Monday, December 01, 2025

Info Capsule

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.

❖ *Views & Comments Sought by Regulators*

- **Consultation Paper on Master Circular for Broker Dealers and Clearing Members (November 29, 2025)**

IFSCA has uploaded a consultation paper on its website seeking comments/ suggestions from the public on the draft master circular for Broker Dealers and Clearing Members in IFSC.

A master circular, superseding all the circulars and guidelines of SEBI and IFSCA with respect to Broker Dealers and Clearing Members has been prepared and annexed to this consultation paper.

Comments and suggestions from the general public and stakeholders are invited on the draft master circular which may be submitted to IFSCA on or before December 20, 2025

For details: https://ifsca.gov.in/ReportPublication/Index?MId=F17ZwLe-JKI=

- **Consultation Paper on draft circular "Disclosure of registered name and registration number by SEBI regulated entities and their agents on Social Media Platforms" (November 28, 2025)**

SEBI has placed a Draft circular on "Disclosure of registered name and registration number by SEBI regulated entities and their agents on Social Media Platforms" for public comments or suggestions. It has been observed that fraudsters/unregistered persons have been perpetrating frauds in the securities market in various forms including by way of misleading/ manipulative social media content etc. In order to carry out effective monitoring of such contents and in the interest of promoting transparency, a need is felt to distinguish social media contents uploaded by persons regulated by SEBI on Social Media Platforms (SMPs) from the contents uploaded by other unregistered persons.

For details: https://www.sebi.gov.in/reports-and-statistics/reports/nov-2025/consultation-paper-on-draft-circular-disclosure-of-registered-name-and-registration-number-by-sebi-regulated-entities-and-their-agents-on-social-media-platforms-_98027.html

❖ *Capital Market and Securities Law*

- **Securities and Exchange Board of India (Informal Guidance) Scheme, 2025 (November 28, 2025)**

The Securities and Exchange Board of India (Informal Guidance) Scheme 2003 ('IG Scheme, 2003') was issued on June 24, 2003 to enable certain entities to obtain guidance from the Securities and Exchange Board of India ('Board') on the applicability of laws and regulations administered by it, in the form of 'No Action Letter' or 'Interpretive Letter'. The Board has approved the substitution of the existing IG Scheme, 2003 with the Securities and Exchange Board of India (Informal Guidance) Scheme, 2025. In view of the same, with effect from December 01, 2025, the processing of all informal guidance applications shall be governed by the Securities and Exchange Board of India (Informal Guidance) Scheme, 2025, which broadens the scope of the Scheme and enables stock exchanges, clearing corporations, depositories and Managers of Pooled Investment Vehicles registered with the Board, to seek guidance from the Board.

For details: https://www.sebi.gov.in/media-and-notifications/press-releases/nov-2025/securities-and-exchange-board-of-india-informal-guidance-scheme-2025_98009.html

- **Reclassification of Real Estate Investment Trusts (REITs) as equity related instruments for facilitating enhanced participation by Mutual Funds and Specialized Investment Funds (SIFs) (November 28, 2025)**

With a view to facilitate enhanced participation by Mutual Funds and Specialized Investment Funds (SIFs) in Real Estate Investment Trusts (REITs), it is prescribed that any investment made by Mutual Funds and SIFs in REITs shall be considered as investment in equity related instruments with effect from January 01, 2026. InvITs shall continue to be classified as hybrid instruments for the purpose of investments by Mutual Funds and SIFs. Further provided that existing investment in REITs held by debt schemes of Mutual Funds and investment strategies of SIFs as on December 31, 2025, shall be grandfathered. Any inclusion of REITs in the equity indices shall be carried out only after a period of six months i.e, July 1, 2026.

