The ICSI is a premier national professional body established under an Act of Parliament, namely the Company Secretaries Act, 1980.

Functions under the administrative control of Ministry of Corporate Affairs, Government of India.

Has been set up to develop and regulate the profession of Company Secretaries.

Has its Headquarters at New Delhi and 4 Regional Councils at Chennai, Kolkata, Mumbai and New Delhi and 68 Chapters spread all over India.

Has set up Centre for Corporate Governance, Research and Training (ICSI-CCGRT) at Navi Mumbai.

Conducts examination at 85 centres across the country and one Overseas Centre at Dubai.
ROLE OF COMPANY SECRETARIES

- Pursuant to section 383A of the companies Act, 1956, companies with a paid-up share capital of Rs. 5 crore or more are compulsorily required to appoint a whole-time Company Secretary who must be a member of the Institute of Company Secretaries of India.

- Every company having a paid-up share capital of Rs.10 lakh or more but less than Rs. 5 crore is required to engage the services of a Secretary in Whole-time Practice for issue of compliance Certificate.

The Company Secretary

- acts as a vital link between the company and its Board of Directors, shareholders and other stakeholders and regulatory authorities
- plays a key role in ensuring that the Board procedures are followed and regularly reviewed
- provides the Board with guidance as to its duties, responsibilities and powers under various laws, rules and regulations

- acts as a compliance officer as well as an in-house legal counsel to advise the Board and the various functional departments of the company on various corporates, business, economic and tax laws
- is an important member of the corporate management team and acts as conscience seeker of the company

A Company Secretary being multidisciplinary professional renders services in following areas:

CORPORATE GOVERNANCE, LEGAL AND SECRETARIAL SERVICES

Corporate Governance Services

Advising on good governance practices and compliance of Corporate Governance norms as prescribed under the Companies Act, Listing Agreement and various other laws, rules and regulations.

Corporate Secretarial Services

- Promotion, formation and incorporation of companies and matters related therewith
- Filing, registering documents including forms, returns and applications by and on behalf of the company as an authorised representative

- Maintenance of secretarial records, statutory books and registers
- Arranging Board/general meetings and preparing minutes thereof
- All work relating to shares and their transfer and transmission
SECRETARIAL AND CERTIFICATIONS UNDER THE COMPANIES ACT.

- Secretarial Audit/Compliance Audit
- Issue Compliance Certificate for companies not required to employ a Whole-time Company Secretary
- Signing of Annual Return
- Pre-certification of Forms
- Other declarations, attestations and certifications under the Companies Act.

CORPORATE LAWS ADVISORY AND REPRESENTATION SERVICES

Corporate Laws Advisory Services

Advising companies on compliance of legal and procedural aspects, particularly under:
- SEBI Act, SCRA and Rules and Regulations made thereunder
- Depositories Act
- Foreign Exchange Management Act
- Environmental and Pollution Control Laws
- Labour and Industrial Laws
- Co-operative Societies Act
- Mergers, Amalgamations and Strategic Alliances
- Foreign Collaborations and Joint Ventures
- Setting up Joint Ventures/Wholly owned subsidiaries abroad
- Competition Policy and Anti Competitive Practices
- Intellectual Property Rights - Protection, Management, Valuation and Audit
- Drafting of Legal Documents

Representation Services

Representing on behalf of a company/other persons before:
- Company Law Board
- National Company Law Tribunal
- MRTP Commission/Competition Commission of India
- Securities Appellate Tribunal
- Registrar of Companies
- Consumer Forums
- Telecom Disputes Settlement and Appellate Tribunal
- Tax Authorities, and
- Other Quasi-judicial bodies and Tribunals

Arbitration and Conciliation Services

- Advising on arbitration, negotiation and conciliation in commercial disputes between parties
- Acting as Arbitrator/Concilitor in domestic and international commercial disputes
- Drafting Arbitration/Conciliation Agreement/Clause
**FINANCIAL MARKETS SERVICES**

**Public Issue, Listing and Securities Management**
- Advisor / consultant in issue of shares and other securities
- Drafting of prospectus/offer for sale/letter of offer/ other documents related to issue of securities and obtaining various approvals
- Loan documentation, registration of charges, status and search reports
- Listing/delisting of securities with recognized stock exchange
- Private placement of shares and other securities
- Buy-back of shares
- Raising of funds from international markets ADR/GDR/FCCBs/ FCEBs/ECB
- Due diligence

**BANKING SERVICES**
- Diligence Report and Certification in respect of Consortium/Multiple banking arrangement made by Scheduled Commercial Banks/Urban Co-operative Banks.
- Loan Syndication
- Loan Documentation
- Registration of Charges
- Status and Search Report

**Takeover Code and Insider Trading**
- Ensuring compliance of the Takeover Regulations and other applicable laws and rules
- Acting as Compliance Officer and ensuring compliance with Prohibition of Insider Trading Regulations

