



Vision

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

Motto

सत्यं वद। धर्मं चर। इष्टार्थे क्लेशं त्यजेत्। क्लेशं त्यजेत् इष्टं वद।

Mission

"To develop high calibre professionals facilitating good corporate governance"

Friday, September 12, 2025

Info Capsule

President

CS Dhananjay Shukla

Vice President

CS Pawan G Chandak

❖ International Financial Services Centre Authority

Market Access through Authorized Persons on Bullion Exchange (September 11, 2025)

IFSCA vide circular dated 14th October 2020 and 29th April 2022 permitted the stock brokers/broker dealers of the stock exchanges in IFSC to provide market access to investors through Authorized Persons based in India as well as in foreign jurisdictions, and has also provided therein the regulatory framework for the same.

IFSCA vide this circular decided to extend, mutatis mutandis, the applicability of the abovementioned Market Access Circulars to the Bullion Exchange and Bullion Trading Members, with an objective to expand the depth and reach of the bullion market in IFSC.

For details:

<https://ifsca.gov.in/Legal/Index?MId=NuW2jxBhQeo=>

❖ Ministry of Corporate Affairs

MCA Widens the scope of fast track mergers under the Companies Act, 2013 (September 11, 2025)

The Companies Act, 2013 regulates the incorporation, responsibilities, governance, and dissolution of companies in the country. Section 233 of the Companies Act, 2013 provides for merger or amalgamation of certain companies (Fast Track Merger) through approval of Central Government [Delegated to Regional Directors]. Section 233(1) of the Companies Act, 2013 allows mergers/demergers between (i) two or more small companies and (ii) holding company and its wholly owned subsidiary. Section 233 empowers Central Government (MCA) to prescribe, by way of rules, additional classes of companies who can avail such fast track process. In order to facilitate ease of doing business and allow small companies and start-up companies to avail such fast track procedure, amendment was made in the year 2021 in the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (CAA Rules) to extend the scope of fast track process for merger/demergers between (a) two or more start-up companies and (b) one or more start-up company with one or more small company. Subsequently through amendment made in CAA Rules in September, 2024, merger of a transferor foreign company incorporated outside India being a holding company with the transferee Indian company being its wholly owned subsidiary company incorporated in India (reverse flipping) has also been allowed through fast track merger procedure.

For details:

<https://www.pib.gov.in/PressReleasePage.aspx?PRID=2165660>

❖ Ministry of Commerce

Trade pact with EU to provide huge opportunities for Indian auto industry (September 11, 2025)

The proposed trade pact with the European Union (EU) will provide huge opportunities for the domestic auto industry to boost exports and forge new partnerships with leading automobile giants from the 27-nation bloc, a senior government official. Special Secretary in the Department of Commerce Rajesh Agrawal said India is currently negotiating its biggest free trade agreement (FTA) with the European Union, and it is important particularly for the Indian automobile sector, as the auto sector is one of the bloc's key strengths.

For Details: <https://www.ptinews.com/story/business/trade-pact-with-eu-to-provide-huge-opportunities-for-indian-auto-industry-agrawal/2906503>

❖ **ESG Update****Lenovo Group Limited**

Lenovo's renewable energy installations help reduce Scope 2 emissions at its facilities. Lenovo has 34.5 MW of solar electric installations that are currently operational.

- Lenovo supports phasing out brominated flame retardants (BFRs) and polyvinyl chloride (PVC) and is committed to driving its supply chain toward this goal. Lenovo continues to focus on eliminating halogens from its top-selling products and across as many commodities as possible and has made progress including the following achievements:
 - Phasing out completely the use of BFR/ chlorinated flame retardants (CFR)/PVC in all mechanical plastic parts (such as external covers, housings, etc.) across all its products.
 - All ThinkPad notebooks including printed circuit boards (PCBs) meet the iNEMI definition of low halogen except for cables and wires, and AC adapters.
- Lenovo has set and follows comprehensive packaging specifications that set minimum environmental standards for its packaging. In addition, as per Lenovo's Supplier Code of Conduct, suppliers are required to comply with these environmental specifications.
- Community engagements have inspired features, such as the ThinkPad X1 Carbon Gen 12 keyboard with additional tactile markings to increase accessibility for blind and visually impaired (VI) users, and the TTS Dongle for ThinkVision P25i-30, one of the first monitor add-ons that talks back to blind and VI users.

