MADRAS CHAMBER OF COMMERCE
AND
INDUSTRY

COMPANY LAW
AND
CORPORATE MATTERS COMMITTEE

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FLASH NEWS

1. **BHASHINI signs agreement with DPIIT to strengthen multilingual digital capabilities (June 1, 2026)**

Digital India BHASHINI Division has signed an agreement with the Department for Promotion of Industry and Internal Trade, DPIIT to strengthen multilingual digital capabilities across India's industry and internal trade ecosystem through the BHASHINI Platform. Ministry of Electronics and IT said that the collaboration aims to promote multilingual access, multilingual governance, and multilingual service delivery within DPIIT's digital platforms. The initiative will support the development of a more inclusive investment ecosystem by reducing language barriers in access to government information, startup and industrial services, policy communication, and citizen engagement. The agreement further reinforces BHASHINI's role as India's population-scale language infrastructure for inclusive, accessible, and AI-driven digital governance.

Courtesy: ICSI Info Capsule

2. **FTAs with developed economies aimed to increase international trade: Union Minister Piyush Goyal (June 12, 2026)**

Commerce and Industry Minister Piyush Goyal has said that India's Free Trade Agreements with developed economies are aimed at supporting growth, attracting investments, promoting innovation, creating jobs and increasing the country's participation in international trade. He said this while addressing the closing session of the 5th Annual Meeting of India Global Innovation Connect in New Delhi. The Minister said that India and Switzerland share a special relationship and noted that the Trade and Economic Partnership Agreement (TEPA) signed between India and the European Free Trade Association (EFTA) countries has created a strong framework for trade, investment and innovation-led partnerships. Referring to the EFTA agreement, Mr Goyal said that Switzerland, Norway, Liechtenstein and Iceland have committed to bring 100 billion dollars of investment into India over a period of 15 years and support the creation of one million direct jobs. The Minister highlighted that India has entered into nine FTAs over the last three to three-and-a-half years, covering 38 countries. He said, these agreements provide India access to new markets, facilitate collaboration in emerging technologies and enable greater integration into global value chains while creating opportunities for investment and employment generation

Courtesy: ICSI Info Capsule

3. **Recognition to Company Secretaries in the IFSCA (Managing General Agents) Regulations, 2026 (June 15, 2026)**

The IFSCA on May 05, 2026 notified the IFSCA (TechFin and Ancillary Services) (Amendment) Regulations, 2026 introducing a dedicated regulatory framework for Trust and Company Services Providers (TCSPs) operating in IFSCs in connection with permitted leasing activities.

The amendment inserted a new Chapter VA and the Fifth Schedule governing registration, eligibility, governance, compliance, reporting, and permissible activities of TCSPs.The regulations mandate that entities intending to undertake TCSP services must obtain separate registration and maintain arm's length segregation between TCSP activities and other services. The framework prescribes fit and proper criteria, governance structures, internal audit systems, AML/CFT/KYC controls, record maintenance obligations, professional indemnity insurance, conflict management policies, and appointment of full-time principal and compliance officers based in IFSC.

Courtesy: ICSI Info Capsule

4. **Extension of time period for validity of name reservation and resubmission (June 20, 2026)**

Ministry of Corporate Affairs vide issuing an update has extended the time period for validity of name reservation and resubmission. The Ministry has updated its stakeholders that, in view of the capacity enhancement and restoration activities being undertaken at the Data Centre consequent to the fire incident of 05.06.2026, it has been decided to provide the following relief measures to mitigate any adverse impact on stakeholders:

(i) Extension of validity of approved name reservations in cases where the validity of the approved name reservation is expiring between 21.06.2026 and 30.06.2026, the validity of such SRNs shall be extended up to 10.07.2026. However, for the validity of an approved name reservation for Companies or LLPs (including applications filed through RUN, RUN-LLP and SPICe+ Part A) expired during the period from 05.06.2026 to 20.06.2026, stakeholders may seek extension of the validity period up to 10.07.2026 by raising a ticket with the MCA Helpdesk on or before 30.06.2026.