For details: https://www.sebi.gov.in/legal/circulars/nov-2025/reclassification-of-real-estate-investment-trusts-reits-as-equity-related-instruments-for-facilitating-enhanced-participation-by-mutual-funds-and-specialized-investment-funds-sifs-_98031.html

ESG UPDATE

Britannia Industries Limited

- Britannia received the SKOCH ESG Award for Water Stewardship in March 2025.
- Britannia Nutrition Foundation recognized with the Uttarakhand SDG Achievers' Award for its contributions to Zero Hunger.
- CDP 2024 awarded Britannia a B rating in Climate Change and Water Security.
- 17 factories of Britannia are certified with OHS Management System (ISO 45001:2018)
- 99% consumer satisfaction sustained over the past five years
- No environmental violations or penalties reported in FY 2024–25.
- 479 Tier I suppliers—representing 78% of procurement spend—were covered under ESG assessments in FY 2024–25.
- 97.7% of procurement expenditure in FY 2024–25 was directed towards sourcing within India

For details: https://media.britannia.co.in/Britannia_Sustainability_Report_2024_25_346fb76cfe.pdf

❖ *Pronouncement*

November 24, 2025	Naresh Bansal And Ors (Petitioners) Versus Adjudicating Authority And Anr (Respondents)	High Court of Delhi W.P.(C) 11361/2015, CM APPL. 29836/2015

"*Proceeds of Crime" Extends to Profits from Cricket Betting* even though it is not a Scheduled Offence *Under PMLA*

Brief Facts

The dispute between the parties arises out of the actions was initiated by the Directorate of Enforcement against the Petitioner in connection with large scale hawala transactions and illegal international cricket betting operations conducted through a U.K. based website "Betfair.com". Petitions was filed Petitioner challenging the proceedings initiated by the Directorate of Enforcement, the Respondent herein. In particular, the Petitioners assail the validity of issuance of the Provisional Attachment Order passed under Section 5(1) of the Prevention of Money Laundering Act, 2002 along with the Original Complaint filed under Section 5(5) of the PMLA and Show Cause Notice issued under Section 8 of the PMLA thereof.

Judgement

Hon'ble High Court referred to the case of *Directorate of Enforcement Vs. M/s Hi-Tech Merchantile India Pvt. Ltd. & Ors. & Ors. dated 17.10.2025*, wherein Delhi High has examined as to what constitutes property within the contours of PMLA. In substance, while dealing with the definition of property under Section 2(1)(v) of the PMLA, this Court emphasized that in a rapidly evolving world of commerce, the expression must be interpreted in a broad and expansive manner, including modern intangible assets such as digital rights, data and other incorporeal interest, all of which possess exchangeable value and form part of the wealth of an individual.

High Court in its decisions *in LPA 102/2023 titled Directorate of Enforcement v M/S Prakash Industries Ltd. dated 03.11.2025*, also dealt in detail with the definition of Section 2(1)(u) of the PMLA. In substance, this Court observed that Section 2(1)(u) of PMLA not only covers properties directly obtained from a scheduled offence but also includes any property derived indirectly therefrom. It was observed that the usage of phrase "directly or indirectly" reflects the wider scope of the provision, covering subsequent layers, transformations, or transactions meant to give illicit gains a semblance of legitimacy.

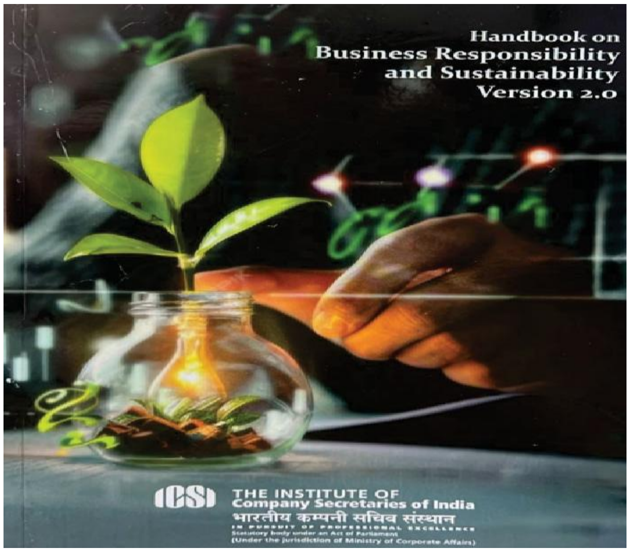
With respect to the application of Section 2(1)(u) of the PMLA, High Court noted that the scope of this provision is wide, encompassing not only immediate profits from a criminal act but also any advantage derived from the utilisation, transfer or subsequent exploitation of property obtained from a scheduled offence. It is also important to note that, even if a downstream activity, such as conducting betting, is not a scheduled offence, profits generated from such activity remain traceable to the original tainted property, especially when the said downstream activity is a final manifestation of a chain of criminality, intricately interwoven with multiple preceding criminal acts, any profit derived therefrom clearly constituting "proceeds of crime" within the contours of the PMLA.