For details:

<https://investor.lenovo.com/en/sustainability/reports/FY2025-lenovo-sustainability-report.pdf>

❖ **Ministry of New and Renewable Energy****Union Minister Pralhad Joshi inaugurates 1st Green Hydrogen R&D Conference; launches ₹100 crore Call for Proposals for Start-ups (September 11, 2025)**

Union Minister of New and Renewable Energy, Shri Pralhad Joshi on 11th September, 2025 inaugurated the 1st Annual Green Hydrogen R&D Conference organised by Ministry of New and Renewable Energy in New Delhi and launched a new ₹100 crore Call for Proposals to support start-ups in hydrogen innovation. The scheme will provide up to ₹5 crore per project for pilot projects in innovative hydrogen production, storage, transport and utilisation technologies. At the conference, 25 start-ups are showcasing their innovations, ranging from electrolyser manufacturing to AI-driven optimisation and biological hydrogen solutions.

For details: <https://www.pib.gov.in/PressReleasePage.aspx?PRID=2165811>

❖ **Business and economy****Government repeals 1,600 obsolete laws in 11 years (September 11, 2025)**

Union Minister Dr. Jitendra Singh said that the government is laying greater emphasis on reforms and, over the last 11 years, around 1,600 obsolete laws have been repealed. Dr. Singh said that the government has a forward-looking vision and is promoting good practices. He added that by 2047, efforts are being made to transform the country into a developed nation through sector-specific reforms. Dr. Singh was addressing the inaugural session of a two-day National Conference on Holistic Development of Districts. He said that the government launched Mission Karmayogi to bring improvement in working style and performance. Dr. Singh explained that the mission is aimed at moving beyond the traditional rule-book-bound approach, encouraging a mindset of working with innovation and intent. Union Minister of State in the Ministry of Personnel Grievances and Pensions, Dr. Singh, said every district has potential, and they can learn from each other with good practices. Dr. Singh said the Aspirational District programme has explored the innovative potential of officers and paved the way for the development of these districts.

For details: <https://www.newsonair.gov.in/government-repeals-1600-obsolete-laws-in-11-years-dr-jitendra-singh/>

❖ **Pronouncement**

August 28, 2025	Nita Puri (Petitioner) Versus Union of India (Respondent)	Delhi High Court W.P.(C) 261/2025, CM APPLs. 1249/2025 & 5825/2025
------------------------	--	---

Directing Investigation by the SFIO under Section 212(1)(c) of the Companies Act, 2013 is not a Routine Administrative Measure. It is in the nature of an extremely Serious Statutory Action

Brief Facts

The present petition has been filed by the Petitioner, an ex/suspended director of Moser Baer India Ltd. (hereinafter “MBIL”), assailing the order dated 05.09.2024 issued by the Ministry of Corporate Affairs, Government of India, under Section 212(1)(c) of the Companies Act, 2013, directing the Serious Fraud Investigation Office (“SFIO”) to conduct an investigation into the affairs of MBIL, and its “subsidiaries including joint venture and associate companies as on date”. In 2017, MBIL was admitted into insolvency proceedings before the NCLT. Subsequently, the Interim Resolution Professional (“IRP”), acting at the instance of the Committee of Creditors (“CoC”), commissioned a Forensic/Special Purpose Audit of MBIL, covering the financial years 2015–2016, 2016–2017 and 2017–2018 (up to the insolvency commencement date, i.e., 14.11.2017). The said Forensic/Special Purpose Audit, conducted to ascertain instances of financial irregularities, including diversion of funds, siphoning of assets, or fraudulent transactions. Thereafter, on the Identification Committee of Bank of Baroda (BOB) declared ex-directors of MBIL, ‘Wilful Defaulters’. An appeal (LPA No. 396/2024), filed against the BOB judgment was dismissed by the Division Bench vide order dated 08.08.2024. The grievance of the Petitioner is that despite the aforementioned judicial findings, including the binding decision in BOB judgement, the impugned order dated 05.09.2024 has been issued by the Respondent.

Legal Provision***Section 212: Investigation into Affairs of Company by Serious Fraud Investigation Office***

(1) Without prejudice to the provisions of section 210, where the Central Government is of the opinion, that it is necessary to investigate into the affairs of a company by the Serious Fraud Investigation Office—

(a) on receipt of a report of the Registrar or inspector under section 208;

(b) on intimation of a special resolution passed by a company that its affairs are required to be investigated;

(c) in the public interest; or

(d) on request from any Department of the Central Government or a State Government, the Central Government may, by order, assign the investigation into the affairs of the said company to the Serious Fraud Investigation Office and its Director, may designate such number of inspectors, as he may consider necessary for the purpose of such investigation.

Judgement

Hon’ble High Court inter alia observed that an order under Section 212(1)(c) of the Companies Act, 2013 directing investigation by the SFIO is not a routine administrative measure. It is in the nature of an extremely serious statutory action having grave consequences and repercussions for the subject entities and individuals. It is therefore, imperative that such an order must be issued only after due application of mind, after examining all relevant circumstances.

