Tuesday, October 28, 2025

Info Capsule

President

CS Dhananjay Shukla

Vice President

CS Pawan G Chandak

❖ *Comments/Views Sought by Regulators*

Consultation paper on Regulatory Framework for Dematerialisation of securities by entities in the IFSC jurisdiction (October 27, 2025)

IFSCA has uploaded a consultation paper on its website seeking comments/ suggestions from the public on Regulatory Framework for Dematerialisation of securities by entities in the IFSC jurisdiction.

The objective is to ensure that securities issued by IFSC-based entities are dematerialised and held through depositories registered with IFSCA, rather than domestic depositories in India.

Comments from the public/stakeholders are invited on the consultation paper/draft circular which may be sent to IFSCA on or before November 16, 2025.

For details:

https://ifsca.gov.in/ReportPublication/Index?MId=ijIB0Pxf2lc=

❖ *Ministry of Corporate Affairs*

- **Relaxation of additional fees in filing of CRA-4 (Cost Audit Report in XBRL format) [October 27, 2025]**

Ministry of Corporate Affairs has issued the general circular no. 07/2025 dated October 27, 2025. According to the circular, keeping in view the requests received from various stakeholders seeking extension of time for filing Cost Audit Report for the financial year ended on 31.03.2025 on account of deployment of new form on the MCA V3 portal, it has been decided that any filing of CRA-4 (Cost Audit Report in XBRL format) for the said Financial Year made up to 31.12.2025 would not attract payment of any additional fees. Any filings made subsequent to the currency of this General Circular would attract payment of all fees, including additional fees.

For details:
https://www.mca.gov.in/bin/dms/getdocument?mds=LYrSgX96b948Rd4i8XXv6A%253D%253D&type=open

- **MCA notifications regarding establishment of RD/RoC offices and locations along with mentioned territorial jurisdictions (October 27, 2025)**

The Ministry of Corporate Affairs (MCA) has issued notifications S.O 4849(E), S.O 4850(E), S.O 4851(E) and S.O 4852(E) dated October 27, 2025. According to the notifications, the MCA establishes the offices and locations of Regional Directors/Registrars of Companies having territorial jurisdiction as specified in the respective notifications for the purpose of registration of Companies/Limited Liability Partnerships and discharging the functions conferred upon them. The notifications shall come into force with effect from 1st January, 2026.

For details:

1. *https://www.mca.gov.in/bin/dms/getdocument?mds=EZ1JqosxVMGRDQuvn740IA%253D%253D&type=open*
2. *https://www.mca.gov.in/bin/dms/getdocument?mds=aCE86c%252FD5M6mBNrL2Pif3A%253D%253D&type=open*
3. *https://www.mca.gov.in/bin/dms/getdocument?mds=5iXn9ronxr%252Fp8MHiPDd5lg%253D%253D&type=open*
4. *https://www.mca.gov.in/bin/dms/getdocument?mds=yAnqPocKzLxnYoerlj0xWA%253D%253D&type=open*

❖ *Capital Market and Securities Law*

- **The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2025 (October 27, 2025)**

The Securities and Exchange Board of India (SEBI) vide its notification No. SEBI/LAD-NRO/GN/2025/270 dated October 22, 2025, has notified "the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2025" which shall come into force on the date of their publication in the Official Gazette. According to the amendment, in regulation 56, in the existing sub-regulation (1), the words "shall forward the following to the debenture trustee promptly" shall be substituted with the words and symbols, "shall, as soon as possible, and in any case not later than twenty-four hours from the occurrence of the event or receipt of information, unless otherwise specified, forward the following to the debenture trustee".

For details:

https://egazette.gov.in/(S(opk1bidmxgclse02kjhsujvh))/ViewPDF.aspx

- **The Securities and Exchange Board of India (Debenture Trustees) (Amendment) Regulations, 2025 (October 27, 2025)**

The Securities and Exchange Board of India (SEBI) vide its notification No. SEBI/LAD-NRO/GN/2025/269 dated October 22, 2025, has notified "the Securities and Exchange Board of India (Debenture Trustees) (Amendment) Regulations, 2025" which shall come into force on the date of their publication in the Official Gazette. The amendment inter alia provides:

i) In regulation 2, the meaning of "Board" is specified by inserting a clause (aaa);

ii) A new regulation 9C is inserted specifying "Permitted Activities" A debenture trustee may also undertake;

iii) Regulation 14 is substituted;

iv) A new Regulation 15A is inserted "Rights of debenture trustees exercisable to aid in performance of their duties, obligations, roles and responsibilities".

For details:

https://egazette.gov.in/(S(opk1bidmxgclse02kjhsujvh))/ViewPDF.aspx

❖ *ESG Update*

Alembic Pharmaceuticals Limited

- Internal utilization of solar power to reduce reliance on conventional energy sources.
- The Company seeks to minimize the impact of its operations on the surrounding environment, thereby safeguarding biodiversity.
- Installation of windmills to harness renewable energy.
- Procurement of renewable power for its operations, further reducing carbon footprint.

