extend their services enabling digital accessibility to client including persons with disabilities and will be guided by the said FAQ on Account opening by Person with Disabilities.

For details:

https://www.sebi.gov.in/legal/circulars/may-2025/accessibility-and-inclusiveness-of-digital-kyc-to-persons-with-disabilities_94096.html

- **SEBI Circular No. SEBI/HO/MRD/MRD-PoD-3/P/CIR/2025/75 dated May 26, 2025 relating to:**
 - i. **Process for appointment, re-appointment, termination or acceptance of resignation of specific Key Management Personnel (KMPs) of a Market Infrastructure Institution (MII)**
 - ii. **Cooling-off period for KMPs of an MII joining a competing MII**
 - iii. **Provision relating to re-appointment of Public Interest Directors (PIDs)**

SEBI, vide this circular has prescribed the norms for the appointment, reappointment, termination or acceptance of resignation of specific Key Management Personnel (KMPs) of a Market Infrastructure Institution (MII), Cooling-off period for KMPs of an MII joining a competing MII and provision relating to re-appointment of Public Interest Directors (PIDs). The provisions of the circular shall be applicable from the 90th day of issuance of the circular.

It is prescribed that the MII shall engage an independent external agency to identify and recommend suitable candidates for appointment as e Compliance Officer (CO), Chief Risk Officer (CRiO), Chief Technology Officer (CTO) and Chief Information Security Officer (CISO) or by whatever designations called. The Agency shall submit its recommendations to the Nomination and Remuneration Committee (NRC) of the MII.

Further, provided that the Governing Board of an MII shall prescribe the mechanism for a cooling-off period for KMPs (including the MD) of the MII joining a competing MII as a KMP.

Based on approval of the Board, it has been prescribed that in case the existing PID after completion of his first term is not considered for re-appointment by the Governing Board of the MII, the rationale for the same shall be recorded and informed to SEBI.

For details:

https://www.sebi.gov.in/legal/circulars/may-2025/process-for-appointment-re-appointment-termination-or-acceptance-of-resignation-of-specific-kmps-of-an-mii-and-cooling-off-period-for-kmps-of-an-mii-joining-a-competing-mii-and-provisions-relating-t-_94188.html

COMPANY LAW

Ministry of Corporate Affairs

- **The Companies (Indian Accounting Standards) Amendment Rules, 2025 (May 07, 2025)**

The Ministry of Corporate Affairs have notified the Companies (Indian Accounting Standards) Amendment Rules, 2025. The amendment in Indian Accounting Standard (Ind AS) 21 clarifies the concept of exchangeable currency and states that an entity shall estimate the spot exchange rate at a measurement date when a currency is not exchangeable into another currency.

For details: [https://egazette.gov.in/\(S\(4umpqpnaylip2mzi2wuxd3i\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(4umpqpnaylip2mzi2wuxd3i))/ViewPDF.aspx)

- **The Companies (Accounts) Amendment Rules, 2025. (May 19, 2025)**

The Central Government have notified the Companies (Accounts) Amendment Rules, 2025. As per the amendment in the Companies (Accounts) Rules, 2014, in rule 12, in sub-rule (1B), in the fourth proviso, for the words, figures and letters “on or before 31st March, 2025”, the words, figures and letters “on or before 30th June, 2025” shall be substituted. Thus, the Proviso shall now be read as: “Provided also that for the financial year 2023-2024, Form CSR-2 shall be filed separately on or before 30th June 2025 after filing Form No. AOC-4 or Form No. AOC-4-NBFC (Ind AS), as specified in these rules or Form No. AOC-4 XBRL as specified in the Companies (Filing of Documents and Forms in Extensible Business Reporting Language) Rules, 2015 as the case may be.

For details:

<https://www.mca.gov.in/bin/dms/getdocum%20ent?mds=LDpXKzuAigAavlWsKxaZDw%253D%20%253D&type=open>

- **MCA rolled out final set of 38 company forms from July 14, 2025 (May 30, 2025)**

The Ministry of Corporate Affairs in its continuous endeavour to serve better, is launching final set of 38 Company Forms [including 13 Annual filing forms, 6 Audit/Cost audit forms] on 14th July 2025 at 12:00 AM.

To facilitate implementation of these forms in V3 MCA21 portal, stakeholders are advised to note the following points:

- (1) Company e-Filings on V2 portal will be disabled from 18th June 2025 12:00 AM. Thus, all the stakeholders are advised to ensure that no SRNs are under pending payment/Resubmission status.
- (2) Offline payments in V2 using Pay later option will be stopped from 08th June 2025 12:00 AM. Therefore, you are requested to make payments for these forms in V2 through online mode only. (Credit/Debit Card and Net Banking)
- (3) In view of the upcoming launch, V3 portal will not be available from 09th July 2025 12:00 AM to 13th July 2025 11:59 PM. Accordingly, stakeholders are advised to plan and file/resubmit current V3 forms before 09th July 2025 as there will be no waiver of fees or extension of resubmission period, if the due date/resubmission date fall within the mentioned downtime period i.e. 09th July 2025 12:00 AM to 13th July 2025 11:59 PM.
- (4) Stakeholders are advised to create user ID/upgrade existing V2 ID/Merge V2 ID in V3 system under "Business user" category and associate the DSC if not already done.
- (5) Stakeholders are requested to check the SRNs that are currently pending with status "Pending for upload of Investor details", "Pending for Subsidiary Details" and upload the details by using services available on MCA portal ["Upload details of Security Holders/Depositors" and "Update Subsidiary Details"] by 17th June 2025, failing which SRN will be marked under "NTBR" status.

For details: <https://www.mca.gov.in/content/mca/global/en/home.html>

- **The Companies (Management and Administration) Amendment Rules, 2025 (May 30, 2025)**

The Ministry of Corporate Affairs (MCA) vide its notification G.S.R 358(E) dated May 30, 2025, has notified “the Companies (Management and Administration) Amendment Rules,

2025” which shall come into force with effect from the 14th day of July, 2025. According to the amendment, in the Annexure, for Form No. MGT-7, MGT-7A and MGT-15 shall be substituted.

For details: [https://egazette.gov.in/\(S\(sgotcnigcmpanmcdw4tgjw5a\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(sgotcnigcmpanmcdw4tgjw5a))/ViewPDF.aspx)

- **The Companies (Cost Records and Audit) Amendment Rules, 2025 (May 30, 2025)**

The Ministry of Corporate Affairs (MCA) vide its notification G.S.R 361(E) dated May 30, 2025, has notified “the Companies (Cost Records and Audit) Amendment Rules, 2025” which shall come into force with effect from the 14th day of July, 2025. According to the amendment Form CRA-2 (Form of intimation of appointment of cost auditor by the company to Central Government) shall be substituted.

For details: [https://egazette.gov.in/\(S\(sguqnibncah2dpkhqhxpdkqtq\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(sguqnibncah2dpkhqhxpdkqtq))/ViewPDF.aspx)

- **The Companies (Audit and Auditors) Amendment Rules, 2025 (May 30, 2025)**

The Ministry of Corporate Affairs (MCA) vide its notification G.S.R 359(E) dated May 30, 2025, has notified “the Companies (Audit and Auditors) Amendment Rules, 2025” which shall come into force with effect from the 14th day of July, 2025. According to the amendment, in the Annexure of the rules, for Forms ADT-1, ADT-2, ADT-3 and ADT-4 shall be substituted.

Further, as per amendment in rule 13(2), the report shall be filed electronically in form ADT-4 (Report to the Central Government), inter-alia with the details of the office or location where the suspected offence is believed to have been or is being committed. Also that, in rule 13(2) the clauses (e) and (f) are omitted.

For details:

<https://www.mca.gov.in/bin/dms/getdocument?mds=%252Bh6b5x7NNpZMCIDqhox9eA%253D%253D&type=open>

- **The Companies (Registration Offices and Fees) Amendment Rules, 2025 (May 30, 2025)**

The Ministry of Corporate Affairs (MCA) vide its notification G.S.R 360(E) dated May 30, 2025, has notified “the Companies (Registration Offices and Fees) Amendment Rules, 2025” which shall come into force with effect from the 14th day of July, 2025. According to the amendment Form GNL-1 (Form for filing an application with Registrar of Companies) shall be substituted.

For details:

<https://www.mca.gov.in/bin/dms/getdocument?mds=%252Bh6b5x7NNpZMCIDqhox9eA%253D%253D&type=open>

- **The Companies (Accounts) Second Amendment Rules, 2025 (May 30, 2025)**

The Ministry of Corporate Affairs (MCA) vide its notification G.S.R 357(E) dated May 30, 2025, has notified “the Companies (Accounts) Second Amendment Rules, 2025” which shall come into force with effect from the 14th day of July, 2025. According to the amendment, in rule 5 and rule 8, the Form AOC-1 and Form AOC-2 are to be referred as e-Form AOC-1 and e-Form AOC-2 respectively.

Further, in rule 5(x) following mentioned additional details shall be given with a statement that the company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 with respect to:

- (a) number of complaints of sexual harassment received in the year;
- (b) number of complaints disposed off during the year; and
- (c) number of cases pending for more than ninety days.

Also that, additional detail in form of a statement by the company with respect to the compliance of the provisions relating to the Maternity Benefit Act 1961, has to be served in Board Report of the company.

In rule 12, a new clause is added stating:

(1C) Every company, along with the relevant e-Form No. AOC-4, AOC-4 CFS, AOC-4 XBRL, AOC-4 NBFC (Ind AS) or AOC-4 CFS NBFC (Ind AS) and the respective attachments in portable document format as required, shall also file e-Form Extract of Board Report, Extract of Auditor's Report (Standalone) and Extract of Auditor's Report (Consolidated), as the case may be:

Provided that a copy of signed financial statements duly authenticated as per section 134 of the Act (including Board's report, auditors' report and other documents) in portable document format shall also be attached with XBRL Forms.