(ii) Extension of validity of resubmissions of e-forms in cases where the last date for resubmission falls between 21.06.2026 and 30.06.2026, the validity of such SRNs shall be extended up to 10.07.2026. However, in respect of e-forms where the last date for resubmission fell between 05.06.2026 and 20.06.2026, stakeholders may seek extension of the resubmission validity period up to 10.07.2026 by raising a ticket with the MCA Helpdesk on or before 30.06.2026.

Courtesy: ICSI Info Capsule

CIRCULARS, CONSULTATION PAPERS AND NOTIFICATION ISSUED BY SEBI IN JUNE 2026

Date	Title
CIRCULARS	
June 24, 2026	Ease of Doing Business – Relaxation in certification requirement for Persons Associated with Investment Advice (PAIA) – Sales and other non-core services
June 19, 2026	Clarification with respect to applicability of the benefit of early pay-in in Commodity Derivatives Segment
June 16, 2026	Guidelines for winding up of AIFs with respect to retention of proceeds and 'Inoperative Fund' status
June 15, 2026	Norms for Base Price, Price Bands, Call Auction in pre-open session and Close-out procedure for Exchange Traded Funds (ETFs)
June 11, 2026	Extension of timelines for compliance with certain provisions of Circular dated January 02, 2026
REPORTS ISSUED BY SEBI DURING THE MONTH OF JUNE 2026 FOR PUBLIC COMMENTS	
June 30, 2026	Consultation paper on rationalizing the requirement of obtaining investor consent and ambit of conflicted transactions requiring investor consent under SEBI (Alternative Investment Funds) Regulations, 2012
June 23, 2026	Consultation Paper on Common Advertisement Code for Specified SEBI Regulated Entities
June 22, 2026	Consultation Paper on Draft Circular for Trading Software & Technology at Stock Exchanges and Draft Circular on Common IT related provisions for MIIs
June 18, 2026	Consultation Paper on Review of Margin Trading Facility (MTF) Framework
June 11, 2026	Consultation Paper on Harmonization of Base price for Call Auction in Pre-open Session and for Price Band - For scrips listed on multiple stock exchanges
June 10, 2026	Consultation paper on review of provisions on disclosure of Executive Remuneration by Asset Management Companies (AMCs).
June 01, 2026	Consultation Paper on Review of Framework for Calculation of Net Distributable Cash Flows for InvITs
PRESS RELEASES BY SEBI IN JUNE 2026	
June 30, 2026	Constitution of an Expert Working Group on review of extant regulatory framework applicable for Debenture Trusteeship activities and other incidental matters
June 23, 2026	SEBI Proposes Common Advertisement Code for Specified Regulated Entities

Date	Title
June 22, 2026	Ease of doing business- Comprehensive review of Master Circular for Stock Exchanges & Clearing Corporations and the Master Circular for Commodity Derivatives
June 19, 2026	Key decisions taken in the SEBI Board Meeting dated 19th Junee, 2026
June 17, 2026	Transaction in Securities of Unlisted Public Limited Companies on various Platforms

NOTIFICATIONS ISSUED BY RESERVE BANK OF INDIA IN JUNE 2026

Date	Title
June 29, 2026	Foreign Exchange Management (Deposit) (Sixth Amendment) Regulations, 2026
June 25, 2026	Master Direction – Reserve Bank of India (Credit Derivatives) Directions, 2026
June 24, 2026	Review of Circulars issued under Foreign Exchange Management Act, 1999 (FEMA)
	Reserve Bank of India (Responsible Business Conduct) Third Amendment Directions, 2026
	Reserve Bank of India (Non-Banking Financial Companies) Second Amendment Directions, 2026
	Reserve Bank of India (All India Financial Institutions (AIFIs) – Prudential Norms on Capital Adequacy) Fourth Amendment Directions, 2026
	Reserve Bank of India (Standalone Primary Dealers) Second Amendment Directions, 2026
	Reserve Bank of India (Prudential Norms on Capital Adequacy) Amendment Directions, 2026
	Reserve Bank of India [Disbursement of Government Pension by Agency Banks (ABs)] First Amendment Directions, 2026
June 23, 2026	Open positions of Authorised Dealer Category-I banks
	Reserve Bank of India (Commercial Banks – Credit Facilities) Fourth Amendment Directions, 2026
	Reserve Bank of India (Small Finance Banks – Credit Facilities) Third Amendment Directions, 2026
	Reserve Bank of India (Trade Receivables Discounting System) Directions, 2026
June 19, 2026	Reserve Bank of India [Kisan Credit Card (KCC) Scheme] Directions, 2026
	Reserve Bank of India (Cash Reserve Ratio and Statutory Liquidity Ratio) Third Amendment Directions, 2026