For details:

https://www.bseindia.com/xml-data/corpfiling/AttachHis/3c1dbd6b-4b63-45dc-9095-319022c72930.pdf

❖ *Ministry of Ports, Shipping and Waterways*

India Sets Sail Towards a Green and Global Maritime Future: MoPSW Leads Day 1 of India Maritime Week 2025 with Landmark MoUs Worth ₹55,000 Crore (27 October, 2025)

India Maritime Week 2025 opened in Mumbai with the Ministry of Ports, Shipping and Waterways (MoPSW) leading a series of landmark agreements and global collaborations focused on sustainability, innovation, and investment in the maritime sector. The inaugural Ministerial Plenary, chaired by Shri Shantanu Thakur, Hon'ble Minister of State for Ports, Shipping and Waterways, and addressed by Shri Sarbananda Sonowal, Hon'ble Union Minister for Ports, Shipping and Waterways, brought together maritime ministers and delegates from over ten nations, including Norway, the Netherlands, Saudi Arabia, Mauritius, and Sri Lanka.
A major highlight of the day was the signing of a Memorandum of Understanding (MoU) on Maritime Cooperation between India and the Netherlands, along with a Letter of Intent on the establishment of a Green and Digital Sea Corridor connecting Indian ports with the Port of Rotterdam. These initiatives will promote cooperation in clean fuels such as hydrogen, ammonia, and methanol, along with digital port operations and logistics innovation, marking a significant step toward maritime decarbonisation and sustainable connectivity between the two countries.

For details:
https://www.pib.gov.in/PressReleasePage.aspx?PRID=2183140

❖ *Business & Economy*

• EOUs, SEZ units exempt from silver import restrictions (October 27, 2025)

The government on 27.10.2025 clarified that the recent restrictions on the import of silver jewellery will not apply to export-linked entities such as Special Economic Zone (SEZ) units, 100% Export-Oriented Units (EOUs), and those operating under specific authorisation schemes. "The imports of silver jewellery by SEZs and EOUs will not be subject to the recently imposed restrictions…However, it underlined that such imports cannot be sold in the Domestic Tariff Area (DTA)," the Directorate General of Foreign Trade (DGFT), said in a policy circular. As per the DGFT, imports under the Advance Authorisation and Duty-Free Import Authorisation schemes will also remain exempt. It also directed all customs authorities and regional offices of the DGFT to implement the clarified provisions strictly and in accordance with the Foreign Trade Policy while cautioning that any deviation from the prescribed norms would attract penal action under existing laws and regulations.

For details:
https://economictimes.indiatimes.com/news/economy/foreign-trade/eous-sez-units-exempt-from-silver-import-restrictions-dgft/articleshow/124852416.cms

• New GDP series to map India's digital economy and gig sector (October 27, 2025)

India's economy has changed dramatically over the past decade, and its statistics are finally catching up. The government plans to roll out a new GDP series early next year that will better reflect the country's growing digital footprint, from e-commerce and gig work to logistics and digital payments. Officials said the upcoming series, which will shift the base year from 2011–12 to 2022–23, will include richer data on services and unincorporated enterprises, capturing the transformation of India's economy in far greater detail. Since the last series was introduced, the rise of the digital economy has been striking. E-commerce platforms, app-based aggregators, and gig work have become central to India's growth story, creating millions of jobs and reshaping consumer behaviour. According to officials quoted by The Times of India, data from these platforms may also serve as proxy indicators for parts of the unorganised sector, traditionally one of the hardest segments to measure.

For details:
https://economictimes.indiatimes.com/news/economy/indicators/new-gdp-series-to-map-indias-digital-economy-and-gig-sector/articleshow/124847010.cms

❖ *Pronouncement*

September 11, 2025	**General manager, U.P. Cooperative Bank Ltd {Appellant(s)} Versus Achchey Lal & Anr{Respondent(s)}**	**Supreme Court of India Civil Appeal No.2974/2016 With C.A. No. 3011/2016, C.A. No. 3012/2016 & C.A. No. 3013/2016 2025 INSC 1175**

Control Test to determine employer employee relationship arising from legislations like Industrial Disputes Act, 1947, the Factories Act, 1948 etc.

Order

Hon'ble Apex Court in the above Industrial Disputes case prescribed various tests such as Control Test, Organisation/Integration Test, Multiple Factor Test and Refinement of the Multifactor Test to determine employer employee relationship to be kept in Mind while deciding matters arising from legislations like Industrial Disputes Act, 1947, the Factories Act, 1948 etc. In Control Test, Supreme Court held as under:

(i) The control test postulates that when the hirer has control over the work assigned and the manner in which it is to be done, an employer-employee relationship is established. The control test is derived from common law application in vicarious liability claims.

