



Vision

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

Motto

सत्यं वद। धर्मं चर। इत्येकं तेन जगत्, पुराणैः लेखितं गृह्यते

Mission

"To develop high calibre professionals facilitating good corporate governance"

Wednesday, June 17, 2026

Info Capsule

President

CS Pawan G Chandak

Vice President

CS Dwarakanath C

❖ *Capital Market and Securities Laws*

Guidelines for winding up of AIFs with respect to retention of proceeds and 'Inoperative Fund' status (June 16, 2026)

SEBI (Alternative Investment Funds) Regulations, 2012 ("AIF Regulations") have been amended and notified on April 18, 2026 to provide certain flexibility to AIFs with respect to winding up of their schemes and surrender of registration. SEBI, vide this circular, has specified the conditions and modalities with respect to retention of proceeds beyond permissible fund life, tagging as 'Inoperative Fund' and surrender of registration. The aforesaid facility of retention of proceeds beyond permissible fund life and availing Inoperative Fund status shall also be applicable to Venture Capital Funds registered under erstwhile SEBI (Venture Capital Funds) Regulations, 1996.

For details:

https://www.sebi.gov.in/legal/circulars/jun-2026/guidelines-for-winding-up-of-aifs-with-respect-to-retention-of-proceeds-and-inoperative-fund-status_102171.html

❖ *Ministry Of Environment, Forest, And Climate Change*

India and Japan Adopt Rules of Implementation for Joint Crediting Mechanism Under Article 6.2 of Paris Agreement (June 16, 2026)

The Government of the Republic of India and the Government of Japan have adopted the 'Rule of Implementation' of the Joint Crediting Mechanism on 08.06.2026, under Article 6.2 of the Paris Agreement of the United Nations Framework Convention on Climate Change (UNFCCC). Last year, India and Japan signed the Memorandum of Cooperation (MoC) for the Joint Crediting Mechanism (JCM). The MoC established a framework for collaboration on mitigation activities that deliver greenhouse gas emission reductions or removals while supporting sustainable development outcomes in India and contributing to the achievement of the Nationally Determined Contributions (NDCs) of both countries. The Rule of Implementation defines robust governance arrangements, including a Joint Committee with representatives from both Governments, transparent project approval procedures, third-party validation and verification, sustainable development safeguards and national registries to track the issuance and transfer of credits.

For details:

<https://www.pib.gov.in/PressReleasePage.aspx?PRID=2273527®=48&lang=1>

❖ *ESG Update*

Mitsubishi Motors Corporation, Sustainability approach

Over 140 countries have committed to carbon neutrality by 2050. Under the 28th Conference of the Parties (COP28), greenhouse gas emissions must fall 43% by 2030 and 60% by 2035 against 2019 levels. Governments are tightening carbon dioxide, fuel efficiency, Zero Emission Vehicle, and Life Cycle Assessment regulations, phasing out internal combustion engines, and introducing emissions trading systems. Toward carbon neutrality by 2050, with three key targets:

- **New vehicle carbon dioxide emissions** (Tank-to-Wheel): -40% vs. Financial Year 2010
- **Electrified vehicle sales** (Battery Electric, Plug-in Hybrid, and Hybrid Electric Vehicles): 50% by Financial Year 2035, reaching 100% thereafter
- **Carbon dioxide from business operations** (direct and indirect emissions): -50% vs. Financial Year 2018

For Details:

<https://www.mitsubishi-motors.com/en/sustainability/esg/report/pdf/report-2025/sustainability2025.pdf>

❖ ***Insolvency and Bankruptcy Board of India***

IBBI Guidelines for Conducting Valuation under the IBC (June 15, 2026)

Valuation reports prepared under the Insolvency and Bankruptcy Code, 2016 (Code) are critical element to insolvency framework and the reliability, credibility and adequacy of valuation reports are fundamental to achieving the objective of value maximisation under the Code. Various provisions of IBBI Regulations under the Code provides that a registered valuer shall prepare the valuation report and maintain such documentation as per the format notified by the Board through circular. Accordingly, the IBBI vide circular dated 15th June, 2026 specifies the Guidelines for conducting valuation under the IBC.

- Part-I of the Guidelines sets out the general requirements regarding documentation to be maintained by the registered valuer; the minimum content of the valuation report; key parameters to be considered while valuing receivables; and duties of registered valuers towards designated coordinating valuer.
- Part II of the Guidelines contains the asset-specific formats for the valuation report;
- Part III provides the guidelines for coordinating valuer for determination of fair value of the corporate debtor under the IBC.