	Reporting of FCNR (B) Deposits, ECB and OFCB mobilized under Reserve Bank's Swap Facility
June 17, 2026	Reserve Bank of India (Interest Rate on Deposits) Amendment Directions, 2026
June 16, 2026	Reserve Bank of India (Prudential Norms on Capital Adequacy) Sixth Amendment Directions, 2026
June 15, 2026	Master Directions on Authorisation to operate a Payment System
	Reserve Bank of India (Non-Banking Financial Companies – Undertaking of Financial Services) Second Amendment Directions, 2026
	Reserve Bank of India (Undertaking of Financial Services) Second Amendment Directions, 2026
	Reserve Bank of India (Housing Finance Companies) Second Amendment Directions, 2026
	Reserve Bank of India (Responsible Business Conduct) Second Amendment Directions, 2026
	Foreign Exchange Management (Mode of Payment and Reporting of Non-Debt Instruments) (Amendment) Regulations, 2026
	Liberalisation of Foreign Portfolio Investment under Schedule III of the Foreign Exchange Management (Non-debt Instruments) Rules, 2019
June 10, 2026	Reserve Bank of India (Credit Facilities) Amendment Directions, 2026
	Reserve Bank of India (Small Finance Banks – Credit Facilities) Second Amendment Directions, 2026
	Reserve Bank of India (Commercial Banks - Prudential Norms on Capital Adequacy) Eighth Amendment Directions, 2026
	Reserve Bank of India (Commercial Banks – Concentration Risk Management) Third Amendment Directions, 2026
	Reserve Bank of India (Commercial Banks – Credit Facilities) Third Amendment Directions, 2026
June 09, 2026	Withdrawal of old series of banknotes issued prior to 2005: Consolidation of instructions
June 08, 2026	Reserve Bank of India (Regional Rural Banks, Rural Co-operative Bank, Urban Co-operative Bank, Small Finance Banks and Commercial Banks – Cash Reserve Ratio and Statutory Liquidity Ratio) Second Amendment Directions, 2026
	NOP-INR position of Authorised Dealer Category-I banks
	Swap Facility for External Commercial Borrowings and Overseas Foreign Currency Borrowings
	Swap Facility for FCNR (B) Deposits
June 05, 2026	Foreign Exchange Management (Export of Goods and Services) (First Amendment) Regulations, 2026

	Foreign Exchange Management (Cross Border Merger) (Amendment) Regulations, 2026
	Submission of statement/return on Centralized Information Management System (CIMS)
	Investments by Foreign Portfolio Investors in Government Securities – Amendments to the regulatory framework
June 03, 2026	Formation of new district in the State of Assam – Assignment of Lead Bank Responsibility

MINISTRY OF CORPORATE AFFAIRS
NOTIFICATION
New Delhi, the June 1, 2026

G.S.R. 432(E). In exercise of the powers conferred by section 247 read with sections 458,459 and 469 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following rules further to amend the Companies (Registered Valuers and Valuation) Rules, 2017, namely:

