

Info Capsule

President
CS Dhananjay Shukla
Vice President
CS Pawan G Chandak

**APPLICATIONS OPEN FOR 25TH ICSI
NATIONAL AWARDS FOR
EXCELLENCE IN CORPORATE
GOVERNANCE**

**LAST DATE FOR SUBMISSION 31ST
AUGUST, 2025**

NO PARTICIPATION FEES!

AWARD CATEGORIES

LISTED SEGMENT

CATEGORY	MARKET CAPITALISATION
LARGE-CAP	TOP 100
MID-CAP	101-250
EMERGING (SMALL-CAP)	251 ONWARDS
LISTED SME'S	ALL LISTED SME'S

UNLISTED SEGMENT

CATEGORY	TURNOVER
LARGE	≥ ₹ 5, 000 CR
MEDIUM	< ₹ 5, 000 CR AND > ₹ 1, 000 CR
EMERGING	≤ ₹ 1, 000 CR

Please visit:

https://icsi.edu/home/cg_award/25th_icsi_cg_awards/

❖ Capital Market and Securities Laws

• Advisory Against investment in Fraudulent Trading Schemes claiming to be offered to Indian residents by FPIs (August 22, 2025)

SEBI advises investors to exercise caution when dealing with social media messages, WhatsApp groups, Telegram channels, or apps claiming to offer stock market access through Foreign Portfolio Investors (FPIs) or Foreign Institutional Investors (FIIs). These schemes are fraudulent and do not have SEBI's endorsement. Be wary of claims such as:

- Institutional trading account
- IPOs at discounted price
- Guaranteed allotment in IPO
- Ability to participate in Anchor book
- Block Trade at discounted price

The FPI investment route is unavailable to resident Indians, with limited exceptions as outlined in the SEBI (Foreign Portfolio Investors) Regulations, 2019. It is advised to verify the registration status of entities on SEBI's website before investing and use only authentic trading apps from SEBI-registered intermediaries.

For details:

https://www.sebi.gov.in/media-and-notifications/press-releases/aug-2025/advisory-against-investment-in-fraudulent-trading-schemes-claiming-to-be-offered-to-indian-residents-by-fpis_96244.html

• SEBI promotes three chief general managers to executive director post (August 22, 2025)

SEBI on August 22, 2025 announced that it has promoted three chief general managers to the position of executive directors at the market regulator. Shri Avneesh Pandey took charge as the executive director, and will handle the Information Technology Department (ITD) at SEBI. "He has about three decades of securities market regulatory experience in covering wide range of IT initiatives including business process innovation, big data analytics, SupTech, Cyber security, IT audits and inspection etc," the market regulator said. Shri Sanjay Chandrakant Purao took charge as the executive director to handle the Corporation Finance Investigation Department, Recovery and Refund Department and Internal Investigation Department of SEBI. Before his latest promotion, he handled various departments like Integrated Surveillance Department, Corporation Finance Investigation Department, Market Regulation Department, Investment Management Department and Corporation Finance Department. He had joined the market regulator in 1996, and has headed the Hyderabad office of the board. Shri Amit Pradhan took charge as an executive director to handle Legal Affairs Department (Vertical 1) and Prosecution & Settlement Department (PSD). Earlier, he served as the chief general manager and regional director at SEBI, heading the northern regional office in New Delhi.

For details: <https://www.moneycontrol.com/news/business/sebi-promotes-three-chief-general-managers-to-executive-director-post-13480989.html>

❖ Views/ Comments sought by Regulators

• Consultation Paper on “Introduction of Closing Auction Session in the Equity Cash Segment” (August 22, 2025)

A Consultation Paper was issued on December 05, 2024 with respect to the introduction of Closing Auction Session (CAS) in the equity cash segment. Taking into account the feedback received from the stakeholders and subsequent deliberations in the Secondary Market Advisory Committee of SEBI, several changes have been incorporated in the proposed revised CAS design. The objective of this consultation paper is to seek comments or views or suggestions from the public on the proposed revised CAS design. Further, comments are also sought from the public to permit Passive Mutual Funds to undertake overnight borrowing to meet the liquidity requirements arising out of any net negative cash balances on account of the trades undertaken in CAS. The comments or suggestions should be submitted latest by September 12, 2025.