(ii) The earliest instance of applying the control test in India is in *Shivanandan Sharma v. Punjab National Bank Ltd. reported in AIR 1955 SC 404*. Here, a claim under the Industrial Disputes Act arose as to whether a head cashier was the bank's employee. The bank had an agreement with a contracted treasurer who nominated people to work for discharging function of the bank under the agreement, including the cashier in question. The court held that although the treasurer chose the nominees who discharged the functions, yet the bank had complete control over the nominee's disciplinary matters, leave of absence, how the nominees discharged their functions, and, importantly, their salaries were paid by the treasurer from the funds provided by the bank. It was held that the bank manager had the same degree of control over the nominees as he did over numerous other employees, and thus an employer-employee relationship existed. The bank also had the right to select bank personnel who would have the authority to supervise how the cash department conducted its work. The court concluded that the cashier was an employee of the bank. The scope of indirect employment was expounded as under:

"If a master employs a servant and authorises him to employ a number of persons to do a particular job and to guarantee their fidelity and efficiency for a cash consideration, the employees thus appointed by the servant would be equally with the employer, servants of the master."

(iii) While *Shivanandan Sharma* (supra) was the first instance of the control test being applied, an important step in the test's evolution was in *Dharangadhara Chemical Works Ltd. v. State of Saurashtra* reported in (1957) 1 LLJ 477. The dispute was whether agarias (salt workers) were employees and whether the claim under the Industrial Disputes Act 1947 was maintainable. To establish that the hirer had control over the hired person, it was ruled that control must exist in two aspects. First, control over the nature of the work performed and, secondly, the manner in which the work is conducted. It was argued that since agarias assisted several persons in performing work, they were independent contractors.

(iv) For the court, the true difference between the workers and independent contractors was whether the work was being committed for oneself or a third party. The existence of external help would not rule out an employer-employee relationship. The court opined that the greater the degree of control, the more likely the hired person would be an employee. Accordingly, the agarias were held as employees and eligible for benefits under the Industrial Disputes Act 1947.

(v) The court enunciates the manner to make this distinction as under:

"The correct method of approach, therefore, would be to consider whether having regard to the nature of the work there was due control and supervision by the employer"

(emphasis added)

(vi) Thus, the control test was expanded to mean *due control* and *supervision*. In numerous cases, the control test adopted in *Dharangadhara* (supra) remained the sole factor determining employer-employee relationship. The degree and level of control required would depend on the facts and circumstances of each case.

For details:
https://api.sci.gov.in/supremecourt/2013/90/90_2013_6_111_64041_Order_11-Sep-2025.pdf

ICSI (Management and Development of Company Secretaries in Practice) Guidelines, 2023

About the Book

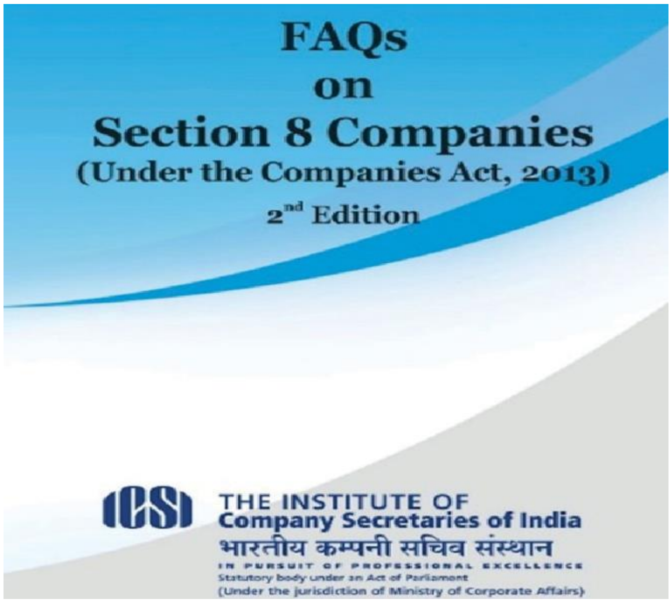
These Guidelines aim to facilitate the Company Secretary in Practice by consolidating all relevant Guidelines as applicable to Company Secretary in Practice along with the processes involved therein in a coherent manner that ensures ease of reference and enhanced comprehension; right from applying for the PCS Orientation Programme and enrolling as Company Secretary in Practice to running successful Practice.

Year of Publication: 2023

Price: Rs. 200/-

Weblink for Purchase:
https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=307

FAQS ON SECTION 8 COMPANIES



About the Book

Publication titled "Frequently Asked Questions on Section 8 Companies" is prepared to clarify certain questions with respect to the Compliance aspects of section 8 Companies.

Year of Publication: 2025
Price: Rs. 225/-

Weblink for Purchase:
https://smash.icsi.edu/Scripts/ECart/Default/ItemWiseECartSearchOnlineBooks.aspx?ItemId=287

❖ *Market Watch*

Stock Market Indices as on 28.10.2025	
S & P BSE Sensex	84628.16 (-0.18%)
Nifty 50	25936.20(-0.12%)

Foreign Exchange Rates as on 28.10.2025
(https://m.rbi.org.in//scripts/ReferenceRateArchive.aspx)

INR / 1 USD	INR / 1 EUR	INR / 1 GBP	INR/ 1 JPY
88.29	102.95	117.96	.58

Prepared by Directorate of Academics

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