



Vision

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

Motto

सत्यं वद। धर्मं चर। इष्टं कुरु। तदा ते कुरुते। इष्टं ते कुरुते।

Mission

"To develop high calibre professionals facilitating good corporate governance"

Info Capsule

Thursday, December 04, 2025

President

CS Dhananjay Shukla

Vice President

CS Pawan G Chandak

❖ Advisory to Ensure Timely Completion of Annual Filings for FY 2024-25 – Last Date Approaching

As you are aware, the Ministry of Corporate Affairs (MCA), through its General Circular No. 06/2025 dated October 17, 2025, has extended the due date for filing financial statements and annual returns for the financial year 2024-25 to December 31, 2025.

It has been observed and indicated by MCA that the number of filings completed so far is significantly lower compared to the previous year. It is therefore advised to complete annual filings without waiting for the extended deadline, as last-minute submissions often lead to portal congestion and technical issues, which may result in non-compliance of law provisions.

We therefore request members to complete annual filings for all associated companies in timely manner.

❖ Reserve Bank of India

Liberalised Remittance Scheme (LRS)-Submission of 'LRS Daily Return' by Authorised Dealers- Category -II banks/ entities and Full- Fledged Money Changers (December 04, 2025)

Attention of Authorised Persons is invited to A. P. (DIR Series) Circular No. 16 dated September 06, 2024, in terms of which, Authorised Dealer (AD) Category-I banks are required to submit 'LRS daily return' (return code in CIMS:R010) on Centralised Information Management System (CIMS) (URL: <https://cims.rbi.org.in>), on the next working day. Further, the AD - Category-I banks are also required to include the details of LRS transactions undertaken by AD- Category-II banks / entities and FFMCS attached to them / maintaining an account with them, in their 'LRS daily return'.

It has now been decided to introduce the submission of 'LRS daily return' by AD Category-II banks / entities and FFMCS also, by providing them access to CIMS. With this, AD Category-II banks/ entities and FFMCS shall be able to check the cumulative amount remitted by a resident individual (PAN-wise) under LRS during the current financial year, before facilitating their next requested LRS transaction.

Accordingly, all AD Category-II banks / entities and FFMCS are advised to submit the 'LRS daily return' (including 'nil' report, if applicable) with effect from January 01, 2026. Consequently, AD Category-II banks/ entities and FFMCS may discontinue submitting the LRS transactions through AD category-I banks.

All Authorised Persons, including the AD Category-II banks/ entities and FFMCS are advised to follow the instructions provided in the User Manual for submission of 'LRS daily return'- under 'Downloads' on CIMS portal. It is further advised that AD Category-II banks/entities and FFMCS, who have been newly on-boarded onto CIMS may approach the Foreign Exchange Department of the concerned Regional Office of the Reserve Bank of India for resolving any issues in this regard. The Master Direction – Reporting under Foreign Exchange Management Act, 1999 is being updated to reflect this change.

For details:

<https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=13172&Mode=0>

❖ **NITI Aayog**

Atal Innovation Mission partners with Hitachi MGRM Net to accelerate nationwide innovation through MStar™ Global AI Connect platform (December 04, 2025)

The Atal Innovation Mission (AIM), NITI Aayog, Government of India, and Hitachi MGRM Net Ltd. (HMN) have, on December 1, 2025, entered into a partnership through the signing of a SoI (Statement of Intent). The purpose of the strategic alignment between these two organizations is the development and use of a single Innovation Platform called, "MStar™ Global AI Connect", which will rely upon Artificial Intelligence (AI) and other innovative technologies to help build a culture of innovation and entrepreneurship throughout India.

The collaboration between AIM and Hitachi MGRM Net Ltd. will be instrumental in realization of the Hon'ble Prime Minister's vision for a "Viksit Bharat". It will enable building a federated, national-scale digital backbone that links together schools throughout rural, suburban, and urban areas within India to mentors, research institutions, incubators, accelerators, and industry players. The visionary goal of this initiative is to build out the school-to-startup pipeline, accelerate the lab-to-market translation of Indian innovations, and ensure that Indian innovations are exportable.

For details: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2198585®=3&lang=1>

❖ **Ministry of Panchayati Raj**

E-GRAM SWARAJ APP (December 02, 2025)

The Ministry of Panchayati Raj is implementing Revamped Centrally Sponsored Scheme of Rashtriya Gram Swaraj Abhiyan (RGSA) w.e.f. financial year 2022-23 with main objective of capacitating Panchayati Raj institutions (PRIs) through imparting training to the Elected Representatives (ERs), functionaries and other stakeholders to develop their governance capabilities for leadership roles to enable the Panchayats to function effectively, across all States/UTs including Union Territory of Dadra and Nagar Haveli.

