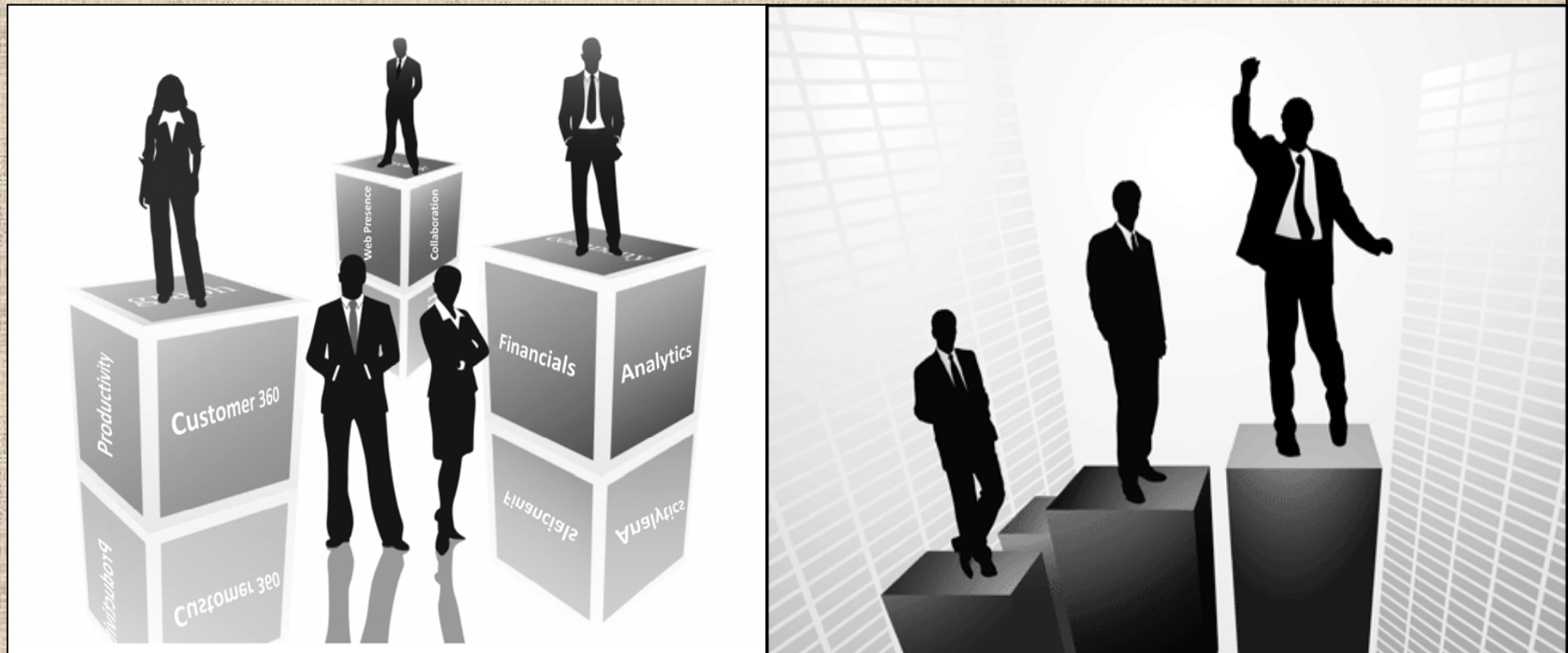


# Opportunities for Company Secretary under New Regime



# Company Secretary & Corporate World



# Company Secretary in Corporate world

- ❖ In the growing Corporate World , a need for professional in every field has become mandatory and there comes the role of a Company Secretary.
- ❖ Company Secretary has essential role in development of objectives , strategies and policies of the Company.
- ❖ Company Secretary is an indispensable professional in the efficient management of an organization , whose affairs are conducted by the board of directors or a Council or any other corporate structure.
- ❖ In fact, a Company Secretary is a senior managerial person in the corporate structure ensuring administration of the Company and certifying the company's compliance with the provisions of the various acts and statutes.