For details:

https://www.sebi.gov.in/reports-and-statistics/reports/aug-2025/consultation-paper-on-introduction-of-closing-auction-session-in-the-equity-cash-segment-_96254.html

• Consultation Paper on Review of Block Deal Framework (August 22, 2025)

Based on the feedback received from various stakeholders, a Working Group of Stock Exchanges (BSE & NSE), Clearing Corporations (NCL & ICCL), AMFI, ANMI and BBF was constituted to review the existing Block Deal Framework. Considering the deliberations of SMAC, a draft circular containing suggested modifications to the existing block deal framework is placed at Annexure-A to this consultation paper for public comments. The comments or suggestions should be submitted latest by September 15, 2025.

For details:

https://www.sebi.gov.in/reports-and-statistics/reports/aug-2025/consultation-paper-on-review-of-block-deal-framework_96252.html

❖ ESG Update

Tech Mahindra Limited

SUSTAINABILITY OFFERINGS

The sustainability services space is growing rapidly with strong opportunities across various industries with requirements encompassing consulting, implementation, and post implementation services. Understanding the needs of clients, TechM has developed sustainability offerings focussing on themes spread across 3 pillars:

ESG CONSULTING

- Global Reporting and Disclosures
- Carbon Accounting and Offsetting
- Climate Risk Assessment
- Strategy and Financing
- Sustainable Supply Chain
- Compliance and Training

ESG SOLUTIONS

- Intellectual Property and Data Platforms
- Green IT and Data Centre Operations
- Green Products Design and Production
- Decarbonisation of Energy Usage
- ESG Data Management Hub

ESG TALENT POOL

- Leverage TechM's sustainability talent pool of certified associates to meet your long-term, short-term or ad-hoc sustainability skill set requirements

For details:

<https://insights.techmahindra.com/investors/tml-integrated-annual-report-fy-2023-2024.pdf>

❖ **Pronouncement**

July 15, 2025	Dhruv Harjai (Appellant) Versus PPG Asian Paints Pvt. Ltd. & Ors(Respondents)	NCLAT Company Appeal (AT) (Ins.) No. 60 of 2023 & I.A. No. 224, 225, 476, 3871 of 2023 & 5221 of 2024
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Brief Facts

The agreement between the parties dated 21.03.2018 which is the basis of their relationship and promissory note dated 21.03.2018 executed by the Corporate Debtor (CD) in favour of the Financial Creditor for return of Rs. 35 Lakh along with interest @ 12% p.a. The Tribunal heard the case of the Financial Creditor ex parte and decided the issue of limitation in its favour and in so far as the issue of debt and default is concerned, it was held that the Financial Creditor sent the legal notice to the CD and in reply to the notice, the CD had undertaken to clear all the legitimate dues but still dues were not clear and thus it was found that there was a debt of Rs. 42,32,000 and the default. Thus, the Tribunal admitted the application filed by the Financial Creditor and appointed IRP. The Suspended Director of the CD has challenged the impugned order by the present appeal.

Judgement

The issue involved in this case is as to whether the amount advanced by Respondent No. 1 is a financial debt or an operational debt?

The agreement was executed between the parties in which it was clearly mentioned that *"the body shop proposes to substantially expand its business and being completely satisfied with the quality of refinish products supplied by PPGAP, the body shop is desirous of entering into an agreement with PPGAP to secure timely delivery of the PPGAP refinish products at the body shop services canter. The body shop has approached PPGAP for financial contribution for the purpose of sales promotions and procurement of specialized painting equipment's for the development and upgradation of automotive painting facilities."*

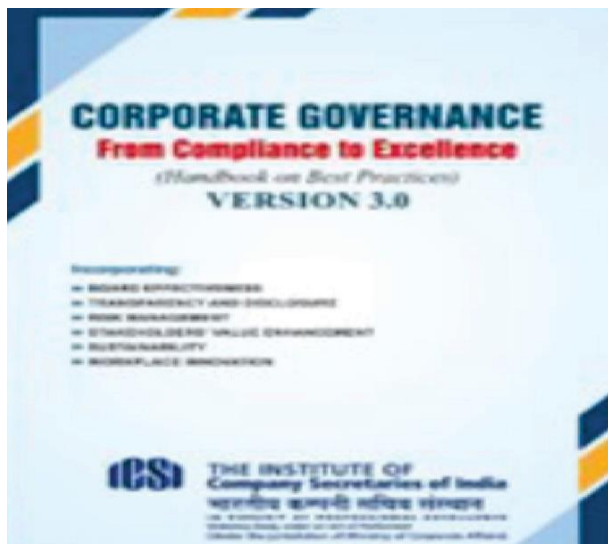
It is pertinent to mention that the body shop is engaged in the business of automotive sales, servicing and repair work and in the course of its business utilizes substantial quantities of automotive parts and refinish coating products whereas PPGAP is a major supplier of automotive refinish coating products, Deltron global refinish system and 2k refinish system, amongst others, which are extensively used by bodyshop's for painting cars and other vehicles.