The scheme provides support for establishment of institutional mechanism for the capacity building & training and to create Panchayat infrastructure like Gram Panchayat Bhawan, Computer and Co-location of Common Service Centres (CSCs) in Gram Panchayat Bhawan on limited scale.

The objective of the e-GramSwaraj application is to bring transparency, accountability, and efficiency in the functioning of Panchayati Raj Institutions (PRIs) by providing a unified digital platform for planning, budgeting, accounting, work management, and monitoring of activities undertaken by Gram Panchayats. The application aims to streamline Panchayat-level workflows and strengthen evidence-based decision-making.

For details: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2197541®=3&lang=1>

❖ Capital Market and Securities Laws

SEBI launches single window access for low risk foreign investors to boost market participation (December 03, 2025)

Markets regulator SEBI has introduced a new framework to make it easier for low risk foreign investors to participate in the Indian securities market. The move, aimed at simplifying compliance and enhancing the country's attractiveness as an investment destination, comes through the Single Window Automatic and Generalised Access for Trusted Foreign Investors (SWAGAT-FI). The SWAGAT-FI framework will provide easier investment access to low risk foreign investors, enable a unified registration process across multiple investment routes, and reduce repeated compliance and documentation requirements for such entities. SEBI has identified low risk foreign investors to include government-owned funds, central banks, sovereign wealth funds, multilateral entities, highly regulated public retail funds, and appropriately regulated insurance companies, as well as pension funds. SEBI introduced the SWAGAT-FI framework for both Foreign Portfolio Investors and Foreign Venture Capital Investors through two separate notifications dated December 01, 2025.

For details: <https://www.telegraphindia.com/business/sebi-launches-single-window-access-for-low-risk-foreign-investors-to-boost-market-participation/cid/2136045>

❖ ESG Update

Starbucks

Starbucks is taking action to reduce emissions across its operations and supply chains around the world with a focus on accelerating reductions in collaboration with a range of partners. Despite the challenges faced in reducing emissions at scale as its business grows, company remains committed to action and continuous improvement to support partners, farmers and communities. Company's Scope 1 and 2 greenhouse gas emissions represent about 6% of its total carbon footprint. In its operations, company continues to utilize power purchase agreements, renewable energy credits and other market-based mechanisms to maintain more than a decade of 100% renewable electricity use in its U.S. business. Company also maintained 100% renewable electricity use for its operations in Canada, the UK, the Netherlands, Switzerland, Austria, Italy and Japan. As RE100 members, company remains committed to its goal of 100% renewable electricity across all of its operations globally.

For details: <https://about.starbucks.com/uploads/2025/05/Starbucks-Fiscal-2024-Global-Impact-Report.pdf>

❖ Market Watch

Stock Market Indices as on 04.12.2025	
S & P BSE Sensex	85265.32 (+0.19%)
Nifty 50	26003.75(+0.18%)

Foreign Exchange Rates as on 04.12.2025 (https://m.rbi.org.in/scripts/ReferenceRateArchive.aspx)			
INR / 1 USD	INR / 1 EUR	INR / 1 GBP	INR/ 1 JPY
90.18	105.11	120.25	.58

❖ **Pronouncement**

April 08, 2025	Rakesh Kumar Verma vs HDFC Bank Ltd, HDFC Bank vs Deepti Bhatia 2025 SC	Civil Appeal No. 2282/2025 with Civil Appeal No. 2286/2025, Supreme Court of India
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The Supreme Court has held that Section 28 of the Contract Act does not bar exclusive jurisdiction clauses in employment contracts. What has been barred is the absolute restriction of any party from approaching a legal forum. The right to legal adjudication cannot be taken away from any party through contract but can be relegated to a set of Courts for the ease of the parties.

Section 28 of the Indian Contract Act, 1872 ordains:

Agreements in restraint of legal proceedings, void. — Every agreement,—

(a) by which any party thereto is restricted absolutely from enforcing his rights under or in respect of any contract, by the usual legal proceedings in the ordinary tribunals, or which limits the time within which he may thus enforce his rights; or.....

In the present case the bench was deciding two appeals related to two employees of the HDFC Bank Ltd. In both cases, the employment contracts conferred exclusive jurisdiction on the Courts in Mumbai. When the employees were terminated, they filed civil suits - one person filed in Delhi and the other in Patna. The Bank filed petitions to reject the plaint citing the exclusive jurisdiction clause. The Patna High Court held that the suit in Patna was barred. However, the Delhi High Court held that the suit in Delhi was maintainable. The appeals in the Supreme Court questioned the judgments of Patna and Delhi High Courts.

The Court explained that for an exclusive jurisdiction clause to be valid, it should be :

- in consonance with Section 28 of the Contract Act, i.e., it should not absolutely restrict any party from initiating legal proceedings pertaining to the contract,
- the Court must already have jurisdiction to entertain such a legal claim. This limb pertains to the fact that a contract cannot confer jurisdiction on a court that did not have such a jurisdiction in the first place. The explanation to Section 20 of the CPC is essential to decide this issue
- the parties must either impliedly or explicitly confer jurisdiction on a specific set of courts.