1. Short title and commencement
   (1) These rules may be called the Companies (Registered Valuers and Valuation) Amendment Rules, 2026.
   (2) They shall come into force on the date of their publication in the Official Gazette.
2. In the Companies (Registered Valuers and Valuation) Rules, 2017, in rule 12, in sub-rule (1), for clause (i) the following clause shall be substituted, namely:
   (i) it has been registered under section 25 of the Companies Act, 1956 (1of 1956) or section 8 of the Companies Act, 2013 (18 of 2013), having, -
      (a) minimum paid-up share capital of twenty-five lakh rupees;
      (b) the sole object of dealing with matters relating to regulation of valuers of an asset class or asset classes; and
      (c) bye-laws containing the requirements specified in Annexure –III: Provided that a registered valuer organisation which does not have the specified minimum paid-up capital as on the date of the commencement of the Companies (Registered Valuers and Valuation) Amendment Rules, 2026 shall comply with this requirement on or before 31st March, 2028.

MINISTRY OF CORPORATE AFFAIRS
NOTIFICATION
New Delhi, the June 16, 2026

S.O. 3140(E).—In exercise of the powers conferred by sub-clause (ii) of clause (11) of section 2 of the Companies Act, 2013 (18 of 2013), the Central Government hereby specifies, for the purposes of the said sub-clause, the New Development Bank, established under an agreement including its Annexe amongst the Governments of Federative Republic of Brazil, the Russian Federation, the Republic of India, the People's Republic of China and the Republic of South Africa signed on 15th July, 2014 at the city of Fortaleza, Brazil and any amendment thereto.

KEY HIGHLIGHTS OF DRAFT COMPANIES (INCORPORATION) AMENDMENT RULES, 2026

1. INTRODUCTION AND BACKGROUND

The Ministry of Corporate Affairs (MCA) has released for public comment the Draft Companies (Incorporation) Amendment Rules, 2026 (hereinafter "Rules"), proposing a substantial rewrite of the Companies (Incorporation) Rules, 2014. The draft is issued under Sections 3, 4, 5, 6, 7, 8, 11, 12, 13, 14, 17, 20 and 469 of the Companies Act, 2013, and will take effect from the date of its publication in the Official Gazette, once notified.

The Incorporation Rules have been amended repeatedly since 2014 in response to specific administrative needs, such as the introduction of SPICe and later SPICe+ as an integrated incorporation form and the AGILE-PRO-S linked registrations for GST, EPFO, ESIC and bank accounts. Over time, this has led to various cosmetic amendments of individual e-forms, each tied to a specific rule and a specific transaction, such as INC-4, INC-6, INC-12, INC-18, INC-20, INC-22, INC-23, INC-24, INC-27 and INC-28, with RD-1 used as a generic application to Regional Director across several of these transactions.

Two broad themes run through almost every proposed change being consolidation of standalone forms into two composite, part-based forms and rationalisation of the documentary requirements that have accumulated over successive rounds of reform. Main takeaways in the proposed amendment are as follows:

- ❖ A single form containing different parts, such as incorporation / change of name / shifting of registered office;
- ❖ A form for conversion of type / category of a company.

The draft also introduces entirely new provisions, tightens and clarifies the framework governing company names and recalibrates the balance between ease of shifting a registered office and the regulatory need to prevent companies under investigation from relocating out of reach.

2. CONSOLIDATION OF FORMS: E-CHNG AND E-CON

The Integral Component of the draft is the consolidation of numerous standalone forms into two composite forms, E-CHNG and E-CON, each divided into lettered parts corresponding to a specific event.

E-CHNG combines matters relating to change of members or nominees of a One Person Company, the location of the registered office and change of a company's name, replacing INC-4, INC-20, INC-22, INC-23 and INC-24.

E-CON brings together matters relating to conversions, licences and orders, replacing INC-6, INC-12, INC-18, INC-20, INC-27, INC-28 and RD-1.

Each sub-form is generated with company details auto-populated from the Corporate Identity Number, followed by event-specific fields, structured pre-defined declarations in place of free-text narratives, and a defined set of attachments. The inter-state shifting application will auto-fetches the company's creditor position from its last filed financial statements, requires structured reasons for the shift selected from a checklist such as administrative convenience or business expansion and runs a regulatory eligibility check for pending prosecutions, inquiries, inspections or defaults before the application can proceed. The application for change of name similarly links to the name-reservation event generated through the name-approval module and requires structured reasons for the change.

