



Vision

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

Motto

सत्यं वद। धर्मं चर। इष्टार्थं कुरु। तृणैः कुरुते ह्यु कुरुते इव।

Mission

"To develop high calibre professionals facilitating good corporate governance"

Info Capsule

Monday, May 06, 2024

President

CS B Narasimhan

Vice President

CS Dhananjay Shukla

❖ Capital Market and Securities Laws

SEBI gives approval to CARE Ratings' subsidiary to provide ESG ratings (May 03, 2024)

Capital markets regulator SEBI has given approval to CARE Ratings Ltd's subsidiary CARE ESG Ratings to provide environmental, social, and governance (ESG) ratings. Such ratings will enable the issuers to discern steps for the betterment of their sustainability performance. Having received the registration under the SEBI (Credit Rating Agencies) Regulations on May 2, 2024, CARE ESG Ratings Ltd. will commence its ESG rating activity, according to a statement issued by CareEdge Group on May 03, 2024, Friday.

Last month, SEBI gave clearance to ICRA's subsidiary Pragati Development Consulting Services Ltd. and Crisil's entity Crisil ESG Ratings & Analytics to offer ESG ratings. In 2023, SEBI amended its regulations pertaining to credit rating agencies, whereby ESG Rating Providers (ERPs) can be allowed to register with the regulator under the CRA (Credit Rating Agencies) norms.

For details: https://www.business-standard.com/companies/news/sebi-gives-approval-to-care-ratings-subsiary-to-provide-esg-ratings-124050300793_1.html

❖ ICSI News

ICSI- NISM Joint Certification on Corporate and Securities Markets Compliances (Integrated Program for CS Students)

The Institute has launched the Joint Certification Courses on Corporate and Securities Markets Compliances (CSMC) [Integrated Program for the CS Course] in collaboration with National Institute of Securities Markets (NISM), an educational institution founded by SEBI, for the students of ICSI. This course is an ideal platform for students who are passionate about corporate and securities market compliances, and aspire to gain in-depth knowledge and build a long-term career in these areas. The launch of this course in collaboration with NISM marks the beginning of a transformative educational experience that will equip the CS students with the skills, knowledge and align with the market demand and need of the India Inc. in a unique way. CSMC students are positioned to take up a wide range of roles and responsibilities of compliance professionals with the listed companies, market infrastructure institutions, and intermediaries.

For Prospectus and FAQs, please click on:
<https://www.icsi.edu/home/icsi-nism/>

❖ Business & Economy

India and Australia to work closely for collaborative projects, timely resolve market access issues, deepen people to people contacts, create institutional mechanism for sharing of preferential import data and work on innovative areas for result oriented successful completion of ongoing CECA negotiations (May 04, 2024)

Australia is an important trading partner of India in Oceania region with merchandise trade between India and Australia reaching around 24 billion USD in 2023-24, signaling significant potential for further growth. The Joint Committee Meeting serves as a vital platform for both nations to further strengthening trade ties and exploring new opportunities for bilateral economic cooperation in areas such as trade facilitation, investment promotion, as well as co-operation in other areas including support for technology.

For details: <https://pib.gov.in/PressReleasePage.aspx?PRID=2019643>

❖ **International Financial Services Centres Authority (IFSCA)**

• **Consultation Paper on proposed IFSCA (Listing) Regulations, 2024 (May 03, 2024)**

IFSCA has uploaded a consultation paper on its website seeking comments/views/suggestions from the public on the proposed International Financial Services Authority (Listing) Regulations, 2024.

The proposed Listing Regulations aim to facilitate raising of capital through the stock exchanges in the IFSC, taking into consideration the global standards specified by the International Organization of Securities Commissions ("IOSCO"), and benchmarking with the best practices followed in other jurisdictions. The proposed Listing Regulations aim to facilitate raising of capital through the stock exchanges in the IFSC, taking into consideration the global standards specified by the International Organization of Securities Commissions ("IOSCO"), and benchmarking with the best practices followed in other jurisdictions.

The comments/suggestions may be sent through e-mail at arjun.pd@ifsc.gov.in latest by May 25, 2024 in the prescribed format.

For details: <https://ifsc.gov.in/ReportPublication?MIId=D8n-IpOXAL0=>

• **FPIs domiciled at GIFT City allowed to issue P-notes to investors**

Foreign portfolio investors (FPIs) domiciled at the GIFT International Financial Services Centre (IFSC) and registered with the Securities and Exchange Board of India (Sebi) have been allowed to issue offshore derivative instruments (ODIs), popularly known as participatory notes (pnotes). At present, the International Financial Services Centre Authority (IFSCA), the unified regulator for GIFT City, allows banking units to issue pnotes.