Every registered valuer appointed under the Code and the regulations made thereunder is required to prepare valuation reports and maintain documentation in accordance with these Guidelines.

For details: <https://ibbi.gov.in/uploads/whatsnew/9d426e3d5c806a7a8f763103960345ea.pdf>

❖ ***Competition Commission of India***

- **CCI approves the proposed combination involving acquisition of PGIM India Asset Management Pvt. Ltd. and PGIM India Trustees Pvt. Ltd. by TVS Emerald Ltd. and TVS Venu Management and Consultancy Services Pvt. Ltd. (June 16, 2026)**

The Proposed Combination envisages to acquire 100% of the issued, subscribed and paid-up share capital of the PGIM India Asset Management Private Limited and PGIM India Trustees Private Limited ("Target entities") by TVS Emerald Limited and TVS Venu Management and Consultancy Services Private Limited. TVS Emerald Limited (including through its subsidiaries) is engaged in the real estate development business in India. TVS Emerald does not have any business activities outside India. TVS Venu Management and Consultancy Services Private Limited does not currently have any business activities. The Target entities are engaged in the wealth management business including in the business of (i) mutual funds, (ii) portfolio management services, (iii) alternative investment funds and (iv) investment advisory services.

For Details: <https://www.cci.gov.in/media-gallery/press-release/details/665/0>

- **CCI approves subscription of certain equity shareholding by Kedaara Pearl Holding and Kedaara Capital Fund IV AIF in Axis Finance Limited (June 16, 2026)**

The proposed combination relates to a subscription of certain equity shareholding by Kedaara Pearl Holding and Kedaara Capital Fund IV AIF (collectively, the 'Acquirers') in Axis Finance Limited (Target). The Acquirers are investment vehicles which belong to the Kedaara Group. The Target is engaged in the provision of a range of financial services, including wholesale lending, MSME financing, retail loans to individuals and businesses across India, and the distribution of insurance products.

For Details: <https://www.cci.gov.in/media-gallery/press-release/details/664/0>

❖ **Pronouncement**

June 01, 2026	Purushothaman Thitta (Petitioner(s)/2nd Respondent) Versus Pothan Rajan (Respondent(s)/Claim Petitioner and 1st Respondent)	High Court of Kerala at Ernakulam OP(C) NO. 2308 OF 2025 2026: KER:37218
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Deputes pertaining to Restructuring of the Companies, change of Managing Director, Division of Assets of the Companies, and the Sale of Assests to the third parties cannot be decided through Arbitration, which falls under the exclusive jurisdiction of the NCLT

Brief Facts

The dispute arose from a Memorandum of Understanding (MOU) between two brothers concerning division of assets and liabilities of three companies, Pioneer Cars India Private Limited, Pioneer Motors (Kannur) Private Limited and Wayanad Vehicles Private Limited which are companies registered under the provisions of the Companies Act, 2013. The claimant had approached the arbitrator seeking division of assets, restructuring of companies and allocation of shares. The petitioner, a minority shareholder in one of the companies, challenged the arbitral jurisdiction, arguing that disputes relating to corporate restructuring, oppression of shareholders and management of companies could only be adjudicated by the NCLT under Sections 241 and 242 of the Companies Act, 2013.

Judgment

Hon'ble High Court inter alia observed that the reading of Section 242 of the Companies Act, 2013 shows, that the powers of the tribunal are extensive in nature. As stated earlier, the 1st respondent has basically claimed restructuring of the companies, change of Managing Director, division of assets of the companies, and the sale of assests to the third parties. The arbitrator on the other hand proceeded to hold that she has the power to entertain the claim and decide on the division of shares. It is at this point; the conflict of Jurisdiction arises especially since a specialized forum is created under the Companies Act, 2013. Unfortunately, the arbitrator could not properly comprehend the issue and erroneously rejected the objection. Therefore, when it is evident from records that, the claim before the Arbitrator touches upon functioning and restructuring of the companies, which falls under the exclusive jurisdiction of the National Company Law Tribunal under Section 241 read with Section 242 of the Companies Act, 2013, it is inevitable for this Court to hold that process of restructuring and re-division of the assets of the companies is statutory in nature and cannot be the subject matter of the personal contract.