Since, the body shop/CD required financial assistance for specialized painting equipment for the development and upgradation of automotive painting facilities for the purpose of its sales promotions, Respondent made an upfront contribution of Rs. 35 Lakh and secured it by a demand promissory note on the same date, a continuing security throughout the agreement, imposing liability upon the CD to repay the said amount with interest @ 12% p.a. in case of breach of contractual obligation to procure material worth Rs. 1 Cr. during the four-year tenure of the agreement.

This understanding between the parties is a commercial effect of borrowing which is covered by Section 5(8)(f) of the Code. It is not the case of the CD that the Respondent had advanced the amount in question for purchase of goods or for availing the services of the CD. The contention of the Appellant that the subject matter of the debt has some connection with the subject matter of the goods in the transaction which would attract the provision of Section 5(21) cannot be accepted because it has been held in the case of *Global Credit Capital Ltd. (Supra)* by the Hon'ble Supreme Court while deciding the financial debt or operational debt it is necessary to determine the real nature of the transaction reflected in the writing. Therefore, in view of the aforesaid discussion, we find no reason to interfere with the impugned order and the same is hereby dismissed.

For Details: https://nclat.nic.in/display-board/view_order

CORPORATE GOVERNANCE - FROM COMPLIANCE TO EXCELLENCE



About the Book

The ICSI in its endeavour to identify, foster and reward the best practices of corporate governance among Indian companies had instituted "The ICSI National Awards for Excellence in Corporate Governance" in the year 2001. Based on the analysis of the governance practices adopted by the companies which participated in these Awards in 2021, ICSI rolled out a publication titled 'Corporate Governance – From Compliance to Excellence (Handbook on Best Practices)' in the year 2022.

The publication highlights the governance practices adopted in aspects like Board effectiveness, Transparency and Disclosure, Risk Management, Stakeholders' Value Enhancement, Sustainability and Workplace Innovation.

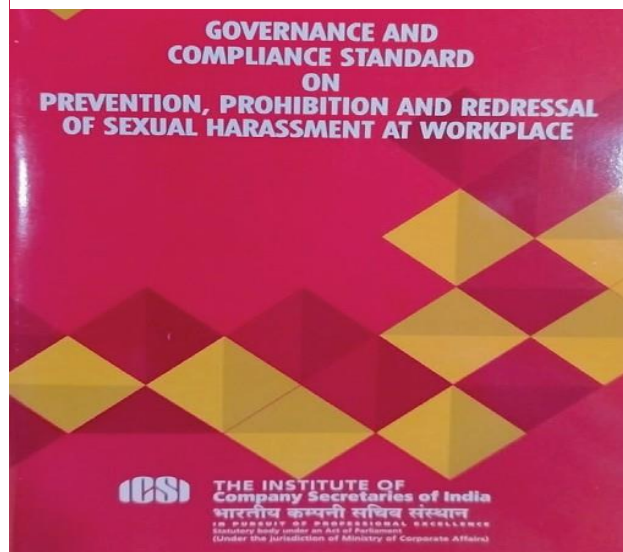
Year of Publication: 2024

Price: Rs. 1250/-

For Subscription:

<https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=317>

GOVERNANCE AND COMPLIANCE STANDARD ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT 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 25.08.2025

S & P BSE Sensex	81635.91(+0.40%)
Nifty 50	24967.75(+0.39%)

Foreign Exchange Rates as on 25.08.2025

<https://www.rbi.org.in/scripts/referenceratearchive.aspx>

INR / 1 USD	INR / 1 EUR	INR / 1 GBP	INR/ 1 JPY
87.41	102.43	118.22	.59

Prepared by Directorate of Academics

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

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