Several certificates issued at the end of these processes are also being renamed from "Form No." to "Certificate No." or "Notice No.", to enhance the process outputs rather than fresh filings. This renaming runs across a large number of provisions, including the certificates issued under Rules 18, 20, 29, 33A, 37 and 39.

3. REFORMS TO RULES PERTAINING TO COMPANY NAME

Provisions of Rule 8 of proposed amendment, shall govern wherever proposed name is nearly resembling an existing name, which is to be substituted with a two-step test accompanied by extensive illustrations. The first step disregards elements such as corporate suffixes, plurals, letter case and punctuation, tense, minor misspellings, abbreviations, domain extensions, word order, and numerals (unless registered as a wordmark). The second step then considers phonetic similarity, Hindi-English translation or transliteration, a specific consideration for IFSC subsidiaries of an existing holding company, and the effect of a no-objection board resolution from an existing company, which may facilitate the use of a name that is otherwise similar.

The provisions of Rule 8A concerning undesirable names shall be substituted, with a more detailed framework distinguishing between a trademark registered as a wordmark and one registered only as a device or logo mark, and clarifying that adding a place name, business description or quality descriptor to a registered wordmark does not create distinctiveness. The revised rule also continues to have provisions on names suggestive of a different business constitution, names implying government or embassy association, names of dissolved or struck-off companies, purely descriptive names and a newly framed restriction on the certain words specific to Special Acts pertaining to architects, micro-finance, etc. A new declaration requirement is also introduced, requiring applicants to disclose prior use of the proposed name in any other business form over the preceding five years, together with a no-objection certificate from other partners or associates where applicable.

Separately, Rule 9A is being amended to allow voluntary withdrawal of a reserved name through a web-service on the MCA21 portal at any time before filing the incorporation application or a name-change application, upon which the reservation is deemed withdrawn.

4. <u>SIMPLIFICATION OF SUBSCRIBER AND FILING REQUIREMENTS</u>

Provisions of Rule 16 pertaining to the particulars of subscribers to the memorandum, is being simplified. Under the existing framework, identity proof could be furnished through a range of documents, including PAN, Voter ID, passport, driving licence or UIN. The draft narrows this for Indian nationals to PAN or Aadhaar and for foreign nationals to a passport, with no proof required at all where the subscriber already holds a valid, updated DIN. Residential proof documents are broadened to include property tax receipts apart from existing proof allowed which are bank statements, Aadhaar, electricity bills and other utility bills such as water and gas, with the validity window extended from two to three months for such proof.

Rule 14 is updated to refer to SPICe+ (Form INC-32) in place of the standalone Form INC-8 declaration.

Under Rule 19, the requirement to separately attach the memorandum and articles and a three-year income and expenditure estimate, for a Section 8 licence application is proposed to be dropped, while the professional declaration is retained.

5. CLARITY ON BRINGING IN SUBSCRIPTION MONEY AND COMMENCEMENT OF BUSINESS

Among the new insertions, Rule 23B addresses the position where a subscriber to the memorandum dies before paying for shares agreed to be taken, providing that the liability, and the corresponding rights, pass to the legal representative upon payment, defined broadly to include any person who represents the estate of the deceased.

6. REGISTERED OFFICE: VERIFICATION AND SHIFTING

Rule 25 is being restructured to set out requirements for registered office, by category of ownership, lease or other arrangement. In addition to the existing documents required for verification of registered office which are title deed, notarized rental or lease agreement, owner authorization or utility bills such as gas, telephone and electricity, the draft proposes to include property tax receipt and copy of the municipal khata. Furthermore, it proposes to extend the validity period of utility bills from 2 to 3 months, including a specific consideration for premises in a Special Economic Zone or where the company is itself is an SEZ developer necessary documents / certificates issued by the appropriate authority would be required.