For details: [https://egazette.gov.in/\(S\(ezxiso1dbgld51ysmfdpofq\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(ezxiso1dbgld51ysmfdpofq))/ViewPDF.aspx)

DIRECT TAX

Notifications

- **CBDT notify 'Telangana State Pollution Control Board' u/s 10(46) [Notification No. 47 Dated May 13, 2025]**

The Central Government notifies 'Telangana State Pollution Control Board' (PAN AAAGT0080Q), a Board constituted by the State Government of Telangana under Water (Prevention and Control of Pollution) Act, 1974 (6 of 1974), for the purposes of the clause (46) of section 10 of the Income-tax Act, 1961, in respect of the certain specified income arising to that Board subject to fulfilment of certain conditions.

For details:

<https://incometaxindia.gov.in/communications/notification/notification-47-2025.pdf>

Circular

- **Extension of due date for furnishing return of income for the Assessment Year 2025-26 [Circular No. 6 Dated May 27, 2025]**

The Central Board of Direct Taxes (CBDT) extends the due date of furnishing of Return of Income under section 139(1) of the Income Tax Act, 1961 for the Assessment Year 2025-26 in the case of assessee referred in clause (c) of Explanation 2 to sub-section (1) of section 139 of the Act, which is 31st July, 2025 to 15th September, 2025.

For details:

<https://incometaxindia.gov.in/communications/circular/circular-6-2025.pdf>

CORPORATE RESTRUCTURING, VALUATION & INSOLVENCY

- **The Competition Commission of India (Determination of Cost of Production) Regulations, 2025 (6th May, 2025)**

The CCI has notified the Competition Commission of India (Determination of Cost of Production) Regulations, 2025 repealing the Cost Regulations 2009 vide repeal and saving clause introduced in the Cost Regulations 2025.

According to the notification the following concepts are being notified:

- The definition of 'total cost' under Regulation 2(1)(c) has been revised to explicitly include depreciation and to exclude financing overheads, thereby ensuring a more appropriate and consistent measurement of the cost of production. In addition, editorial refinements have been made to the definitions of 'total variable cost' and 'average avoidable cost' to improve clarity, precision, and ease of interpretation in the application of these cost benchmarks.
- The definition of 'long run average cost', has been revised and clarified in line with international best practices. Regulation 4 has been amended to state explicitly that experts appointed under this provision are intended solely to assist the Commission in arriving at the cost determination. Additionally, Regulation 4 has been revised to clarify that only a party to the proceedings may dispute the cost determined by the Commission under Regulation 3.

For details:

[https://egazette.gov.in/\(S\(meoriuuuyybctondou05osx1b\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(meoriuuuyybctondou05osx1b))/ViewPDF.aspx)

<https://www.cci.gov.in/images/whatsnew/en/general-statement1746633770.pdf>

- **Insolvency Resolution Process for Corporate Persons (Third Amendment) Regulations, 2025. (19th May, 2025)**

The Insolvency and Bankruptcy Board of India have notified The Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) (Third Amendment) Regulations, 2025.

As per the amendment, regulation 40B relating to Filing of Forms of Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016 is being substituted wherein the form names and timeline of filing the same has been changed.

The regulations shall come into force on 1st June, 2025.

For details: [https://egazette.gov.in/\(S\(fgmamnate3bk5akhgztaed33\)\)/ViewPDF.aspx](https://egazette.gov.in/(S(fgmamnate3bk5akhgztaed33))/ViewPDF.aspx)

- **Insolvency Resolution Process for Personal Guarantors to Corporate Debtors) (Amendment) Regulations, 2025. (19th May, 2025)**

The Insolvency and Bankruptcy Board of India have notified Insolvency Resolution Process for Personal Guarantors to Corporate Debtors) (Amendment) Regulations, 2025. As per the amendment after regulation 17A, the regulation 17B is being inserted which is read as;

17B. Non-submission of repayment plan

Where no repayment plan has been prepared by the debtor under section 105 of the Code, the resolution professional shall file an application, with the approval of creditors, before the Adjudicating Authority intimating the non-submission of a repayment plan and seek appropriate directions.

For details: [https://egazette.gov.in/\(S{fgmamnate3bk5akhgztaed33}\)/ViewPDF.aspx](https://egazette.gov.in/(S{fgmamnate3bk5akhgztaed33})/ViewPDF.aspx)

- **Frequently asked Questions on Combinations (May, 2025)**

To help stakeholders understand Combinations, mergers and acquisitions (M&As), and their jurisdictional thresholds under the Competition Act, 2002, the Competition Commission of India (CCI) have issued Frequently Asked Questions (FAQs) with an objective that clarity in competition law enforcement is indispensable for promoting compliance, reducing transaction cost and encouraging pro-competitive business conduct.

For details:

<https://www.cci.gov.in/images/whatsnew/en/faq-book-english-compressed1747724324.pdf>

- **Insolvency Resolution Process for Corporate Persons (Fourth Amendment) Regulations, 2025. (26th May, 2025)**

The Insolvency and Bankruptcy Board of India have notified the Insolvency Resolution Process for Corporate Persons (Fourth Amendment) Regulations, 2025. As per the amendment:

- In regulation 18, after sub-regulation (4), the following sub-regulation shall be inserted, namely: -
 - “(5) The committee may direct the resolution professional to invite the providers of interim finance to attend as observers without voting rights, such meeting(s) of the committee, as the committee may decide.”
 - In regulation 36B, sub-regulation (6A) shall be omitted.
- In the principal regulations, in regulation 38:
 - in sub-regulation (1), in clause (b), for the word and mark “plan.”, the word and mark “plan:” shall be substituted.
 - after clause (b), the following proviso shall be inserted, namely:- “Provided that where a resolution plan provides for payment in stages, the financial creditors who did not vote in favour of the resolution plan shall be paid at least pro rata and in priority over financial creditors who voted in favour of the plan, in each stage.”
- In sub-regulation (2),
 - after the words “along with the details of”, the words “non-compliant plans and”, shall be inserted.
 - in sub-regulation (3), in clause (a), after the words “under sub-regulation (2)”, the marks and words “, which comply with the requirements of the Code and regulations made thereunder,”, shall be inserted.

For details:

<https://ibbi.gov.in/uploads/legalframework/d6170ca9df92e50bfc5ff91e43e89c9f.pdf>

- **The Insolvency Professionals to act as Interim Resolution Professionals, Liquidators, Resolution Professionals and Bankruptcy Trustees (Recommendation) Guidelines, 2025 (May 27, 2025)**

IBBI have notified the Insolvency Professionals to act as Interim Resolution Professionals, Liquidators, Resolution Professionals and Bankruptcy Trustees (Recommendation) Guidelines, 2025 that provide the procedure for preparing panel of Insolvency Professionals to act as Interim Resolution Professionals, Liquidators, Resolution Professionals and Bankruptcy Trustees.

The panel of IPs prepared as per these guidelines will be effective from 1st July 2025 to 31st December 2025.

For details:

<https://ibbi.gov.in/uploads/whatsnew/2025-05-28-101306-13lnz-195dcdd2e487f8071012995ee89d6265.pdf>

BANKING

- **Reserve Bank of India (Digital Lending) Directions, 2025**

Reserve Bank is statutorily mandated to operate the credit system of the country to its advantage. In this endeavour, Reserve Bank encourages innovation in the financial systems, products and credit delivery methods while ensuring orderly growth, financial stability and protection of depositors' and borrowers' interest. Certain concerns had emerged around the methods of designing, delivering and servicing digital credit products, which if not mitigated, may impact the borrower's confidence in the digital lending ecosystem. The concerns primarily relate to unbridled engagement of third parties, mis-selling, breach of data privacy, unfair business conduct, charging of exorbitant interest rates, and unethical recovery practices. To address these concerns, pursuant to the recommendations made by the "Working Group on Digital Lending", the Reserve Bank has, from time to time, issued guidelines to its regulated entities on digital lending. These Directions consolidate the earlier instructions along with certain new measures for arrangements involving Lending Service Providers partnering with multiple regulated entities as mentioned under para 6, and for creation of a directory of digital lending apps as mentioned under para 17 of these Directions.

Accordingly, in exercise of powers conferred by sections 21, 35A and 56 of the Banking Regulation Act, 1949, sections 45JA, 45L and 45M of the Reserve Bank of India Act, 1934, sections 30A and 32 of the National Housing Bank Act, 1987, section 6 of the Factoring Regulation Act, 2011 and section 11 of the Credit Information Companies (Regulation) Act, 2005, the Reserve Bank of India being satisfied that it is necessary and expedient in the public interest to do so, hereby issued these Directions shall be called the Reserve Bank of India (Digital Lending) Directions, 2025.

These Directions shall be applicable to all digital lending activities of the following entities, hereinafter referred to as a Regulated Entity (RE) and collectively as Regulated Entities (REs), as the context may require:

- i. All Commercial Banks,

- ii. All Primary (Urban) Co-operative Banks, State Co-operative Banks, Central Co-operative Banks,
- iii. All Non-Banking Financial Companies (including Housing Finance Companies), and
- iv. All All-India Financial Institutions.

For details: <https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=12848&Mode=0>

INTERNATIONAL FINANCIAL SERVICES CENTRE AUTHORITY

- **Framework to facilitate Co-investment by Existing Schemes at GIFT IFSC (May 21, 2025)**

The Fund Management Regulations, 2025 permits co-investment, with or without leverage, through a Special Purpose Vehicle (SPV) (also known in Industry parlance as a Co-Investment Vehicle (CIV)), herein after referred to as the Special Scheme. To operationalise this, the IFSCA has brought out a framework that will facilitate Co-investment by venture capital schemes and restricted schemes, paving the way for existing schemes to create special schemes to undertake the investments much faster.