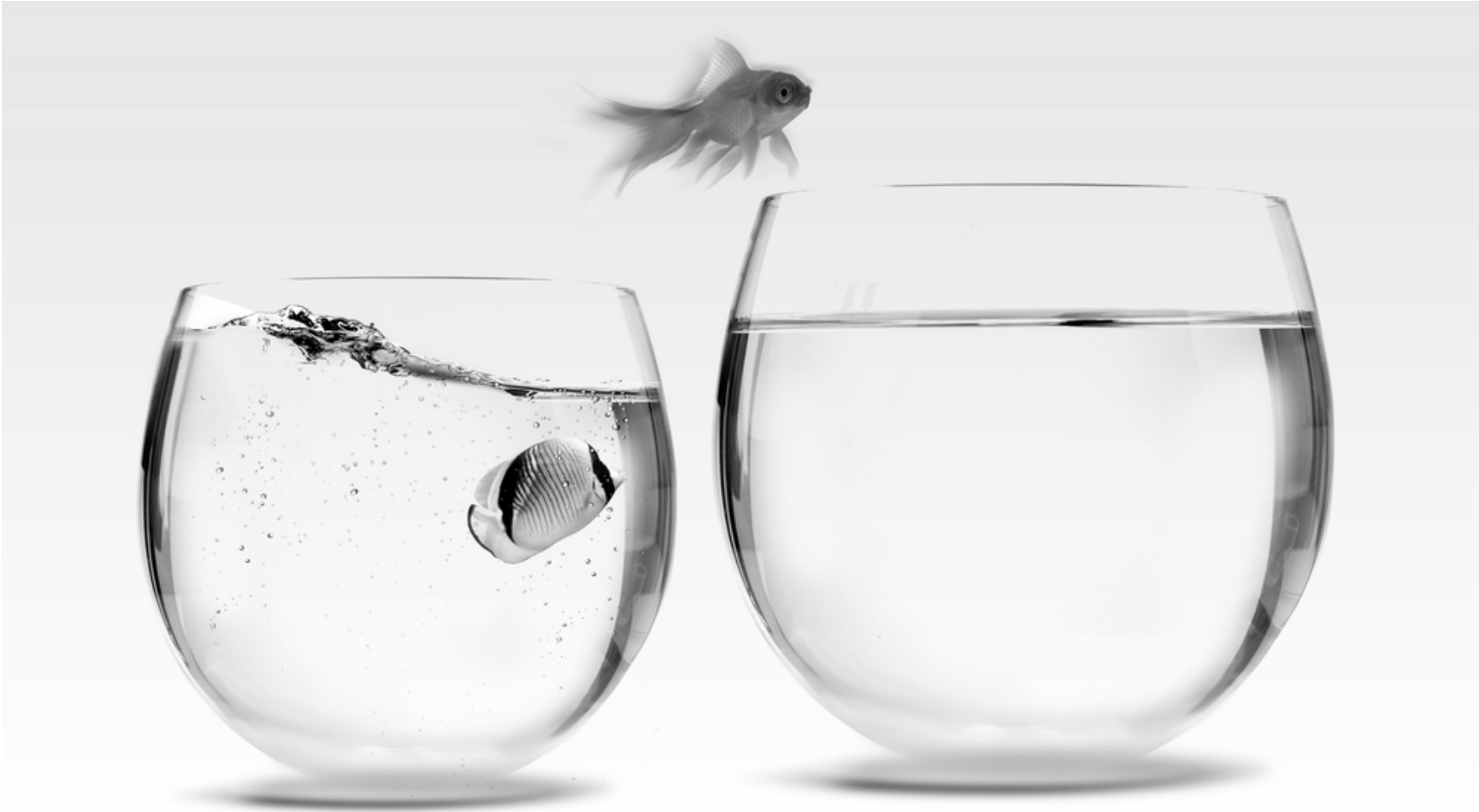
# Company secretary as "KMP"



# Appointment of "key Managerial Person"

- ❖ Inclusion of CS in KMP in Companies Bill, 2012.
- ❖ As per clause 2(51) of the Bill, the definition of KMP includes a Company Secretary apart from MD, CEO and CFO.
- ❖ Appointment of KMP as per clause 203 of Companies Bill, 2012 :  
Every Company belonging to such class or classes as may be prescribed shall have the following Whole Time "Key managerial Person" -
  - ✓ Managing Director or CEO or Manager and in their absence ; a whole time Director;
  - ✓ **Company Secretary ;**
  - ✓ CFO

# Changing Role of Company Secretaries



# Changing Role and growth of Company Secretary

- ❖ Company Secretaries have diverse knowledge of all the legal and functional aspects of an organization apart from secretarial.
- ❖ From a Compliance officer , the Company secretary has now been recognized as KMP on par with the directors.
- ❖ In order to make an impact in the Corporate Sector ; we need to be more focused on other areas as well like taxation , Corporate governance , Sustainability Reporting, Arbitration & Conciliation, Corporate Communication & public Relations . Human Resource etc.