The existence of “relevant circumstances” is sine qua non as for the purpose of formation of opinion under Section 212(1)(c) of the Act, 2013. As held by the Supreme Court in *Barium Chemicals Limited and Anr. vs. Company Law Board and Ors.*, AIR 1967 SC 295, *Rohtas Industries vs. SD Aggarwal and Ors.*, 1969 1 SCC 325 and *Rampur Distillery vs. Company Law Board and Anr.*, 1969 2 SCC 774, and reiterated by the Bombay High Court in *Parmeshwar Das Agarwal & Ors. vs. The Additional Director (Investigation) Serious Fraud Investigation Office & Ors.* 2016 SCC OnLine BOM 9276, the existence of the relevant circumstances has to be “demonstrable”. Exercise of power under Section 212(1)(c) in a casual or perfunctory manner, seriously undermines the statutory provision itself and the safeguards implicit thereunder. The use of boilerplate language and/or extrapolations from third party documents, without consideration of all the “relevant circumstances”, reflects a disregard for procedural propriety. It can hardly be emphasized enough that the power under Section 212(1)(c) must be exercised with circumspection and deliberation. In the present case, the impugned order under Section 212(1)(c) appears to have been issued in a rather casual manner, unmindful of the statutory prerequisites therefor

In the circumstances, the impugned order dated 05.09.2024 (and all consequential proceedings pursuant thereto), is hereby quashed.

For Details: https://delhihighcourt.nic.in/app/showFileJudgment/58728082025CW2612025_185146.pdf

Guidance Note on the Report of the Board of Directors

GUIDANCE NOTE ON REPORT OF THE BOARD OF DIRECTORS



About the Book

To promote uniformity in disclosures within the Board's Report, the ICSI has issued the "**Secretarial Standard on Report of the Board of Directors**" (SS-4) for recommended observance.

The accompanying **Guidance Note on the Report of the Board of Directors** provides explanations, procedures, and practical aspects related to the provisions in SS-4, facilitating compliance for stakeholders.

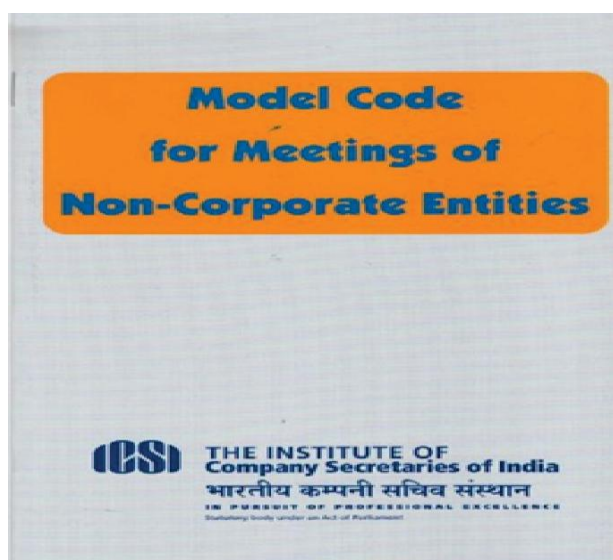
Year of Publication: 2019

Price: Rs. 200 /-

Weblink for Purchase:

<https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=185>

MODEL CODE FOR MEETINGS OF NON-CORPORATE ENTITIES



About the Book

Non-corporate entities can be established as societies, trusts, clubs, welfare associations, civic bodies, and more. The legal principles and procedures governing these entities are defined by the relevant laws or their respective bye-laws.

In addition to the applicable legal requirements, this Model Code offers essential governance practices for convening and conducting meetings of the Governing Council or Management Committee, aiming to harmonize the diverse practices currently in use.

Year of Publication: 2019

Price: Rs. 50/-

Weblink for Purchase:

<https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=182>

❖ Market Watch

Stock Market Indices as on 12.09.2025	
S & P BSE Sensex	81904.70(+0.44%)
Nifty 50	25114.00(+0.43%)

Foreign Exchange Rates as on 12.09.2025 (https://m.rbi.org.in/scripts/ReferenceRateArchive.aspx)			
INR / 1 USD	INR / 1 EUR	INR / 1 GBP	INR / 1 JPY
88.28	103.59	119.65	.59

Prepared by Directorate of Academics

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

Disclaimer: Although due care and diligence have been taken in preparation and uploading this info capsule, the Institute shall not be responsible for any loss or damage, resulting from any action taken on the basis of the contents of this info capsule. Anyone wishing to act on the basis of the material contained herein should do so after cross checking with the original source.