The framework defines the structure, objective and nature of such special schemes. One salient feature of the framework is that these special schemes can make investments even before intimating the Authority. Moreover, the term sheet of the special scheme can be filed with authority within 45 days from the date of investments, thus making the process of investment easier and faster.

For details: <https://ifsc.gov.in/Legal/Index?Mid=YfoQfPzaY7k=>

- **Participation of IFSC Banking Units (“IBUs”) in international payment systems (May 22, 2025)**

The IFSCA vide this circular laid down the policies for IBUs participating in international payment systems. The authority allows to join international payment systems for making or receiving payments to/from banks/financial institutions outside IFSC without prior approval of the Authority. However, an international payment system that permits IBUs to make or receive payments among themselves, thereby affecting domestic (i.e. IFSC) transactions, would require authorisation from the Authority.

IBUs shall intimate the Department of Banking Supervision about the compliance of these conditions within 30 days and also share with the Authority a list of all the international payment systems in which the IBU was participant, as on March 31st, 2025.

For details: <https://ifsc.gov.in/Legal/Index?Mid=xf3kEBaGuPk=>



Legal Maxims

S. No.	Legal Maxim	Meaning	Example
1.	<i>De bonis non administratis</i>	Of goods not administered	Assets of an estate remaining after the death (or removal) of the designated estate administrator. An "administrator de bonis non administratis" will then be appointed to dispose of these goods. Example: The beneficiary requested the court for <i>de bonis non administratis</i> , claiming that few valuable goods have been overlooked.
2.	<i>Doli incapax</i>	Incapable of guilt	Presumption that young children or persons with diminished mental capacity cannot form the intent to commit a crime. Example: A child below the age of seven years is <i>doli incapax</i> .
3.	<i>Erga omnes</i>	Towards all.	Refers to rights or obligations that are owed <i>towards all</i> . Example: Environment Protection is <i>erga omnes</i> obligation.
4.	<i>Ex concessis</i>	From what has been conceded already	Often used in a "guilt by association" context. Example: The claim was rejected by court based on the principle of <i>ex concessis</i> .
5.	<i>Ex facie</i>	On the face	If a contract is blatantly and obviously incorrect or illegal, it can be considered void <i>ex facie</i> without any further analysis or arguments. Example: The document seems valid <i>ex facie</i> . However, the verification may be requested from the concerned department.



Legal World

CORPORATE LAWS

Landmark Judgement

LMJ 115:06:2025

CENTRAL BANK OF INDIA v. ELMOT ENGINEERING CO & ORS[SC]

Civil Appeal No.3911 of 1994

M. N. Venkatchelliah & S. Mohan, JJ. [Decided on 27/04/1994]

Equivalent citations: 1994 AIR 2358; 1994 SCC (4) 159; (1994) 7 JT 54 (SC); (1994) 81 Comp Cas 13; (1994) 14 CLA 245

Companies Act,1956- section 446- two recovery suits filed by the bank in Andhra Pradesh- company went into winding up proceedings and liquidator was appointed- leave of the winding up court to prosecute suits in Andhra Pradesh was sought- High Court transferred the two suits to Bombay- whether tenable- Held, No.

Brief facts: The appellant is a secured creditor and has filed a suit bearing O.S. No. 7 of 1986 against Respondents in the District Court in Andhra Pradesh for recovery of the outstanding loan. Respondent No.1 is the company, Respondent No.2 and 3 are guarantors. The first respondent deposited with the appellant the documents of title relating to its landed property with an intention to create an equitable mortgage of immoveable property covered by those documents together with all structures and buildings thereon. O.S. No. 507 of 1989 came to be filed by the appellant for recovery of a sum of Rs 58,783.25 being expenses incurred from time to time in respect of these properties. Both the suits are pending adjudication.

The Respondent No.1 company was placed under liquidation in a winding up proceedings initiated against it by the Bombay High Court.

The appellant filed an application under Section 446 of the Companies Act seeking leave of the Court to prosecute the two suits in Rangareddy District in Andhra Pradesh as the suit properties are situated therein. The single judge passed an order transferring the above two suits to the Bombay High Court. The Division Bench dismissed the appeal challenging the order of the single Judge. Hence, the special leave petition.

Decision: Allowed.

Reason: In order to appreciate these rival contentions we will briefly set out the scope of Section 446. Palmer's Company Precedents, Part 11, 17th Edn., page 302 states:

"When a winding-up order is made, the Court, acting by its officer the Official Receiver lays its hand upon the assets and says, no creditor or claimant must touch these assets or take proceedings by way of action, execution or attachment pending the distribution by the Court in due course of administration. This protection is indispensable equally in winding-up and in bankruptcy to prevent a scramble for the assets, but it is not always enough. An even-handed justice requires that the Court should have power to intervene at an early stage for the protection of the assets, and this power is given by this section."

This section aims at safeguarding the assets of a company in winding-up against wasteful or expensive litigation as far as matters which could be expeditiously and cheaply decided by the company court are concerned. In granting leave under this section, the court always takes into consideration whether the company is likely to be exposed to unnecessary litigation and cost.

In this case the appellant is admittedly a secured creditor. It sues on a mortgage by deposit of title deeds. Such a suit is not likely to involve a long drawn out trial. Without intending to lay down the law broadly but confining only to the facts of this case, we feel that the order of transfer of the suits to the High Court of Bombay cannot be supported.

This transfer will result in greater expenditure to the appellant Bank which certainly is avoidable "than the wasteful expenditure" to the Official Liquidator. Accordingly that part of the order directing the transfer is set aside. We make it clear we are not interfering with the grant of leave in favour of the appellant. Civil appeal is allowed in the above terms.

LW 41:06:2025

AMIT SOMANI v. NATIONAL FINANCIAL REPORTING AUTHORITY [NCLAT]

Comp. App. (AT) No. 54 of 2025

Rakesh Kumar Jain & Naresh Salecha. [Decided on 28/05/ 2025]

Section 132 of the Companies Act, 2013 read with Rule No. 26 of the NCLAT Rules, 2016 - appellant was prosecuted by NFRA – appellant filed appeal with delay of 147 days- whether delay to be condoned - Held, No.

Brief facts: The present Company Appeal has been filed by the Appellant i.e. Amit Somani, challenging the Impugned Order passed by the National Financial Reporting Authority, New Delhi (NFRA) 'in the matter of M/s BSR & Associates LLP, CA Aravind Maiya and CA Amit Somani, under section 132 (4) (c) of the Companies Act, 2013.

The Impugned Order pertains to the statutory audit of M/s Coffee Day Enterprises Ltd. (CDEL) for the financial year 2018-19, conducted by M/s BSR & Associates LLP, with CA Aravind Maiya as the Engagement Partner (EP) and CA Amit Somani as the Engagement Quality Control Reviewer (EQCR). The Impugned Order indicate the failure of the Appellant to report the CDEL's non-compliance with Section 185 of the Companies Act, 2013, and violations of the Companies (Auditor's Report) Order (CARO).

Decision: Dismissed.

Reason: However, before we examine the merit of the appeal, we note that there has been delay in refiling of 147 days for which the Appellant filed IA No. 1337 of 2025, justifying the delay and requested this Appellate Tribunal to condone the delay in refiling the appeal.

We note that as per Rule No. 26 of the NCLAT Rules, 2016, the refiling delay can be condoned, if sufficient reasons are brought out by the Appellant to the satisfaction of the Appellant Tribunal. Thus, we are duty bound to examine and satisfy ourselves that sufficient reasons existed for condoning such huge refiling delay of 147 days. We shall deal with this in the following discussions.

From the Registrar's order, we note that the Appellant was required to re-file the Memo of Appeal within seven days from the date of intimation of the defects. However, the Appellant re-filed the Memo of Appeal with a delay of 147 days.

Hence, we need to look into the defects pointed by the registry and rectification of the same by the Appellant while submitting back to registry on every occasion. We need to examine, if same defects were pointed out by the registry again and again, meaning, the Appellant merely kept resubmitting without curing the pointed defects. Alternatively, we also need to examine

whether registry kept on raising defects in piecemeal rather than in one stroke. We consciously take into consideration that finally, all defects were cured by the Appellant on 21.02.2025, after a prolonged delay of 147 days as correctly pointed by Hon'ble Registrar of this Appellate Tribunal in his order dated 27.02.2025 as we noted earlier.

As per the records of the registry, we gather that out of 14 defects, only 1 defect was cured on 22.10.2024 and the other 13 defects remained as it is on all dates, i.e. 21.11.2024, 02.12.2024, 10.12.2024, 19.12.2024 up until 06.01.2025.

The Appellant herein prays to this Appellant Tribunal that the delay in re-filing is due to factors and circumstances beyond the reasonable control of the Appellant and his counsel. However, no reason or cause of delay is mentioned by the Appellant in the Application No. 1337 of 2025 for condonation of delay.

After examining above, we are not in position to convince ourselves that sufficient case has been made out by the Appellant to cross hurdles of Rule 26 of NCLAT Rules, 2016.

In view of above detailed examination of the facts and law, we are not satisfied with the reasons given for condonation of delay in refiling. The Application No. I.A. No.1337 of 2025 fails and stand rejected.

Since, the Application for condonation of delay in refiling fails, the main appeal is treated as legally not constituted, the same stands dismissed without examining and going into merits of the case.

LW 42:06:2025

IN RE: LINCON POLYMERS PRIVATE LIMITED & ANR [NCLAT]

Company Appeal (AT) No. 108 of 2025

Yogesh Khanna & Ajai Das Mehrotra. [Decided on 26/05/2025]

Companies Act,2013- sections 230-232- family companies- scheme of demerger- first motion rejected by NCLT- whether correct-Held,No.

Brief facts: The present appeal is filed against the order of the Ld. NCLT, Ahmedabad wherein application for first motion of scheme of demerger under Section 230-232 of the Companies Act, 1956 was dismissed.