# Company Secretary Contributing Growth of Organisation





# Contribution to the Growth of Organization

The scope of being Company Secretary is increasing year by year .The Role in Corporate Sector is diverse and Company Secretaries extend their work profile with the following key work responsibilities of the Organizations -

- ✓ Corporate Laws
- ✓ Corporate Governance
- ✓ Corporate Administration
- ✓ Board and shareholders meetings
- ✓ Corporate Compliance Management
- ✓ Stakeholder Relationship
- ✓ IPO, ADRs/GDRs
- ✓ Capital market , Stock exchanges and Listing agreement
- ✓ Mergers and Amalgamations
- ✓ Insider Trading and Takeovers
- ✓ Representations
- ✓ Arbitrations and Reconciliation
- ✓ Direct and Indirect Taxes
- ✓ Investor Education and Protection
- ✓ Human Resource ..etc

# Companies Bill 2012 & Company Secretary



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Companies Bill

## Scope for Company Secretaries in Companies Bill, 2012

### ❖ Incorporation of Company -

- ✓ For incorporation of a Company there is a requirement that a declaration is to be given by a Company Secretary.
- ✓ Company Secretary, who is engaged in formation of the company that all the acts and rules have been complied with.

### ❖ Annual Return-

- ✓ Section 92 of the Bill contains provisions about Annual Return of the Companies
- ✓ A Company Secretary has to sign and certify the correctness of the annual return of the Company.

## Scope for Company Secretaries in Companies Bill, 2012

### ❖ Secretarial Audit Introduced under Clause 204 of the Bill -

- ✓ A Company has to Co-ordinate the performance of a Secretarial audit , Performed by a Company Secretary in Practice.
- ✓ The Secretarial Audit report has to be annexed with the Director's and Auditor's report.
- ✓ The Board of Directors, in their report shall explain in full any qualification or observation or other remarks made by the company secretary in practice in his report.

# Growth in the Profession of Company Secretary



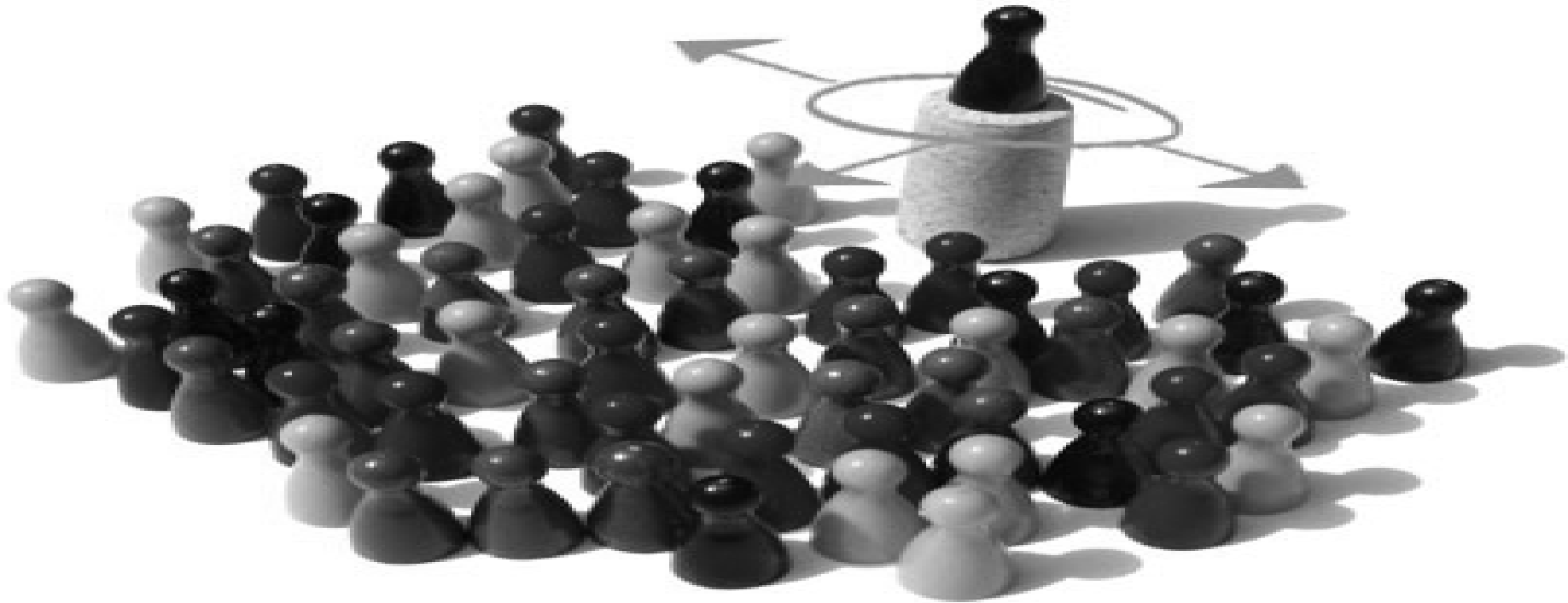
## Factors for the Growth of the Profession

