Company Secretary-Emerging
Role as Corporate Professional and Advisor to the Board

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“Thoughts are the seeds that create destiny”
Opportunities to serve the Industry are unlimited

‘Think Positive’
Corporate Laws

- Secretarial Audit
- Signing of Annual Return
- Pre-certification
- National Company Law Tribunal
- Corporate Mergers
- Due Diligence
Securities Laws and Capital Market

- Compliance Audit of Intermediaries
- Securities Appellate Tribunal
- Delisting
Banking and Financial Services

- Due Diligence of Borrowers
- Documentation and Charges
- NPAs and Asset Reconstruction
- NBFC Compliances
Unexplored Areas

- Economic, Industrial and Labour Laws
- Taxation Laws
- Foreign Collaborations/International Contracts
- Intellectual Property Rights
- Arbitration and ADR
Annual Return

- Exhaustive Format (MGT-7)
- Combination of earlier CC and AR
- Additional informations viz business activities, particulars of holding/subsidiary/associate Companies
Annual Return

- KMP and any change during the financial year
- Detail of meetings of members/Board/Committee along with attendance
Annual Return

- Remuneration to Directors and KMP
- penalty or punishment imposed, appeals made
- Shareholding of FIIs
Annual Return

- Extract of AR forming part of Directors’ Report
- Signing and Certification
Annual General Meeting

- First AGM within 9 months
- During Business hours (9 am to 6 pm)
- Notice through e-mail as a text/attachment
Annual General Meeting

- Notice to Auditor, Directors and members by regd/speed post or e-mail or courier
- Contents of Notice include place, date, day and hour
-Disclosure of interest and material facts of Director/Manager/KMP and their relatives
- Specified Resolutions and agreements to be filed with ROC (MGT-14)
Quorum

- Linked with number of members (5 for 1000 members, 15 upto 5000, 30 above 5000)
- 3 days Notice for holding adjourned meeting for want of quorum
- Publication in newspaper (english+local)
e-Voting

- A new concept
- Clause 35 B of Listing Agreement
- Applicable to all listed and unlisted with 1000 or more shareholders
- Process, manner and time-schedule for e-voting
e-Voting

- Advertisement in English + local language before 5 days of beginning of voting period
- e-voting shall remain open for not less than 1 day and not more than 3 days
- Completion of e-voting 3 days before the GM
e-Voting

- Appointment of Scrutinizer
- Scrutinizer’s Report
- Poll process – Role of Scrutinizer
Postal Ballot

- Applicable to both listed/unlisted Public Companies
- Widening the list of business to be transacted
- Discretionary to adopt postal ballot for all businesses except ordinary and other specific items
Minutes

- Secretarial Standards
- Resolution passed by postal ballot
- Time-period for preparation, signing within 30 days
- Contents- Disclosure of dissenting Director
Report on AGM

- Preparation and signing by Chairman or by two Directors including MD
- Filing with ROC within 30 days
Register of Members

- Maintenance of register in Form MGT-1 within 7 days
- Conversion of existing data for all securities as per new law within 6 months
- Listed Company-particulars of pledge, charge, lien or hypothecation created by promoters within 15 days
Thank you!
DECLARATION AND PAYMENT OF DIVIDEND
The rate of dividend declared shall not exceed the average of the rates in the 3 years.

The amount shall not exceed one-tenth of the sum of its paid-up share capital and free reserves.

The amount drawn shall first be utilised to set off the losses incurred in the financial year before any dividend in respect of equity shares is declared.

The balance of reserves after such withdrawal shall not fall below 15% of its paid up share capital.
- No company shall declare dividend unless carried over previous losses.
- Before declaring the dividend, the Company may transfer such % of profit for that FY as it may consider appropriate to the reserve.
- No dividend can be paid from its reserves other than free reserves.
- The amount of dividend shall be deposited to the Schedule Bank in a separate account within 5 day from the date of declaration of such dividend.
The dividend shall be paid only to registered members.

Dividend may be paid by cheque or warrant or in any electronic mode to the shareholder entitled to the payment of the dividend. No shall not be paid in cash.

a. Payment of Dividend by cheque/ warrant:

b. Payment of Dividend by electronic mode:
NON-PAYMENT OF DIVIDEND

The company shall, within 7 days from the date of expiry of the said period of 30 days, transfer the total amount of dividend which remains unpaid or unclaimed to a special account to be opened by the company in that behalf in any scheduled bank to be called the Unpaid Dividend Account.
Penalty of Default

If any default is made in transferring the total amount to the Unpaid Dividend Account of the company, it shall pay, from the date of such default, interest on so much of the amount as has not been transferred to the said account, at the rate of 12% p.a. and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them.
If a company fails to comply with any of the requirements of this section, the company shall be punishable with fine which shall not be less than 5 lakh rupees but which may extend to 25 lakh rupees and every officer of the company who is in default shall be punishable with fine which shall not be less than 1 lakh rupees but which may extend to 5 lakh rupees.