The Ld. NCLT vide order dated 02.05.2025 dismissed the application mainly on the following grounds:

(a) The Demerged Company has 5 shareholders and Resulting Company has 4 shareholders. The shareholding of Sri Pareshbhai B. Patel and Smt. Anitaben P. Patel is quantitatively different in both the companies. Pareshbhai B. Patel holds 40.39% and his wife Smt. Anitaben P. Patel holds 3.27% shares of the Demerged Company. Pareshbhai B. Patel is not a shareholder in the Resulting Company whereas his wife Smt. Anitaben P. Patel holds 43.72% of the shares of resulting company. Though both husband and wife together cumulatively hold 43.72% of shares in both the companies, they are two different individuals and their shareholding cannot be considered "adjoined".

Since the shareholding pattern for both the companies is different the valuation report which assumes all the shareholders of demerged and resulting companies are the same, and their percentage of shareholding is also same, is not correct. The swap ratio of one equity share of

Rs. 10 each fully paid-up in the Resulting Company for every one equity share of 10 held in the demerged company "stands negated".

(b) Only 9,38,206 shares have to be issued as per the Scheme whereas it is stated in the scheme that share capital is increased by 9,40,000 shares. The application does not provide details about shareholders to whom 1,794 shares will be issued.

(c) The assets and liabilities of Khatraj undertaking are not identified and segmental accounts for Khatraj undertaking are not furnished.

Decision: Allowed.

Reason: We note that both the demerged company and the resulting company are family-owned concerns. The demerged company has 5 shareholders, including Pareshbhai B. Patel and his wife Smt. Anitaben P. Patel who together hold 43.72% of the shares. The resulting company has only 4 shareholders. Pareshbhai B. Patel is not a shareholder in the resulting company but his wife Smt. Anitaben P. Patel alone holds equal percentage of shares, namely, 43.72%. Effectively, there is no variation between the shares held by them cumulatively.

We also note all the shareholders, whose inter-se rights in shareholding and swap ratio are of concern to the Ld. NCLT, have given their unequivocal consent on affidavit to the said scheme of arrangement. Considering shareholding structure of the two companies, the professional valuation expert, Den Valuation (OPC) Private Limited, registered with the IBBI, have given their report on fair exchange ratio.

Considering the conspectus of facts in this case, that the appellant companies are closely held family concerns, the valuation and share swap ratio is worked out by expert IBBI registered Valuers, the shareholders of both the companies have given their unequivocal consent to the Scheme, we hold that Ld. NCLT has erred in dismissing the application for first motion seeking demerger of one unit of Appellant No. 1 company and its merger in the resulting company, Appellant No. 2. The impugned order is set aside with the directions to the Ld. NCLT to issue consequential order regarding convening/dispensation of meetings within three days of receipt of this order. With these directions, the present appeal is allowed.

GENERAL LAWS

LW 43:06:2025

TORRENT PHARMACEUTICALS LTD v. INDORBIT PHARMACEUTICALS P. LTD. & ANR [DEL]

CS (COMM) 912/2024

Saurabh Banerjee, J. [Decided on 14/05/2025]

Trademarks Act read with Order 8 Rule 10 of CPC- Suit against trade dress infringement- defendant proceeded ex parte - judgement sought on admission- whether judgement can be given - Held, No.

Brief facts: By virtue of the present suit, the plaintiff seeks passing of a decree of permanent injunction against the defendants with respect to the impugned ORBITCAL-500 label/ artistic work as may be deceptively similar to the plaintiff's SHELCAL-500 label/ carton and strip packaging/ artistic work amounting to infringement of copyright of the plaintiff along with other ancillary relief(s).

The plaintiff came across the defendants' preparation with the impugned trade dress being sold in the markets of Delhi in the last week of September, 2024, whereafter the present suit was instituted. The defendant failed to appear and defend the suit and was proceeded ex parte. The Plaintiff sought judgement on admission.

Decision: Judgement on admission refused.

Reason: The present is a case of passing off as the defendants have adopted a trade dress that is confusingly similar, if not identical, to that of the plaintiff, with the intention of riding upon the goodwill and market reputation of the plaintiff.

No doubt, this Court has the power to decree the present suit under Order VIII rule 10 of the CPC since neither of the defendants has filed written statement, however, the same is only if the plaintiff has been able to make out a case thereunder and not as a matter of right.

Recently, the Hon'ble Supreme Court while dealing with the provisions of Order VIII rule 10 of the CPC in *Asma Lateef & Anr. v. Shabbir Ahmad & Ors.* (2024) 4 SCC 696, held that there must not be any mechanical application of Order VIII rule 10 of the CPC to pass a decree in favour of the plaintiff on the basis of the plaint, merely because the defendant has not filed the written statement. Referring to *Balraj Taneja v. Sunil Madan* (1999) 8 SCC 396, it was also held that it is only when the Court is fully satisfied that there is no fact which needs to be proved on account of deemed admission that a judgement against a defendant, who has not filed a written statement, ought to be passed, and if there is any contradiction or factual dispute which arises from the plaint itself, it would be unsafe to still proceed with decreeing the suit in favour of the plaintiff and would in fact tantamount to the plaintiff being altogether relieved of its obligation to prove its case to the satisfaction of the Court. It was further held that the provisions of Order VIII rule 10 of the CPC have to be read in conjunction with Order VIII rule 514 of the CPC whereunder the Court may require, at its discretion, any fact treated as admitted, to be proved otherwise than by way of such admission.

In the present proceedings, the entire case of the plaintiff is revolving around its new trade dress adopted in the month of September, 2022 for its preparation SHELICAL500, after acquiring the rights thereof vide an Assignment Deed dated 07.03.2024 and for which it applied for search and issue of certificate under Rule 22(1) of the Trademark Rules, 2017 thereafter on 04.04.2024. For this, the burden is on the plaintiff to at the very least show that it is the author of the original "artistic work" of the impugned trade dress and had actually commenced with the usage of its new trade dress for its preparation SHELICAL500 since September 2022, i.e. prior to the use of the impugned trade dress by the defendants.

As per records, the plaintiff has pleaded of having acquired the rights in the new trade dress for its preparation SHELICAL500 in September, 2022 on the basis of an Assignment Deed dated 07.03.2024, which is not a registered document and has been executed at a subsequent point of time, around nineteen months later, as also does not mention the date of publication/ adoption/ usage thereof. In fact, the Invoices (Document 7 of the list of documents filed along with the plaint) prior to September, 2022, do not even pertain to the new trade dress since, admittedly, the same was not in existence then and the rest of the Invoices post September, 2022 bear no reference/ connection with the new trade dress adopted by the plaintiff. Further, the promotional material (Document 8 of the list of documents filed along with the plaint) do not mention the time/ date/ period of their usage/ publication. As such, there is nothing before this Court which can form a basis for passing a decree under Order VIII rule 10 of the CPC.

Under these circumstances, the plaintiff has to show/ prove/ establish that it is the prior adopter and user of the new trade dress for its preparation SHELCAL500 at least with effect from September, 2022, as per its own claims, which, at this stage, is missing.

Although, this Court has passed an ex parte ad interim injunction in favour of the plaintiff vide order dated 21.10.2024, however, the threshold for considering and passing an order under Order VIII rule 10 of the CPC is significantly higher, more so, since a judgment and decree would render the final adjudication of the rights and liabilities of the parties, and that too without trial. Keeping all the aforesaid facts and circumstances in mind, and since there is no clarity with respect to the actual date of publication/ adoption/ usage of the new trade dress by the plaintiff, at this stage, this Court is not satisfied to pass a decree under Order VIII rule 10 of the CPC.

LABOUR LAWS

LW 44:06:2025

DEEN DAYAL UPADHYAY HOSPITAL v. SANGEETA [DEL]

CM(M) 1438/2019

Manoj Jain, J. [Decided on 15/05/ 2025]

Industrial Disputes Act, 1947- out sourced employee- terminated- employee proved the continuance service of 240 days- management failed to dislodge the claim of continuous service - labour court passed award in favour of the employee- whether correct-Held, Yes.

Brief facts : The Petitioner Management was aggrieved by award passed by the Labour Court whereby the respondent has been held to be in continuous employment of the Management and, resultantly, she has been awarded compensation of Rs. 70,000/-.

Decision: Dismissed.

Reason: According to learned counsel for the Management, the learned Presiding Officer has erred in deciding all the issues against them. It is vehemently contended that the submissions given in the written statement were not appreciated in the desired manner and there was nothing to indicate that respondent was under the employment of the Management. It is reiterated that sanitation services had been outsourced to M/s ACME Enterprises who left the services on their own and there was never any privity of contract between them and the respondent. It has also been contended that initial onus was on the respondent to prove that she was in continuous employment of 240 days, prior to the alleged date of her termination. Since she failed to discharge her such initial onus and there was nothing to indicate that she was working under the Management since May, 2007, the claim should have, rather, been dismissed.

Undoubtedly, initial onus is always on any such workman to demonstrate that such workman worked continuously for 240 days. However, herein, fact remains that respondent made clear and specific averments in this regard in her Statement of Claim. She even made reference to various cheques which had been allegedly issued by none other than Management in her favour. She reiterated her stand in her examination-in-chief. Her deposition is, virtually, uncontroverted and unchallenged. The sketchy cross-examination done by the Management

goes on to indicate that the Management does not dispute the claim and averments made by her. In her cross-examination, she reiterated that she joined the services in the year 2007 and was categorical in mentioning that she was appointed by the Management/DDU Hospital. She denied the suggestion that she was placed in the hospital by the contractor and not by DDU Hospital. She also denied that the documents furnished by her were false and fabricated and she was not employed by DDU Hospital.