Rule 25B is proposed to be amended where the Registrar, based upon the information or documents made available, may cause, through an authorized person, a physical verification of the registered office of the company, in the presence of two witnesses of the locality in which the said registered office is situated and may also seek assistance of the local police for such verification, if required.

For shifting outside local limits within the same state under Rule 28, the mode of intimation to the Chief Secretary of the State has been specifically proposed "by email or speed post", with the applicant attaching, depending on the mode used, tracking details, a self-certified copy of the email, or a hand-delivery acknowledgement, in place of a more general acknowledgement requirement.

For change of name, Rule 29 is updated mainly for form nomenclature.

For inter-state shifting under Rule 30, the mode of serving notice moves from registered post to speed post or email and the current absolute bar on shifting during a pending inquiry, inspection or investigation is relaxed: shifting will still be barred where prosecution is pending, but may be permitted once during the pendency of an inquiry, inspection or investigation if the company's board undertakes to cooperate with the concerned authorities. Further the rule excuses companies that have undergone a change in management under the Insolvency and Bankruptcy Code, 2016, from both restrictions, provided that the actions in question pertain to conduct occurring prior to the change in management, the board commits to co-operation and there are no ongoing prosecutions related to conduct that took place after the management change.

7. <u>SIMPLIFICATION OF DIRECTOR RELATED REQUIREMENTS</u>

Rule 17, requiring a separate filing of first directors' particulars and consent in Form DIR-12, is proposed to be omitted entirely, since this information is already captured through SPICe+.

Rule 38 raises the cap on directors who may be allotted a DIN at incorporation through SPICe+ from three to five, in response to the practical constraint that companies with larger founding boards have had to route additional directors through a separate post-incorporation DIN process. It also deems a subscriber-director's consent to be given by virtue of subscription to the memorandum, without a separate consent document, and requires other proposed directors to furnish consent via OTP-based authentication or, failing that, by filing Form DIR-2.

8. <u>CONVERSIONS AND NEW PROVISIONS</u>

Rule 39 is amended to permit, for the first time, a Section 8 company (or its pre-2013 equivalent registered under Section 25 of the Companies Act, 1956) to convert from a company limited by guarantee into a company limited by shares, a conversion currently unavailable to such companies. Rules 33, 33A and 37, dealing with compounding of offences and conversion between private and public companies, are updated mainly for form and certificate nomenclature consistent with the broader E-CON restructuring.
Rule 40, on change of financial year, similarly updates its form references and omits the separate downstream INC-28 filing, since the process is now handled within the integrated E-CHNG workflow.

Rule 41, on conversion of a public company into a private company, replaces the existing sworn affidavit with a simple declaration, removing the requirement for notarisation, and widens the permissible modes of serving notice on creditors and debenture holders to include speed post with tracking and self-certified email, in place of registered post alone.

A new Form INC-11D is being introduced as a Certificate of Registration under Part I of Chapter XXI of the Act, issued under Section 366 and the Companies (Authorised to Register) Rules, 2014, for use where a partnership, LLP, cooperative society, society or trust is registered as a company.

9. SECTION 8 COMPANY LICENSE AND CONDITIONS FOR CONVERSION

Related provisions under Rules 20, 21 and 22, governing Section 8 licences and their conversion, are updated mainly for form nomenclature, with the notice-publication timeline under Rule 22 recast to require publication upto fifteen days before submission rather than within a week after and the permitted modes of service widened to include speed post and email.

10. PRACTICAL IMPLICATIONS AND WAY FORWARD

Rule 38A makes EPFO, ESIC and bank account registration under AGILE-PRO-S optional rather than mandatory at incorporation.

For companies and professionals, the immediate implication is a transition to the new E-CHNG and E-CON structures in place of forms used for over a decade, with the accuracy of a company's existing CIN-linked records, DIN status and financial filings becoming more consequential given the extent of auto-population built into the new forms. The simplification of subscriber documentation, the omission of Rule 17 on Form DIR 12, and the raised DIN cap should meaningfully shorten incorporation timelines, particularly for companies with larger founding boards.

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