Albeit, this Courts finds that the dispute before the arbitrator qua the companies is essentially an intracompany dispute. Pertinently, the companies are not signatories to the MOU, whereas it is between two brothers. Moreover, the presence of a specialized statutory forum like National Company Law Tribunal which is given exclusive power to adjudicate on the dispute touching upon the restructuring of the companies and the rights of a minority shareholder, is a clear indication that the subject matter of the dispute is non- arbitrable. Further, it is undeniable that the disputes raised in the claim petition constitute an action in rem and not in personam.

Now what remains to be considered by this Court is whether the petitioner should wait till the outcome of the arbitration case to invoke the remedy under Section 34 of the Act. Once this Court has concluded that the scope of claim in respect of the three companies is certainly hit by the provisions of the Companies Act, 2013, there is no point in directing the arbitration proceedings to continue. In such circumstances, this Court is inclined to exercise its powers under Article 227 of the Constitution of India to terminate the proceedings in respect of the three companies in question mentioned in Ext.P2 claim petition.

Further, in order to obviate any ambiguity on the legal consequences arising from this adjudication, it is clarified that the findings rendered herein shall not be construed as a pronouncement on the merits of the inter se disputes, rights, obligations, shareholding claims, or any other corporate and statutory issues that may arise between the parties under the framework of the Companies Act, 2013. All such rights and remedies, available to the petitioner as well as the respondents are left open and reserved, including the liberty to invoke such statutory remedies as may be available before the National Company Law Tribunal by instituting appropriate proceedings in accordance with law.

For Details:

<https://hckinfo.keralacourts.in/digicourt/Casedetailssearch/fileviewcitation?token=MjA5OTAwMDIzMDgyMDI1XzEwLnBkZg==&lo okups=b3JkZXJzLzlwMjU=&citationno=MjAyNjpLRVI6MzcyMTg=&isqr=1>

❖ **Market Watch**

Stock Market Indices as on 17.06.2026		Foreign Exchange Rates as on 17.06.2026 (https://m.rbi.org.in//scripts/ReferenceRateArchive.aspx)			
S & P BSE Sensex	77150.55(+0.45%)	INR / 1 USD	INR / 1 EUR	INR / 1 GBP	INR/ 1 JPY
Nifty 50	24085.70(+0.40%)	94.37	109.54	126.59	.58

❖ *Business and Economy*

Union Minister Piyush Goyal invites global investors to collaborate with India on innovation-driven sustainable growth (June 17, 2026)

Union Commerce and Industry Minister Piyush Goyal has invited business leaders, CEOs, investors, and innovators to join hands with India in building a brighter and sustainable future powered by innovation at scale. Addressing the closing ceremony of Bharat Innovates 2026 in Nice, France, Mr Goyal expressed optimism and confidence in the outcomes achieved over the past three days, reflecting the immense potential of the India-France innovation partnership. Mr Goyal also highlighted how the inspiring leadership of Prime Minister Narendra Modi and French President Emmanuel Macron, along with their shared vision under the 'India-France Year of Innovation 2026', laid the foundation for what has emerged as a truly transformational platform.

For details: <https://newsonair.gov.in/union-minister-piyush-goyal-invites-global-investors-to-collaborate-with-india-on-innovation-driven-sustainable-growth/>



GUIDANCE NOTE ON MEETINGS OF THE BOARD OF DIRECTORS (AMENDED UPTO 31ST JULY, 2025)-DEC 25

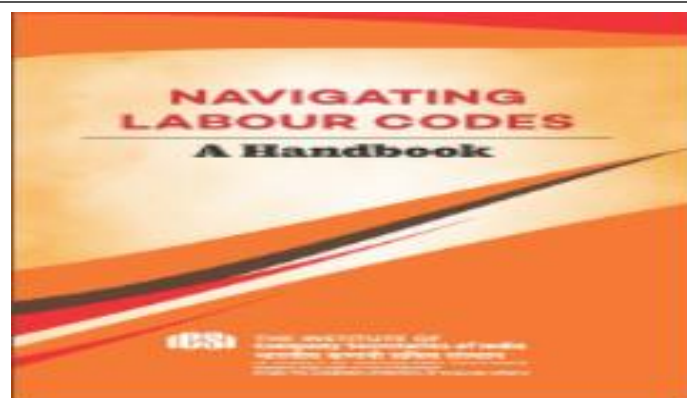
Author: ICSI

Publication: ICSI

Price: Rs. 300

For details:

<https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=398>



NAVIGATING LABOUR CODES - DEC 25

Author: ICSI

Publication: ICSI

Price: Rs. 300

For details:

<https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=394>

Prepared by Directorate of Academics & Research

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