Interestingly, the fact that cross-examination was virtually non-existent, for the reasons best known to the Management, it did not even contemplate leading any evidence in defence. As noted already, their consistent case is to the effect that there was no privity of contract and that sanitation contract have been given to M/s ACME Enterprises, who left the services abruptly. No details of such contract have been placed on record. According to the Management, even otherwise, respondent was not even employed by such outsourced agency and that her name did not figure in the list provided to them. However, again, Management faltered as no such list was produced or proved during the trial. Interestingly, the Management itself admitted that after M/s ACME Enterprises left the services, midway, it hired certain workers as daily-wagers. Once they claim so, it was imperative for them to have placed on record, the details of all such daily-wagers whom they allegedly employed. Nothing of that kind was done by them and, therefore, they cannot be heard saying that respondent failed to discharge her onus. Burden of proof, in any enquiry or trial, keeps on shifting and the moment the averments made in the claim petition were deposed on oath by the respondent in her evidence, it was for the Management to have rebutted and disproved the same.

The sketchy cross-examination coupled with the fact that no witness was examined by the Management clearly goes on to indicate that learned Labour Court was left with no option but to give Award in favour of the respondent herein.

Thus, the approach of the learned Labour Court, even otherwise, seems to be very rationale, reasonable and justifiable. Finding no merit or substance in the present petition, the same is accordingly dismissed.

LW 45:06:2025

RAJ KUMAR v. FOOD CORPORATION OF INDIA & ORS [DEL]

W.P.(C) No. 6478 of 2010

Prateek Jalan, J. [Decided on 21/05/2025]

Industrial Disputes Act, 1947- 3 employees found to be involved in huge shortage of wheat stock- different degrees of punishment given- petitioner, who was the kingpin, was terminated while others were not - parity of punishment sought in the appeal- whether parity of punishment can be given - Held, No.

Brief facts: The petitioner and two other employees were found to be hand in glove in the huge shortages/misappropriation of wheat stocks besides other major irregularities alleged to have been committed by the petitioner, in connivance with other three employees Mr. D.P. Gupta, Mr. Sanjeev Kumar Sharma, Mr. Sultan Singh. Joint inquiry was conducted and the charge was proved. While the petitioner was subjected to the penalty of compulsory retirement, forfeiture of gratuity, and recovery of the sum of Rs. 5,00,000/- as penalty, Mr. Sultan Singh was awarded the penalty of 'Censure' and recovery of Rs. 1,00,000/-, whereas Mr. Sanjeev Kumar was only subjected to a reduction of pay by one increment with cumulative effect.

Decision: Dismissed.

Reason : Re: Delay and laches: The explanation for delay in the present case is inadequate. The petitioner, even when he was given a specific opportunity by order dated 29.04.2010 to explain the delay of three years and six months, has not filed any contemporaneous medical records, but only a doctor's certificate issued after the date of the said order. The said certificate also does not clearly indicate that the petitioner was disabled for such a long period, from managing his own affairs in any way, including engaging counsel and instituting a challenge to the disciplinary orders. I am thus unable to accept the petitioner's explanation for the belated filing of this writ petition, and hold that the petition is barred by delay and laches.

Re: Parity of penalty on petitioner qua other Charged Officers:

A comparison of the three disciplinary orders clearly shows that it is the petitioner who has been held to be the kingpin of the transactions which gave rise to the disciplinary proceedings. Mr. Sultan Singh has certainly been held guilty of inadequate supervision, but a minimal penalty was imposed upon him, in consideration of his impending retirement. All three disciplinary orders recognise the role of the petitioner as being "primarily responsible" for the situation and, in fact, as creating a gang-like situation in the Depot. The role of Mr. Sanjeev Kumar Sharma has been clearly found to be much more limited than the role ascribed to the petitioner. While Mr. Sanjeev Kumar Sharma has been blamed for inadequate attention to his duties, it has been specifically held that no mala fides are attributed to him. The petitioner has clearly been held responsible to a higher degree, and the penalty imposed upon him is, therefore, higher.

The case of Mr. Sultan Singh also proceeds on a slightly different reasoning, with regard to his imminent retirement. The correctness of the findings against him, or whether the consideration of his impending retirement was justified, are not the subject matter of the challenge in this petition, to which he is not even a party. The only question is whether the petitioner is entitled to imposition of a lower penalty on grounds of parity with him. Suffice it to say, the petitioner's case was materially different on many counts, including the merits of the allegations found against him.

In the present case, on a comparison of the findings against the petitioner with the findings recorded against the officers with whom he claims parity [viz., Mr. Sultan Singh or Mr. Sanjeev Kumar Sharma], I find no justification for this claim. No other argument was advanced to assail the impugned orders, particularly with regard to the quantum of penalty. The petition therefore fails on merits, also.

LW 46:06:2025

MUNISH GROVER v. CONTAINER CORPORATION OF INDIA LTD & ORS [DEL]

W.P.(C) No. 6895 of 2025

Prateek Jalan, J. [Decided on 21/05/2025]

Industrial Disputes Act, 1947- employee was transferred – employee challenged the transfer- whether transfer is bad- Held, No.

Brief facts: The petitioner has filed this writ petition challenging a transfer order, by which he has been transferred from Fresh and Healthy Enterprises Limited ["FHEL"], Rai District, which is a subsidiary of Container Corporation of India Ltd. ["CONCOR"], to CONCOR's office at Pipava Port/Area-II.

Decision: Dismissed.

Reason: As far as the transfer is concerned, it is not disputed that the petitioner's appointment in CONCOR was to a transferable post. His initial appointment order dated 03.07.1998 specifically provided that he may be posted at any of the offices/units of CONCOR in India. This aspect is not under challenge; as noted in the order dated 08.05.2025, the petitioner himself sought a transfer from his present posting.

In a transferable job, it is well settled that transfer is an incidence of service, and interference of the Writ Court is permitted only in very limited circumstances, such as mala-fides and breach of any statutory rules or transfer policy. Reference in this connection be made to the judgements in *Shilpi Bose (Mrs.) v. State of Bihar* and *Rajendra Roy v. Union of India*.

As far as the allegations of mala-fides are concerned, Mr. Oommen submits that the petitioner is, in fact, a whistleblower, and entitled to protection under CONCOR's Whistle Blower Policy. He has drawn my attention to the petitioner's communication addressed to the Chairman and Managing Director of CONCOR, which has also been referred to in the aforesaid representation.

On a consideration of the said representation, however, I am of the view that it is in the nature of ventilating personal grievances, with regard to the petitioner's work allocation and conditions, rather than a whistleblower complaint. The petitioner has first placed on record his contentions, with regard to his past service in CONCOR, and then reiterated his submissions, with regard to posting at FHEL, NSIC, New Delhi. The principal grievance of the petitioner relates to his status and service conditions vis-a-vis those of another employee, stated to be below him in hierarchy [Grade N-4], but designated as Terminal In-Charge. He has stated that he should have been so designated, and also sought reassignment of seating in the office. It is his contention that the said employee has indulged in insubordination in this regard.

The petitioner has alleged that such circumstances tantamount to torture and harassment, and has gone so far as to suggest that if he suffers from a heart attack, stroke, heart failure, brain haemorrhage, paralysis or meets with an accident, that would be because of the workman in question, and the Executive Director - cum - CEO of FHEL.

The reading of the representation in full shows that the petitioner's grievances were, in fact, personal in nature, relating to his status and work allocated to him vis-a-vis the work of the other employees in question. This does not constitute a whistleblower complaint.

Even assuming that the petitioner's post falls within the definition of a sensitive post, I do not find any merit in this contention. The policy does not prevent a transfer prior to the period of four years. The purpose of the policy is to require transfer of persons in sensitive posts upon completion of a maximum of four years, not to prevent earlier transfer.

In view of the aforesaid, I am of the view that the petitioner has failed to make out a case of mala-fides or breach of the transfer policy.

COMPETITION LAW

LW 47:06:2025

KSD ZONNE ENERGIE LLP v CANARA BANK[CCI]

Case No. 35 of 2024

Ravneet Kaur, Anil Agrawal, Sweta Kakkad & Deepak Anurag. [Decided on 19/05/2025]

Competition Act, 2002- sections 3 (anti-competition agreements) and 4 (abuse of dominance) – loan by banks- allegations as to arbitrary increase in the rate of interest,

charging hidden interest, demanding back interest, serving notice under SARFAESI Act, withholding original documents - whether constitute violation of sections 3 and 4-Held, No.

Brief facts: The present case involves the sanctioning of loan by the OP, a public sector bank, which has substantial presence in the market, for the purpose of granting financial support to the Informant in respect of the commissioning of 3 MW solar plant project of the Informant.

The Informant has made allegations against the OP of arbitrary increase in the rate of interest, charging hidden interest, demanding back interest, serving notice under SARFAESI Act, withholding original documents required by competitor banks for transfer of loan and entering into anti-competitive agreements with valuers. In this way, the OP allegedly violated Sections 3 and 4 of the Act, adversely affecting competition and abusing its dominant position.

Decision: Dismissed.

Rason: The Commission notes that the primary allegation made by the Informant is the arbitrary increase in the rate of interest made by the OP in different loans taken from the OP, by taking advantage of its dominant position in the relevant market. The relevant market in this case is the 'market for the provision of banking and loan services in India.' Canara bank has 6th rank amongst the largest public sector banks in India. It has 5.73% share in the banking sector in India. There are other banks like HDFC, SBI, PNB, Bank of Baroda, Indian Bank, ICICI Bank, Central Bank of India, Indian Overseas Bank etc. The existence of large number of players in the relevant market shows that the OP cannot operate independently in the market and cannot be considered to be in a position of dominance in the relevant market. Therefore, in the absence of dominance, the issue of abuse of dominance does not arise. Hence, the Commission notes that no case of contravention of provisions of Section 4 of the Act is made out against the OP.