The court overruled the Delhi High Court judgement in Vishal Gupta v. L & T Finance 2009 by stating that “Law treats all contracts with equal respect and unless a contract is proved to suffer from any of the vitiating factors, the terms and conditions have to be enforced regardless of the relative strengths and weakness of the parties.”

The Hon’ble court further explained the reason why such clauses are inserted. This is so because the private sector employs individuals pan-India for providing services to reach people in the last mile. Therefore, it may not be possible for all employers in the private sector to contest suits at far-off places from the registered office.

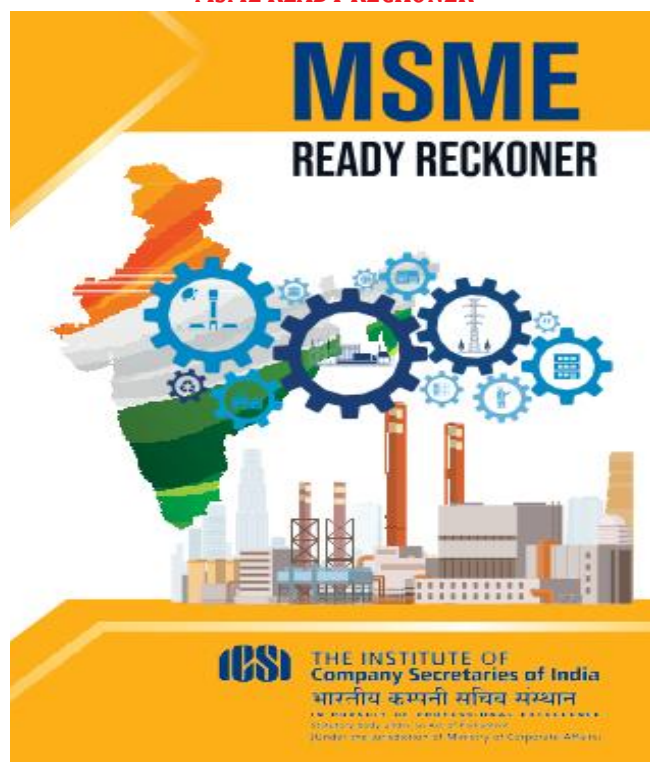
The Court explained its reasons for upholding the clauses in the present case as follows :

“First, Section 28 of the Contract Act does not bar exclusive jurisdiction clauses. What has been barred is the absolute restriction of any party from approaching a legal forum. The right to legal adjudication cannot be taken away from any party through contract but can be relegated to a set of Courts for the ease of the parties. In the present dispute, the clause does not take away the right of the employee to pursue a legal claim but only restricts the employee to pursue those claims before the courts in Mumbai alone.”

“Secondly, the Court must already have jurisdiction to entertain such a legal claim. This limb pertains to the fact that a contract cannot confer jurisdiction on a court that did not have such a jurisdiction in the first place. The explanation to Section 20 of the CPC is essential to decide this issue. In the instant case, considering that the decision to employ Rakesh and Deepti were taken in Mumbai, the appointment letter in favour of Rakesh was issued from Mumbai, the employment agreement was dispatched from Mumbai, the decision to terminate the services of Rakesh and Deepti were taken in Mumbai and the letters of termination were dispatched from Mumbai, we are convinced that the courts in Mumbai do have jurisdiction.”

The parties were allowed to file fresh suits in Mumbai.

For details: https://api.sci.gov.in/supremecourt/2022/14199/14199_2022_12_1501_60615_Judgement_08-Apr-2025.pdf

MSME READY RECKONER**About the Book**

MSMEs have served multifarious roles as regards the Indian Economy. If one is to look back in the pages of history the struggle for free freedom was fuelled by self-reliance brought in by the khadi village Gram Udyog. If the Charkha made the wheels turn of the Indian Destiny back then, foundation of the Indian economy powering both exports and social development even today.

Year of Publication: 2024

Price: Rs. 300/-



Weblink for Purchase:

<https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=315>

SS-1 - SECRETARIAL STANDARD ON MEETINGS OF THE BOARD OF DIRECTORS

About the Book

Section 118(10) of the Companies Act, 2013 requires every company to observe Secretarial Standards with respect to General and Board Meetings specified by the ICSI and approved as such by the Central Government.

Secretarial Standard on Meetings of the Board of Directors (SS-1) was made applicable from 1st July, 2015 and revised version thereof was made applicable from 1st October, 2017.

Considering the legal amendments on the subject, SS-1 has been revised further by the ICSI to bring it in alignment with the provisions of the Companies Act, 2013 and rules made thereunder.

Year of Publication: 2024

Price: Rs. 70/-



Weblink for Purchase:

<https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=313>

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