- ❖ Targeted Double GDP Growth
  - ❖ Expansion of Corporate Sector within and beyond the borders.
  - ❖ Emergence of new Corporate entities like LLP's and OCP's.
  - ❖ E-Governance
  - ❖ New Companies bill
  - ❖ IFRS
  - ❖ Focus on Corporate Governance and CSR
  - ❖ XBRL
- 👉 Growth is quick and depends on how you make your impression in dealing with Company matters .

# Global Opportunities for the Profession

- ☞ Global environment brings positivity for the profession of the Company Secretaries.
- ❖ Globalization of professional services under the aegis of WTO/GATS
- ❖ International networking with sister professional bodies through associations , MOU's and Mutual Fund Agreements.
- ❖ FDI and FII - Mentioned in INDIA VISION 2020  
- Growth in foreign capital inflows.
- ❖ Cross border merger and acquisitions

# Qualities leading to Corporate Growth





## Qualities of Company Secretary leading to their growth and recognition in the Corporate Sector

- ❖ Statutory Recognition
- ❖ Students trust and confidence
- ❖ Trust of government and regulators
- ❖ Industry confidence and Brand Value
- ❖ Proximity to Board and Top Management
- ❖ Wider range of Services and diversity of knowledge
- ❖ Effective Administration
- ❖ Visible presence in Corporate Sector
- ❖ Global Networking

# Opportunities & Scope for the Company Secretary



## Opportunities leading to growth of in Corporate World

- ❖ Strong demand factors and growth of Indian Corporate sector.
- ❖ Entry into new departments like finance, taxation, risk management , HR etc.
- ❖ Opportunities in Competition laws , Valuation & Insolvency laws.
- ❖ Increasing scope of professional services in international laws.
- ❖ Future reservoir of students.

## Core Values of Company Secretary leading to Corporate Growth

- ☞ Core values of Company Secretary acts as added advantage to them in corporate sector. The Core values on which profession is based are:
  - Integrity
  - Ethics
  - Reliability
  - Ownership
  - Being Stakeholder centric