With regard to allegation of arbitrary increase in the rate of interest, the Commission notes that banks tend to fix rates of interest on loans based on evaluation of various parameters like CIBIL score, the viability of the project, the rate of return, risk parameters etc. Such evaluation varies from bank to bank consequently affecting the final derived rate of interest, which is again highly variable and dependent on various benchmark rates announced by the RBI. In this connection, the Commission notes that the sanction letter dated 12.07.2016 for the Term Loan of Rs.13.25 crores issued to the Informant by the OP shows that the loan was sanctioned at an interest rate of 16.20% p.a. along with other terms and conditions. It was mentioned in the sanction letter that the 'interest stipulated is subject to review by Bank keeping in view DSCR, Debt/Equity, Margin, Repayment schedule, past experience etc. and also further changes as may be decided by the bank' and that 'the rate of interest stipulated is subject to changes as decided by the bank from time to time'. The Commission also notes that the rate of interest on the Term Loan was changed from 16.20% p.a. to 14.20% p.a. with annual reset on the request of Informant, by OP vide letter dated 14.09.2016 and was further revised from 14.20% p.a. to 11.00% p.a. with annual reset vide OP letter dated 06.03.2018. The above terms and conditions have been agreed upon by the Informant with the OP. Accordingly, the Commission finds that the allegation against the OP regarding arbitrary changes in the interest rates is without merit.

Further, with respect to the allegation about imposition of back interest charges of Rs. 76,75,894/- on the Informant, the Commission notes the same appears to be a dispute between the parties with respect to the agreed terms and conditions and does not fall under the purview of the Act.

The Informant has alleged existence of anti-competitive agreements between the valuers and the OP so as to purposely bring securitized properties under SARFAESI proceedings which are then undervalued to facilitate easy selling in auction. The Commission notes that any bank under the provisions of the SARFAESI Act, has a right of enforcement of its security interest if the borrower defaults in the repayment of loan or any instalment. The main aim of the SARFAESI Act is to enable banks and other financial institutions to auction properties to recover outstanding loan in the event of any default by the borrower. Further, the Informant has not provided any evidence in support of this allegation. Hence, no case of contravention of provisions of Section 3 of the Act is made out against the OP.

As regards the allegation that the OP withheld collateral documents required by competing lenders, the Commission notes that the bank keeps collateral documents to safeguard its advances by holding the documents until the loan is fully paid.

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 and the same is also rejected.

LW 48:06:2025

UMAR JAVEED & ANR v. JAMMU & KASHMIR BANK[CCI]

Case No. 33 of 2024

Ravneet Kaur, Anil Agrawal & Deepak Anurag. [Decided on 30/04/2025]

Competition Act,2002- sections 3 (anti-competition agreements) and 4 (abuse of dominance) – agreements between the bank and various entities /institutions for providing financial assistance to their employees- whether constitute violation of sections 3 and 4-Held, No.

Brief facts: The primary grievance of the Informants appears to be against the agreements/MoUs between OP and various entities/institutions in the UT of J&K for providing banking services to their employees/customers. As alleged, due to these agreements/MoUs, employees are constrained to avail the services of OP only. For instance, the Informants have stated that OP has agreements with Government of J&K, Universities located in the UT of J&K, various dealers/manufacturers of car/two- wheeler companies for financing of vehicle and one oil marketing company i.e., HPCL etc.

The Informants have alleged that OP has entered into agreements with various two-wheelers and four-wheelers companies (Royal Enfield, Piaggio Vehicles Pvt. Ltd., Maruti Suzuki and Tata Motors) where customers are forced to obtain loan from OP only.

Decision: Dismissed.

Reason: Though the Informants have alleged violation of Sections 3 and 4 of the Act, going by the contents and intent of the information, allegations appear to be revolving around Section 3 of the Act which deals with prohibition of anti-competitive agreements.

At the outset, the Commission notes that institutions ordinarily enter into agreements with Bank of their choice for availing/providing banking facility/services to/for their employees. Such kind of arrangements are usually decided mutually by both the parties on agreeable terms and conditions. Further, from the perusal of MoU dated 12.09.2018 entered between OP and Government of J&K, it appears that the primary purpose of the same was to confer preferential treatment to the entities/permanent employees of Government of J&K in terms of offering customized, hassle free and personalized banking services. It appears that there is no

prohibition for any entity and the banking institution from approaching each other for such kind of arrangements/services. Such kind of issues usually do not fall under the perimeter of competition law as they do not disclose any concern warranting intervention under the provisions of the Act.

It may also be noted that entering into MoUs/agreements by banks is a common feature in the ordinary course of business. The partnership between banks and entities helps such entities to meet their banking needs, without any hurdle. Also, such agreements entered into by entities, requiring their employees and customers to avail services from their preferred bank, may help in achieving uniformity and prevent the hassle in trying to keep track of the different sources from which the employees/consumers avail banking services. Therefore, the MoUs and agreements entered into between the OP and two-wheeler/four-wheeler dealers/manufacturers for facilitating their customers loan facility for purchasing these products cannot be considered as anti-competitive, ipso facto, and are not likely to cause an appreciable adverse effect on competition, as mandated under Section 3 of the Act.

Regarding the allegation of tie-in arrangement which is enforced by OP while providing locker facility in terms that a customer is required to purchase a fixed deposit of Rs.15,000/- for a period of ten years apart from payment of annual rent, the Commission notes that no agreement indicating such tie-in arrangement has been provided by the Informants. However, as per the 'Standard Operating Procedure' available on the website of OP, having a fixed deposit as alleged by the Informants do not appear to be a mandatory requirement. Therefore, allegation of tie-in arrangement with regard to locker facility appears to be misplaced. Further, even otherwise, deficiency in services or non-adherence of prescribed norms for banking operation cannot be given colour of competition concern.

Based on the facts of the case, allegations made therein and analysis carried out supra, no prima facie case is made out against the OP for violation of Sections 3 and 4 of the Act. Accordingly, the Information is ordered to be closed forthwith.

LEGAL WORLD- JUNE 2025 [LMJ 115 & LW 41-48]

- **LMJ 115:06:2025** In this case the appellant is admittedly a secured creditor. It sues on a mortgage by deposit of title deeds. Such a suit is not likely to involve a long drawn out trial. Without intending to lay down the law broadly but confining only to the facts of this case, we feel that the order of transfer of the suits to the High Court of Bombay cannot be supported. [SC]
- **LW 41:06:2025** After examining above, we are not in position to convince ourselves that sufficient case has been made out by the Appellant to cross hurdles of Rule 26 of NCLAT Rules, 2016. [NCLAT]
- **LW 42:06:2025** Since the appellant companies are closely held family concerns, the valuation and share swap ratio is worked out by expert IBBI registered Valuers, the shareholders of both the companies have given their unequivocal consent to the Scheme, we hold that NCLT has erred in dismissing the application for first motion seeking demerger of one unit of Appellant No. 1 company and its merger in the resulting company, Appellant No. 2.[NCLAT]

- **LW 43:06:2025** Since there is no clarity with respect to the actual date of publication/ adoption/ usage of the new trade dress by the plaintiff, at this stage, this Court is not satisfied to pass a decree under Order VIII rule 10 of the CPC. [Del]
- **LW 44:06:2025** The sketchy cross-examination coupled with the fact that no witness was examined by the Management clearly goes on to indicate that learned Labour Court was left with no option but to give Award in favour of the respondent herein. [Del]
- **LW 45:06:2025** The only question is whether the petitioner is entitled to imposition of a lower penalty on grounds of parity with him. Suffice it to say, the petitioner's case was materially different on many counts, including the merits of the allegations found against him. [Del]
- **LW 46:06:2025** The purpose of the policy is to require transfer of persons in sensitive posts upon completion of a maximum of four years, not to prevent earlier transfer. [Del]
- **LW 47:06:2025** The Commission notes that any bank under the provisions of the SARFAESI Act, has a right of enforcement of its security interest if the borrower defaults in the repayment of loan or any instalment. [CCI]
- **LW 48:06:2025** Even otherwise, deficiency in services or non-adherence of prescribed norms for banking operation cannot be given colour of competition concern. [CCI]



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)

Downloading of the December 2024 Professional Programme Pass Certificate through Digilocker

https://www.icsi.edu/media/webmodules/Digilocker_announcement_Dec2024.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

Schedule of Fee Applicable to the Students of CS Course (w.e.f. 01.02.2025)

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

FAQ on the Switchover Scheme for Professional Programme 2017 (Old) Syllabus to Professional Programme 2022(New) Syllabus

https://www.icsi.edu/media/webmodules/Executive_FAQ_SW_23022023.pdf

Cut Off Dates for the year 2025 https://www.icsi.edu/media/webmodules/CUT_off.pdf **Time Table for CS Examinations, June, 2025 Session**

<https://www.icsi.edu/media/webmodules/CSMainExamTimeTableJune5415415241.pdf>

Important Announcement for June 2025 session of Examination

https://www.icsi.edu/media/webmodules/Exam_Instructions_June2025.pdf

Key Highlights of Examination enrolment

<https://www.icsi.edu/media/webmodules/student/KeyHighlightsExaminationEnrolment03072024.pdf>

E-ADMIT CARD FOR JUNE, 2025 COMPANY SECRETARIES EXAMINATIONS

The E-Admit Cards of eligible Students for appearing in June, 2025 Session of CS Executive (New Syllabus) and Professional Programme (Old and New Syllabus) Examinations scheduled to be held during 1st June, 2025 to 10th June, 2025 are available for download on the Institute's website at www.icsi.edu

ICSI Study Centres

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

Join CSEET classes at ICSI Regional/Chapter Offices

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

Details Regarding Class-Room Teaching Centres at Regional /Chapters Offices

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

Number of Class-Room Teaching Centres at Regional /Chapters Offices

<https://www.icsi.edu/media/webmodules/websiteClassroom.pdf>

Chartered Secretary Journal

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

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

Donate for the Noble Initiative of the Institute - "SHAHEED KI BETI SCHEME"

https://www.icsi.edu/media/webmodules/Shahed_ki_beti.jpg

Reopening of the Examination Enrolment Window for June, 2025 Session was from 10:00 Hours on 18th April, 2025 till 23:59 Hours on 19th April, 2025.