**Securities Compliance and Certification Services**
- Certification on compliance of Clause 49 (Corporate Governance) of Listing Agreement
- Internal Audit of Depository Participants / Portfolio Managers / Stock Brokers
- Concurrent Audit
- Certifications under SEBI (DIP) Guidelines
- Audit in relation to Reconciliation of Shares
- Certificate in respect of compliance of Private Limited and Unlisted Public Company (Buy Back of Securities) Rules
- Compliance Officer under Listing Agreement
- Certification under clause 47 (c) (Transfer of Shares) of Listing Agreement
- Certification to Members of Stock Exchanges
FINANCE AND ACCOUNTING SERVICES

- Book-keeping, Accounting and Compilation of Financial Statements
- Internal Audit
- Secretary to Audit Committee
- Working capital and liquidity management
- Determination of appropriate capital structure
- Analysis of capital investment proposals
- Business valuation prior to mergers and/or acquisitions
- Budgetary controls
- Preparation of Project Reports and Feasibility Studies

TAXATION SERVICES

- Advisory services to companies on tax management and tax planning under Income-Tax, Excise and Customs Laws, Service Tax and VAT
- Preparing/reviewing various Returns and Reports
- Required for compliance with the tax laws and regulations
- Representing companies and other persons before the tax authorities and tribunals

INTERNATIONAL TRADE AND WTO SERVICES

- Advising on matters related to IPRs under TRIPs Agreement of WTO
- Advising on matters relating to antidumping, subsidies and countervailing duties
- International Commercial Arbitration
- Advising on and issuing certificates in respect of Foreign Trade Policy and Procedures
- Advising on Intellectual Property licensing and drafting of Agreements
- Acting as registered Trade Marks Agent

INFORMATION TECHNOLOGY

- Compliance with cyber laws
- Conducting Board Meetings through video-conferencing and teleconferencing
- Advising on IT related IPR
- Developing management reports and controls
- Maintaining statutory records in electronic form
- E-Filing of forms/documents in electronic mode with Registrar of Companies and other statutory authorities
MANAGEMENT SERVICES

General/Strategic Management

- Advising on Legal Structure of the organisation
- Business policy, strategy and planning
- Formulation of organisational structure
- Acting as management representative to obtain ISO Certification
- Advising on Corporate Social Responsibility
- Advising on Sustainability Accounting and Reporting

Corporate Communications and Public Relations

- Communication with various stakeholders, such as shareholders, Government, Regulatory Authorities, etc.
- Advisory services for Brand equity and image building

Human Resource Management

- Manpower planning and development
- Audit of the HR function
- Performance appraisal
- Motivation and remuneration strategies
- Industrial relations
- Office management, work studies and performance standards
- Advising on industrial and labour laws

HEADQUARTERS

ICSI House, 22, Institutional Area, Lodi Road, New Delhi – 110 003
Tel: 011-45341076, 45341077, 4534 1000, 4150 4444 Fax: 24626727
E-mail: info@icsi.edu

Centre for Corporate Governance, Research and Training (ICSI-CCGRT)
Plot No. 101, Sector-15, Institutional Area CBD Belapur Navi Mumbai – 400 614
Phone: 022-27577814–16 Fax: 022–27574384 E-mail: ccgrt@icsi.edu

REGIONAL COUNCILS

EASTERN INDIA REGIONAL COUNCIL
ICSI-EIRC Building, 3-A Ahripukur I Lane, Kolkata 700 019
Phone: 22832973, 22816541, 22816542, 22901065, 2290 2178-79 Fax: 22816542,
E-mail: eiro@icsi.edu

NORTHERN INDIA REGIONAL COUNCIL
ICSI-NIRC Building, Plot No.4, Prasad Nagar Institutional Area, New Delhi 110 005
Phone: 25769352, 4934 3005 Fax: 25722662 Email: niro@icsi.edu

SOUTHERN INDIA REGIONAL COUNCIL
ICSI-SIRC House, No.9 Wheat Crofts Road, Nungambakkam, Chennai 600 034
Phone: 28279898, 28222212 Fax: 28286885
E-mail: siro@icsi.edu

WESTERN INDIA REGIONAL COUNCIL
13 Jolly Maker Chambers, No.2, First Floor, Nariman Point, Mumbai 400021
Phones: 22844073, 22047569, 22047580, 22047604 Fax: 22850109
E-mail: wiro@icsi.edu

Managing Excellence

Vision
“"To be a global leader in promoting Good Corporate Governance”"

Mission
“"To develop high calibre professionals facilitating good Corporate Governance”"

THE INSTITUTE OF
Company Secretaries of India
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

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Corporate Governance, the buzzword in today's business environment is a combination of legal practices, ethics, best management practices, wealth creation management and foresight. Company Secretary is the key person, who implements all these in an encouraging environment. Besides, he plays a vital role in planning Company's future.

A Company Secretary who represents a company to the internal and external stakeholders, coordinates the management functions and company policies, keeps an eye on ethics and mutual trust, helps in strategic decisions - aligning the company towards excellence.

As a qualified professional from the ICSI, world's largest Institute for Company Secretaries, he is a true multifaceted, who executes the day to day activities encompassing all the key areas of Corporate Governance, all the way to corporate growth through foresight and professional dexterity.

Managing Excellence

THE INSTITUTE OF COMPANY SECRETARIES OF INDIA
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

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