For details: https://www.business-standard.com/markets/news/gift-city-foreign-portfolio-investors-allowed-to-issue-participatory-notes-124050301109_1.html

• **REC gets RBI nod to set up subsidiary in GIFT City, Gujarat (May 05, 2024)**

REC Limited, a Maharatna Central Public Sector Enterprise under the Ministry of Power and a leading NBFC, has received a 'No Objection Certificate' (dated May 3, 2024) from the Reserve Bank of India, for setting up a wholly owned subsidiary in International Financial Services Centre (IFSC), Gujarat International Finance Tec-City ("GIFT"), Gandhinagar, Gujarat.

The decision to expand operations into GIFT, a burgeoning hub for financial services in India, comes as REC continues to diversify its portfolio and explore new avenues for growth. The proposed subsidiary will engage in a range of financial activities as a finance company within GIFT, including lending, investment, and other financial services

For details: <https://pib.gov.in/PressReleasePage.aspx?PRID=2019675>



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

Vision
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Motto
सत्यं वद। धर्मं चर। speak the truth; abide by the law

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List of ICSI Latest Publication 2023 Onwards



1. Company Law Exploring Procedural Dimensions VOL I / II / III-December 2023 (A comprehensive and practical oriented publication (in three volumes) covers step by step procedural aspects of company law, specimens of resolutions, applications/petitions to ROC/RD/NCLT information/approvals required, reference to relevant e-forms for filing and so on.)
2. Charter of Audit Committee - January 2023
3. Corporate Governance from Compliance to Excellence (Handbook on Best Practices) Version 2.0 - March 2023
4. FAQs on SEBI (Real Estate Investment Trusts) Regulations, 2014 - March 2023
5. FAQs on SEBI (Infrastructure Investment Trusts) Regulations, 2014 - March 2023
6. Handbook on IFSCA - April 2023
7. Handbook on Business Responsibility and Sustainability- May 2023
8. FAQs on Section 8 Companies 2nd Edition-June 2023
9. Ready Reckoner for Private Companies (Revised Edition)-June 2023
10. One Person Company - A Referencer - July 2023
11. Chartered Secretary Collector's Series (First Edition) - September 2023
12. Handbook on Producer Companies - November 2023
13. NBFC - A Quick Referencer - November 2023
14. CHARTERED SECRETARY COLLECTOR'S SERIES (Second Edition) - November 2023
15. ICSI (Management and Development of Company Secretaries in Practice) Guidelines, 2023 - November 2023
16. Charter of Board of Directors - January 2024
17. Charter of Nomination and Remuneration Committee - January 2024
18. Guidance Note on Annual Secretarial Compliance Report (Revised Edition) - January 2024
19. SS-1 (Secretarial Standard on Meeting of the Board of Directors)-February 2024
20. SS-2 (Secretarial Standard on General Meetings) - February 2024
21. Compilation of SEBI (LODR) Informal Guidance
22. Compilation of Informal Guidance by SEBI

Weblink for Purchase: <https://www.icsi.edu/home/icsipublications/>

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❖ **Pronouncement**

April 25, 2024	Global Credit Capital Limited & Anr (Appellants) vs. Sach Marketing Pvt. Ltd. & Anr(Respondents)	Supreme Court of India Civil Appeal No. 1143 of 2022 with Civil Appeal Nos. 6991-6994 OF 2022
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Financial Debt & Operational Debt under IBC

Hon'ble Apex Court in the above case while summarize its legal conclusions inter alia observed that:

- There cannot be a debt within the meaning of subsection (11) of section 5 of the IB Code unless there is a claim within the meaning of sub-section (6) of section 5 of thereof;
- The test to determine whether a debt is a financial debt within the meaning of sub-section (8) of section 5 is the existence of a debt along with interest, if any, which is disbursed against the consideration for the time value of money. The cases covered by categories (a) to (i) of sub-section (8) must satisfy the said test laid down by the earlier part of sub-section (8) of section 5;
- While deciding the issue of whether a debt is a financial debt or an operational debt arising out of a transaction covered by an agreement or arrangement in writing, it is necessary to ascertain what is the real nature of the transaction reflected in the writing; and
- Where one party owes a debt to another and when the creditor is claiming under a written agreement/ arrangement providing for rendering 'service', the debt is an operational debt only if the claim subject matter of the debt has some connection or correlation with the 'service' subject matter of the transaction.

For details: <https://ibbi.gov.in/uploads/order/bbe1b129b0c5671d4f26635a22f06f35.pdf>

Market Watch

Stock Market Indices as on 06.05.2024	
S & P BSE Sensex	73895.54 (+17.39)
Nifty 50	22442.70 (-33.15)

Foreign Exchange Rates as on 06.05.2024 (https://m.rbi.org.in/scripts/ReferenceRateArchive.aspx)			
INR / 1 USD	INR / 1 EUR	INR / 1 GBP	INR / 1 JPY
83.47	89.83	104.78	.5428

Prepared by Directorate of Academics

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

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