For more details, please refer to the official website:

https://www.icsi.edu/media/webmodules/Reopening_ExamEnrollment_june2025_session.pdf

REGISTRATION

1. Registration for CS Executive Entrance Test (CSEET)

✓ Information in detail:

✓ Link to register: https://smash.icsi.edu/Scripts/CSEET/Instructions_CSEET.aspx

2. Registration for CS Executive Programme

✓ Information in detail:

https://www.icsi.edu/media/webmodules/11112022_ICSI_Students_leaflet.pdf

3. Renewal of Registration/Registration Denovo (for Executive Programme & Professional Programme Students)

Registration of students registered upto and including June 2020 stands terminated on expiry of five-year period on 31st May 2025. 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

4. Opportunity for students to validate their registration three months prior to Expiry of Registration

✓ Follow:

https://www.icsi.edu/media/webmodules/14112022_Denovo3monthspriortoexpiryofRegistration.pdf

5. 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



6. 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
December	Both	31 st May (Same Year)	All students registered upto 31 st May 2025 are eligible to appear in examination of Both Groups in December 2025 Session
	One	31 st July (Same Year)	All students registered upto 31 st July 2025 are eligible to appear in examination of any One Group in December 2025 Session.
June	Both	30 th November (Previous Year)	All students registered upto 30 th November 2025 shall be eligible to appear in examination of Both Groups in June 2026 Session.
	One	31 st January (Same Year)	All students registered upto 31 st January 2026 shall be eligible to appear in examination of any One Group in June 2026 Session.

7. 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>

EXEMPTIONS AND SWITCHOVER

1. Clarification Regarding Paper wise Exemption

- 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).

Higher Qualification based exemption tab for claiming exemption for December 2025 and status to verify paper- wise exemption granted under Subject Exemption head for Executive & Professional students will be activated in online profile at SMASH portal after declaration of result of June 2025 session of examination i.e., from 26th August 2025 onwards.

For details and Process please visit:

Syllabus 2017:

https://www.icsi.edu/media/webmodules/Paperwise_exemption_syllabus17.pdf

Syllabus 2022:

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

<i>Session</i>	<i>Cut-off date for Cancellation of Exemption/ Re-submitting the Call-For Documents for Granting Exemption</i>
June Session	1 st May
December Session	20 th November

User manual for cancellation of Exemption:

https://smash.icsi.edu/Documents/Qualification_Based_Subject_Exemptionand Cancellation_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.
- (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.

Syllabus Switchover

Revision of syllabus is a constant exercise by the Institute to ensure up-gradation of knowledge amongst the student community.

Please Note: -

- a) All switchover students are eligible to appear in the Online Pre-Examination Test which is compulsory under the new syllabus before enrolling for any examinations. Process For Remitting the Fee for Pre-Examination Test is available in the link:

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

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

- b) Study material is not issued free of cost to the switchover students. Therefore, the student needs to obtain study material, at a requisite cost.
- c) Revert Switchover is not Permissible.
- d) Other details regarding Exemptions and Switchover are available on the student page at the website of the Institute.

PROCESS/ USER MANUAL TO SWITCHOVER

- ✓ Login with user ID and password (<https://smash.icsi.edu/Scripts/login.aspx>)
- ✓ Click on Module > Switchover > Apply for Switchover
- ✓ Click on the tab "Request for switchover."

Click on the checkbox at the bottom and submit your request. (Successful message will reflect on your Screen.)

IMPORTANT LINKS

- https://www.icsi.edu/media/webmodules/switchover_process.pdf
- https://www.icsi.edu/media/webmodules/Switchover_17092016.pdf
- <https://www.icsi.edu/media/webmodules/ICSI%20New%20Syllabus%202022.pdf>

ENROLLMENT TO EXECUTIVE & PROFESSIONAL PROGRAMME EXAMINATION (REGULATION 35)

- The examinations for the Executive & Professional Programme Stage of CS Course are conducted in June and December every year.
- 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	<i>Cut off dates during which the students can submit examination form with prescribed fee</i>	
June	The online examination enrollment window is opened tentatively on 26 th February and the students may submit the forms upto 25 th March without late fee.	Students may submit the examination form during 26 th March to 9 th April with Late Fee.
December	The online examination enrollment window is opened tentatively on 26 th August and the students may submit the forms upto 25 th September without late fee.	Students may submit the examination form during 26 th September to 10 th 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

- Students who have registered for the Executive Programme on or after 1st June 2019 were required to complete a One Day Orientation Programme. Further, TDOP shall be applicable to the students registered for CS Executive Programme on or after 1st February 2025. Students are advised to complete the ODOP or TDOP respectively well before submitting the enrolment form for CS Examinations.

Students who have registered in the Executive/Professional Programme are required to complete Pre-Examination Test to become eligible for enrolment to June/December Examinations.

PROCEDURAL COMPLIANCE

CHANGE OF ADDRESS/CONTACT DETAILS/CREATION OF PASSWORD

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

Step 1: Login with valid credentials at <https://smash.icsi.edu/scripts/login.aspx>

Step 2: Change Mobile Number and Email address.

Process 2: Process to change correspondence /permanent address.

Step 1: Login with valid credentials at <https://smash.icsi.edu/scripts/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

Step 2: 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: Login 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

REVISION OF SYLLABUS FOR CANDIDATES APPEARING IN CSEET FROM NOVEMBER 2023 SESSION ONWARDS!

The Syllabus of Company Secretary Executive Entrance Test (CSEET) has been revised and applicable from November 2023 CSEET Session onwards. It shall be comprised of four papers and the nomenclature of the papers is as under:

Part	Subject	Sub Part	Total Marks
1	Business Communication	--	50
2	Legal Aptitude and Logical Reasoning	A - Legal Aptitude (30 Marks) B - Logical Reasoning (20 Marks)	50
3	Economic and Business Environment	A - Economics (25 Marks) B - Business Environment (25 Mark)	50
4	Current Affairs and Quantitative Aptitude	A - Current Affairs (30 Marks) B - Quantitative Aptitude (20 Marks)	50
Total Marks			200

**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	Remit the 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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**ATTENTION STUDENTS OF EXECUTIVE AND PROFESSIONAL PROGRAMME
(2017 OLD SYLLABUS)**

One More Attempt under 2017 Old Syllabus

The Institute has decided that the students of Executive & Professional Programme (2017 old syllabus) shall be allowed one more attempt during the December, 2024 & June 2025 session of examinations respectively.

All students of Executive & Professional Programme (2017 old syllabus) please note the following :

CS Course	Last Session of Examination under Old Syllabus (2017) as per the notification available at www.icsi.edu	Additional Attempt under Old Syllabus (2017)	All Examination (Executive & Professional) will be held under New Syllabus 2022
Executive Programme	June 2024	December 2024	June 2025
Professional Programme	December 2024	June 2025	December 2025

Please note that the students of Executive & Professional Programme (Old Syllabus 2017) shall be compulsorily switched over to 2022 (New syllabus) from June, 2025 & December 2025 respectively and no further requests shall be entertained.

All concerned students are advised to take note of the above.

Team ICSI

Date: 13.06.2024



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

Motto
सत्यं वद। धर्मं चर।
सत्यमेव जयते। सत्यमेव जयते।

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 Dhananjay Shukla
President, The ICSI

CS Pawan G. Chandak
Vice President, The ICSI

CS Asish Mohan
Secretary, The ICSI



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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 Dhananjay Shukla
President, The ICSI

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Vice-President, The ICSI

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THE ICSI DEBATING SOCIETY

The Institute of Company Secretaries of India has introduced the concept of "**ICSI Debating Society**", a platform designed to empower Executive and Professional students with essential skills for success in their professional journey from a student to being a member of ICSI.

The Debating Society would enhance a student's public speaking abilities through an expert guiding you through the process of debating, presentation and delivery skills. The Debating Society will provide a framework for formal communication, sharpening impromptu 'think and speak' skills which is vital for success in the corporate world and also in the practising sphere.

The ICSI Debating Society is now active at the Regional Offices (**Kolkata, Delhi, Chennai, and Mumbai**) and in the following Chapters of **Jaipur, Noida, Hyderabad, Ahmedabad, Bhopal, Indore, Nagpur, Thane, Gurugram, Bengaluru, Pune, and Kochi**.


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सत्यं वद। धर्मं चर। *Speak the truth, abide by the law.*

Mission
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Re-registration to Professional Programme
Have You Passed Intermediate Course/Executive Programme of CS Course Long Back and Not Eligible For Registration Denovo?
Here is a Golden Opportunity to Restart Your Studies From Professional Programme Stage Through Re-registration And Become a Company Secretary



Re-Registration to Professional Programme

Eligibility criteria
 The Re-Registration Policy is meant to welcome back students who have passed Intermediate Course or Executive Programme of CS Course under any previous syllabus but not eligible for seeking Registration Denovo due to the reason that the stipulated period has expired. Such students are not required to start afresh from Executive Programme Stage. Instead, they can Re-Register directly to the Professional Programme and continue their journey towards becoming a Company Secretary.

Fee for Re-registration
 Rs. 20000/- to be remitted by way of demand draft favoring "The Institute of Company Secretaries of India" payable at New Delhi / Noida

Bifurcation of Reregistration Fee	Amount (In Rs.)
Education Fee	19000/-
Pre-examination test fee	1000/-

Validity Period
 Five Years from the date of Re-Registration.