In the present case, the act of the Petitioner to procure and distribute these IDs, without any KYC verification or lawful documentation amounts to forgery, cheating, identity fraud and criminal conspiracy, all of which constitute as a scheduled offence. Moreover, the conduct of the Petitioner was not merely incidental; rather, it was a deliberate act undertaken in furtherance of a larger criminal conspiracy aimed at facilitating the running of an illegal betting racket. Therefore, any benefit indirectly derived by the usage of Super Master Login IDs, would constitute proceeds of crime.

To put it succinctly, even if cricket betting is not a separate predicate offence, non-availability of the Super Master IDs, which was a culmination of a series of criminal activities related to a scheduled offence, would have made the Int'l Cricket Betting Racket non-functional. For instance, if a person acquires any immovable property through acts of forgery, cheating and criminal conspiracy and thereafter utilises such property for a downstream activity, such as conducting an unlicensed real-estate business which is not a scheduled offence, the proceeds generated from the latter activity nonetheless constitute "proceeds of crime" under Section 2(1)(u) of the PMLA. This is because the taint attached to the property at its very inception, originated from a criminal activity relatable to a scheduled offence, persists throughout its subsequent use. Pithily put, "Fruit of a poisoned tree".

For details: https://delhihighcourt.nic.in/app/showFileJudgment/75024112025CW113612015_181130.pdf

HANDBOOK ON BUSINESS RESPONSIBILITY AND SUSTAINABILITY VERSION 2.0



About the Book

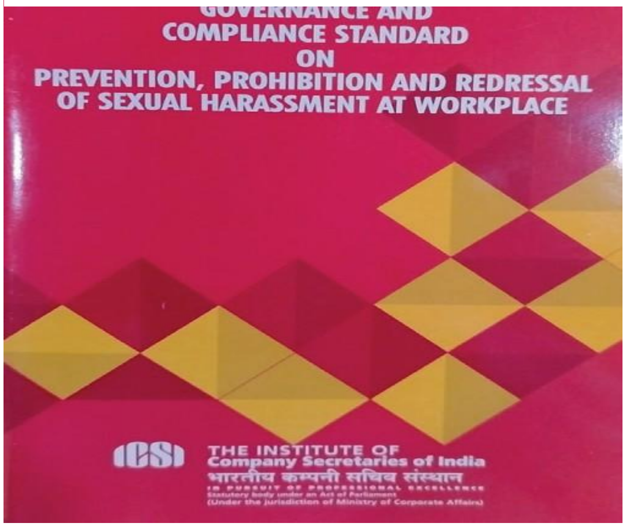
The ICSI launched the "Handbook on Business Responsibility and Sustainability" to promote the integration of ESG practices in business and recognize corporate sustainability efforts. With BRSR reporting becoming mandatory for FY 2022-23, the Institute published this guide in 2023 for corporations and professionals.

Building on this initiative, the ICSI has released the second edition, 'Handbook on Business Responsibility and Sustainability Version 2.0', reflecting best practices from companies participating in the second edition of the Awards.

Year of Publication: 2024
Price: Rs. 1000/-

For Subscription:
https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=345

GOVERNANCE AND COMPLIANCE STANDARD ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARRASSMENT AT WORKPLACE



About the Book

This Standard aims to enhance the implementation of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("PoSH Act"), by harmonizing workplace practices.

It provides standardized procedures for Internal Committee meetings, complaint and inquiry processes, and training/ capacity building programs for employees/ Internal Committee members. The Standard also offers guidance on drafting gender-neutral PoSH policy, promoting inclusivity.

Year of Publication: 2024
Price: Rs 90/-

For Subscription:
https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=346

Market Watch

Stock Market Indices as on 01.12.2025	
S & P BSE Sensex	85641.90 (-0.08%)
Nifty 50	26175.75 (-0.10%)

Foreign Exchange Rates as on 01.12.2025
(https://m.rbi.org.in//scripts/ReferenceRateArchive.aspx)

INR / 1 USD	INR / 1 EUR	INR / 1 GBP	INR/ 1 JPY
89.74	104.04	118.62	.57

Prepared by Directorate of Academics

For any suggestions, please write to academics@icsi.edu