# Challenges in Corporate World



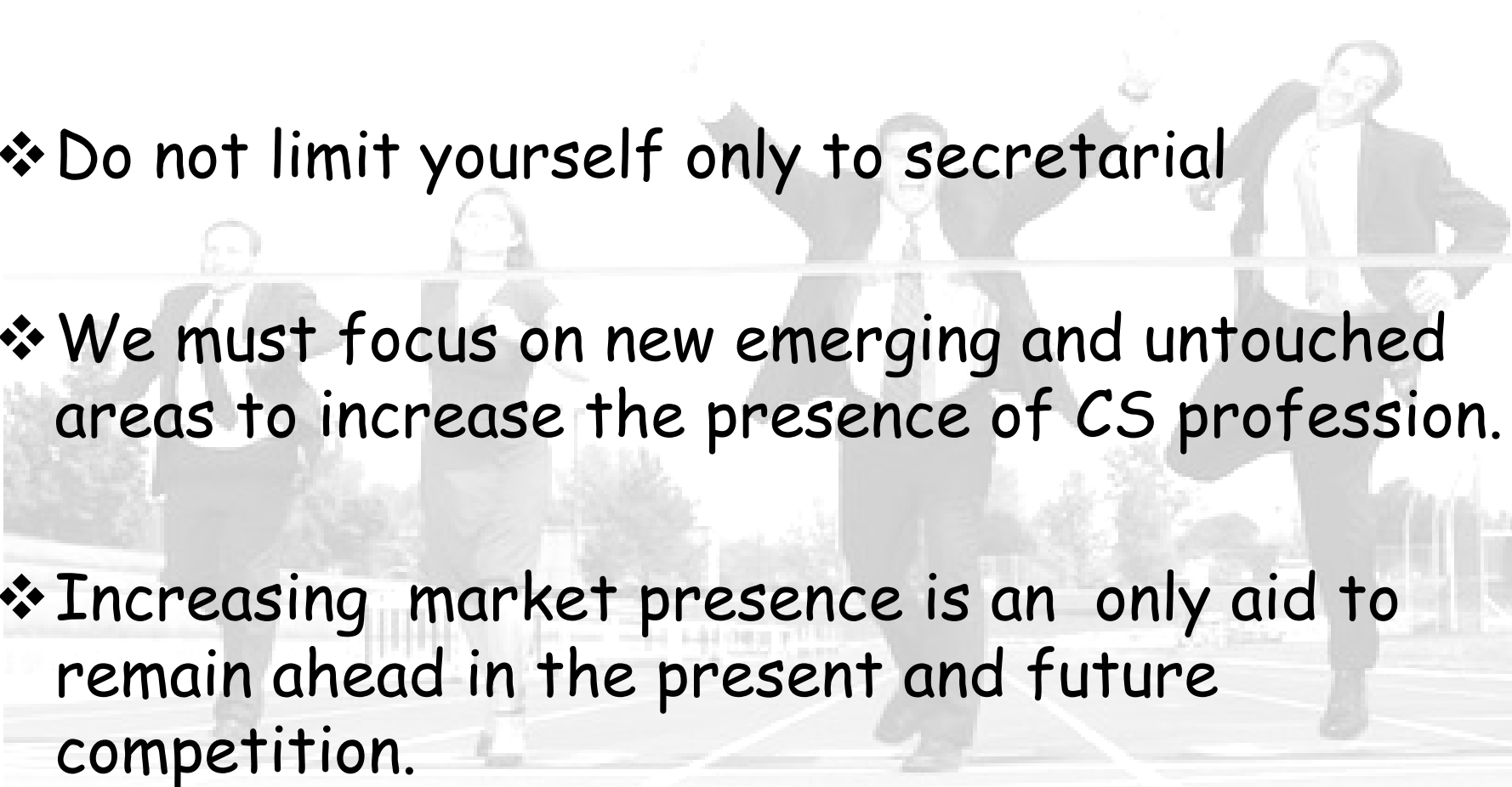
# Challenges ahead in Corporate World

- ❖ Corporate mishaps and frauds
- ❖ Competition from other professions
- ❖ Technological changes
- ❖ Reduced dependence on Professionals
- ❖ New players in the education field
- ❖ Quality of members and services
- ❖ Adapting to simplification

# Corporate Mishaps and frauds

- ❖ Corporate frauds Debilitate the growth of any profession.
- ❖ It also decreases the trust of the Corporates in Professionals.
- ❖ Satyam Scandal is a recent example of Corporate fraud or perhaps it is India's biggest corporate fraud case ;it has also affected the trust towards the professionals in the industry.
- ❖ We must maintain our standards and ethics to face this challenge .

# Competition from other Professions

- ❖ Competition is growing and getting tougher as well.
  - ❖ Do not limit yourself only to secretarial
  - ❖ We must focus on new emerging and untouched areas to increase the presence of CS profession.
  - ❖ Increasing market presence is an only aid to remain ahead in the present and future competition.
- 



# Technological Changes

- ❖ Change in technology is very rapid.
- ❖ Technology is transforming the corporate industry today.
- ❖ We must cope up with the change in technological environment to make a mark in the corporate industry.
- ❖ Most of the technological changes are positive and the wise use of technological advances can further improve the presence of Company Secretaries in among Corporates.

# Reduced Dependence on Professionals

- Now- a- days organizations do not depend on professionals for seeking advice or services as plenty of information is available online.
- It's a challenge to offer professional services to those who do not consider ; taking professional advice or service as that important. We must excel as a service provider.
- Maintaining the Higher standards and quality in our Professional and ethical conduct is the utmost requirement and need of the hour.

# New Players in the Education Field

- ❖ There are several new Professionals ; entering the corporate industry.
- ❖ We must maintain higher quality to beat the competition and remain ahead.

## Adapting to Simplification

- ❖ Looking easy ways outs affects the professionals adversely.
- ❖ More focus on the strengths is needed to rise in the Corporate sector.

# Quality of Members and Services

- ❖ Quality should not be compromised at any cost
- ❖ Focus must be on maintaining the quality of our professional services and our members.
- ❖ Quality of service will help us grow with the growing economy of India.
- ☞ *“Be a Yardstick of quality. Some people are not used to an environment where excellence is expected”- Steve Jobs*

**NIRC Slogan, 2013 - Brand Building & Innovation !!!!!**

**Let's live upto it !!!!!**

**Thank You..!!**

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