No. of papers

(7) Papers of Professional Programme including 2 electives spread in two Groups

GROUP I (4 Papers)

1. Environmental, Social and Governance (ESG)- Principles & Practice
2. Drafting, Pleadings and Appearances
3. Compliance Management, Audit & Due Diligence
4. Elective 1 (Select one Paper out of 4 Elective Papers)
- 4.1 CSR & Social Governance
- 4.2 Internal and Forensic Audit
- 4.3 Intellectual Property Rights-Law & Practice
- 4.4 Artificial Intelligence, Data Analytics and Cyber Security-Laws & Practice

GROUP II (3 Papers)

5. Strategic Management & Corporate Finance
6. Corporate Restructuring, Valuation and Insolvency
7. Elective 2 (Select one Paper out of 5 Elective Papers)
- 7.1 Arbitration, Mediation & Conciliation
- 7.2 Goods and Services Tax (GST) & Corporate Tax Planning
- 7.3 Labour Laws & Practice
- 7.4 Banking & Insurance- Laws & Practice
- 7.5 Insolvency and Bankruptcy - Law & Practice

To know more, about Re-registration <https://www.icsi.edu/media/webmodules/REREGISTRATION.pdf>

Cut off dates for examination eligibility for the students registered in CS Course

Session	Both Groups	Any One Group
June	30 th November	31 st January
December	31 st May	31 st July

Key Benefits:

- Saves time by skipping the Executive level
- Helps you continue your academic and professional journey seamlessly
- Online Free Centralized Classes. For details: <https://www.icsi.edu/media/webmodules/CENTRALISEDCLASSESJUNE2025FLYERAPPROVED0612024.pdf>

For any query, please submit at <http://support.icsi.edu>

CS Dhananjay Shukla
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https://www.icsi.edu/media/webmodules/ICSI_Re_Registraiton_18022025.jpg



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Mission

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ALL INDIA COMPANY LAW QUIZ 2025

For Students of
Company Secretaryship Course

NO
PARTICIPATION
FEE



All Executive and Professional Programme students of the Institute having a **valid registration number** as on **16th July 2025**, shall be eligible to participate in the competition.

Students who have completed the Professional Programme but **haven't yet enrolled** in the CLDP are eligible to participate.

For **registration**, please **click here**

Registration Open on

Monday 16th June 2025
at 10.00 AM

Registration Closes On

Wednesday 16th July 2025
at 5.00 PM

Preliminary Round

Online Mode, MCQ Pattern
Tuesday, 12th August 2025
10 AM to 5 PM

Quarter-Final Round

Online Mode, MCQ Pattern
Friday, 12th September 2025
10 AM to 5 PM

Semi Final Round

Online Mode, MCQ Pattern
Tuesday, 14th October 2025
10 AM to 5 PM

Final Round

Saturday,
08th November 2025

*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

CS Dhananjay Shukla

President, The ICSI

CS Pawan G. Chandak

Vice President, The ICSI

CS Asish Mohan

Secretary, The ICSI

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Mission

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EXPAND YOUR HORIZONS CS - A CAREER with endless opportunities



12th appearing or 12th Passed or equivalent thereto
or under-graduate students can join CS Course through

CSEET (CS Executive Entrance Test)

UGC recognizes CS qualification equivalent to Post Graduate Degree

SYLLABUS

- (a) Business Communication (50 Marks)
- (b) Legal Aptitude and Logical Reasoning (50 Marks)
- (c) Economic and Business Environment (50 Marks)
- (d) Current Affairs and Quantitative Aptitude (50 Marks)

ATTRACTIONS

- ☐ Computer based MCQ Test from anywhere
- ☐ No need to go to Examination Centre
- ☐ No Negative Marking
- ☐ Free Access to Online/Virtual Teaching for all registered candidates
- ☐ CSEET (guide 1 & guide 2) reference material
- ☐ Various fee concessions.
- ☐ Four Sessions in a year (January, May, July, November)

November 2025 Term of CSEET. Details are hereunder:

FEATURES

Fees : Rs. 2000/-

Duration of Exam : 120 Minutes

Last date of registration : 15th October 2025

Mode of Exam : Remote Proctored Mode

Date of Exam : 8th November 2025 (Saturday)



Qualifying Criteria: An aggregate of 50% and minimum 40% marks in each paper.

Link for Online Registration for CSEET: https://smash.icsi.edu/Scripts/CSEET/Instructions_CSEET.aspx

WAY FORWARD

Company Secretary Executive Entrance Test (CSEET)

Executive Programme

Professional Programme

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COMPANY SECRETARIES EXAMINATIONS – DECEMBER, 2025

TIME – TABLE

EXAMINATION TIMING: 02:00 PM to 5:15* PM

Date & Day	Executive Programme (Syllabus – 2022)	Professional Programme (Syllabus – 2022)
22.12.2025 Monday	Jurisprudence, Interpretation and General Laws (Group-1)	Environmental, Social and Governance (ESG) – Principles and Practice (Group-1)
23.12.2025 Tuesday	Capital Market and Securities Laws (Group-2)	Strategic Management and Corporate Finance (Group-2)
24.12.2025 Wednesday	Company Law and Practice (Group-1)	Drafting, Pleadings and Appearances (Group-1)
25.12.2025 Thursday	NO EXAMINATION	NO EXAMINATION
26.12.2025 Friday	Economic, Commercial and Intellectual Property Laws (Group-2)	Corporate Restructuring, Valuation and Insolvency (Group-2)
27.12.2025 Saturday	Setting Up of Business, Industrial and Labour Laws (Group-1)	Compliance Management, Audit and Due Diligence (Group-1)
28.12.2025 Sunday	Tax Laws and Practice (Group-2)	Elective 2 (one out of below 5 subjects) [Open Book Exam.] (Group-2)
		(i) Arbitration, Mediation and Conciliation
		(ii) Goods and Services Tax (GST) and Corporate Tax Planning
		(iii) Labour Laws and Practice
		(iv) Banking and Insurance – Laws and Practice
29.12.2025 Monday	Corporate Accounting and Financial Management (Group-1)	(v) Insolvency and Bankruptcy – Law and Practice
		Elective 1 (one out of below 5 subjects) [Open Book Exam.] (Group-1)
		(i) CSR and Social Governance
		(ii) Internal and Forensic Audit
		(iii) Intellectual Property Rights – Law and Practice
		(iv) Artificial Intelligence, Data Analytics and Cyber Security – Laws and Practice
		(v) Advanced Direct Tax Laws and Practice

*15 minutes Extra-Time for reading the Question Paper has been granted to the Examinees from 02:00 PM to 2:15 PM.

Note: The Institute reserves 30th December, 2025, 31st December, 2025, 01st January, 2026 and 02nd January, 2026 to meet any exigency.





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Motto

सत्यं वद। धर्मं चर। इष्टं कुरु। प्रयत्नेः ब्रह्मैव तेन गन्तव्यं।

Mission

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LICENTIATE-ICSI ENROLLMENT



The Institute of Company Secretaries of India enrolls its students as a Licentiate of ICSI in accordance with Regulation 29 of the Company Secretaries Regulations, 1982.

ELIGIBILITY

A student who has:

- I. A person who has completed the Final examination or Professional Programme examination of the Institute may, within six months from the date of declaration of results in which he has passed the Final examination or Professional Programme examination can apply for enrolment as a licentiate.
- II. An Online application for enrolment as a Licentiate is to be made along with annual subscription of Rs. 1180/- (Rs. 1000/- Licentiate subscription + Rs. 180/- towards GST @18%)

VALIDITY OF CERTIFICATE

- I. A licentiate shall not ordinarily be allowed to renew his enrolment for more than five years after passing the Final examination or Professional Programme examination.
- II. The annual subscription of a licentiate shall become due and payable on the first date of April every year.
- III. Non-payment of annual subscription on or before the thirtieth of June of a year shall disentitle the person to use the descriptive letters 'Licentiate ICSI' from 1st July of that year, until his annual subscription for the year is received by the Institute. The name of the person so disentitled shall be published in the Journal.

BENEFITS

Recognition as
'Licentiate ICSI'
or entitled
to use the
descriptive letters
Licentiate ICSI

Subscription
of Chartered
Secretary
Journal

Participate in the
activities of the Institute,
its Regional Council or
Chapter as the case may
be, subject to such
conditions as may be
imposed by the Council,
Regional Council or
Chapter, as the
case may be

Entitled to use
Library facilities of
the Institute,
Regional Council
or Chapter

Procedure to apply is available at <http://stimulate.icsi.edu/>

For queries, please write to member@icsi.edu or contact on phone number 0120-4522000

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ICSI SECRETARIAL EXECUTIVE CERTIFICATE

The ICSI Secretarial Executive Certificate is a unique initiative of the Institute of Company Secretaries of India (ICSI) for the CS Students to create a pool of semi qualified professionals.



ELIGIBILITY

A student who has:-

- passed the Executive Programme;
- completed EDP or any other equivalent programme;
- completed Practical Training as prescribed or exempted therefrom; and
- made an application along with such fee as applicable.

VALIDITY OF CERTIFICATE

- One calendar year from the date of issue
- Renewable on completion of 4 PDP Hours and payment of annual renewal fee of Rs.1000/-.
- The certificate will be renewed for a maximum period of two years only.

BENEFITS

- Entitled to use the description "ICSI Secretarial Executive"
- Seek employment with Practising Company Secretaries
- Serve the nation while preparing to become a full-fledged professional
- Gain relevant experience with India Inc.
- Eligible to receive the coveted ICSI Journal 'Chartered Secretary'.

Procedure to apply is available at <https://tinyurl.com/bdd7mmtu>

For queries, please write to member@icsi.edu or contact on Phone No.: 0120-4522000

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Motto

सत्यं वद। धर्मं चर।

इष्टवर्क तेह त्रुथे. ववेवेह रेपु तेह वर.

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