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

## REPORT ON ICSI - BANGALORE CHAPTER CAMPUS PLACEMENT DRIVE 2014-15 HELD ON 9TH JANUARY 2015 AT NEW CHAPTER PREMISES, BANGALORE



Towards continuing the efforts for providing placement to the members as well as Apprenticeship training to the students, The ICSI-Bangalore Chapter conducted Campus Placement Drive 2014-15 on 9th January, 2015 at Bangalore Chapter Premises. The preparation started quite a month before the event. For the first time ever brochures on Campus Placement Drive 2014-15 were printed and sent toaround 750 Companies falling in the bracket of 5 crore & more paid up share capital in Bangalore and also the email flyers were repeatedly circulated to around 2500 listed companies and 1200 CS Members in Bangalore.

In comparison to the previous years' Campus Placement Programme there was a remarkable increase in both the number of employers and shortlisted candidates with around 37 Companies & firms participating in the event as Employers for providing training and employment for around 147 students and fresh members for a total requirement of 34 trainees and 28 qualifieds.

Orientation programme on to "How to Face an Interview" was also conducted by the Chapter on 7th January, 2015 at the Chapter Premises were a large number of candidates got benefited.

Prolific Campus Placement Drive 2014-15 was successfully conducted with guidance of CS.C. Sharada, Chairman of the Chapter & CS Srinivasan, Treasurer & Chairman, Placement Committee Bangalore Chapter with ample support of Student Volunteers, Chapter officials and Event Coordinator Ms. Noor Sumayya AEO, Bangalore Chapter.

**Details are as under:**
**Number of students & Members participated – 147**
**Number of Companies & firms participated: - 36**

**REPORT ON SOUTHERN INDIA REGIONAL CONFERENCE OF STUDENTS ON THE THEME:  POWER LEARNING AND ROMANCING SUCCESS**

The ICSI Bangalore Chapter hosted the Southern India Regional Conference of Students on 10<sup>th</sup> January 2015 at the Chapter Premises, Bangalore on the THEME: **: POWER LEARNING AND ROMANCING SUCCESS**

**Inaugural Session:**

CS S.C Sharada, Chairman Bangalore Chapter of the ICSI delivered the welcome address and introduced the Chief Guest CS Gopalakrishna Hegde, Council Member, The ICSI. Ms Sarah Arokiasamy, Regional Director, SIRC of ICSI was also present. The dignitaries inaugurated the programme by lighting of lamp.

CS Gopalakrishna Hegde in his Inaugural address to the participants emphasized on the theme of the conference and stated that it's the beginning of new day, new thoughts, new actions and new learnings. Highlighting the developments taking place in the New Companies Act stated the challenges and opportunities created in the act. He advised participants to convert every challenge into an opportunity which gives way to enhanced recognition to CS. He stressed that there is no limitation to the human being to achieve whatever they desire, provided they channelize the process appropriately.

He then advised the participants to indulge oneself in intellectual romancing and keep negative feelings away, hear good things put efforts in achieving their desires and ultimately to believe in onself.

Further Ms. Sarah Arokiasamy, Regional Director, SIRC of ICSI thanked the ICSI Bangalore Chapter for taking up the proposal to host the conference and addressed the gathering.

Cs Haribabu Thota, Secretary, Bangalore Chapter of ICSI proposed the vote of thanks

**First Technical Session on "Power Learning"**

CS G.M.Ganapathi Past Chairman, Bangalore Chapter of ICSI welcomed the speaker Dr. A.G.Kulkarni, Learning Developer Bangalore.

Dr. A.G.Kulkarni gave an overview on Power Learning and indulged the participants in many such activities to taste Power learning. He helped participant's understand how to train ones mind to get adapted to the techniques of power learning through concentration which is the essence of power learning

CS G.M.Ganapathi delivered the concluding remarks and proposed the vote of thanks.

**Second Technical Session on "Romancing Success"**

CS S.C Sharada welcomed the speaker Ms. N.Srividya, Learning Facilitator, Bangalore.

Ms. Srividya in his presentation indulged participants in the activity of analyzing their dreams and identifying the resources required/available to achieve those dreams. She then emphasized on the quantum of resource available and lacking and through the activity she made participants understand the importance of having all the resources in equal quantum to have smooth run on the wheel of success.

CS S.C Sharada delivered the concluding remarks and proposed the vote of thanks

**Third Technical Session on " Expectations: From Students, of Students"**

CS H.M.Dattatri, Vice Chairman, Bangalore Chapter of ICSI welcomed and introduced the speaker for third technical CS R.V.Tyagarajan, Practicing Company Secretary; CS S.Vivekananda, Advocate; CS Vijay Kumar Sajjan .Practicing Company Secretary.

Firstly the Expectations of the students with regard to training programmes, oral coaching, library, examination and many such other requirement of curriculum were addressed by the speakers in details. Further what is expected from student was also dealt in detail. They were advised to be dedicated towards the course and were motivated to be active throughout the curriculum to reap maximum benefits

The programme was very well attended by 140 students.

CS H.M Dattatri delivered the concluding remarks and proposed the vote of thanks

# REPORT ON JOINT PROGRAMME WITH ICAI, ICSI & ICMA ON 10th JANUARY 2015 AT WOODLANDS ON "CONCEPT OF CORPORATE MANAGEMENT – ANCIENT INDIAN THOUGHTS"



The Bangalore Chapter of ICSI in association with Institute of Chartered Accountants and Institute of Cost Accountants organized a Joint Seminar on " Concept of Corporate Management – Ancient Indian Thoughts" on 10th January 2015 at Hotel Woodlands, Bangalore.

CS S.C.Sharada, welcomed the gathering and invited the dignitaries on the dias.The Programme was Inaugurated by past presidents of all the three professional bodies:-

1) CS D.K.Prahlada Rao, Past President, The ICSI
2) CA B.P.Rao, Past President, The ICAI
3) CMA G.N.Venkataraman, Past President, The ICAI

The programme was inaugruated by lighting the lamp which was followed with invocation.

Speaking on the occasion CA B.P.Rao, Past President, The ICAI, said that it was the first time in 30 years that the three professional bodies has come together for organizing the joint program, and congratulated the chairman's of all the three professional bodies for conducting such a programme.

Speaking on the occasion CMA G.N.Venkataraman, Past President, The ICAI congratulated the Chairman's of all the three professional bodies for organizing such a programme, and said that he was overwhelmed with the presence of other two past presidents CA B.P Rao and CS D.K.Prahlada Rao. CMA G.N.Venkataraman said that the three professional bodies should come together and organize such good programmes for the benefit of Members and Students in future.

Speaking on the occasion CS D.K.Prahlada Rao, Past President, The ICSI first congratulated the organizers for coming together in one single platform and organinzg such a wonderful programme. CS D.K.Prahlada Rao informed that he liked the theme of the programme " Concept of Corporate

Management – Ancient Indian Thoughts" and said that this year has brought a new beginning where all the three professional bodies came together, which was awaited from the past 30 years. CS D.K.Prahlada Rao said that from now onwards such kind of programmes should be organized very often for professional growth and development of all the three institutions.

The programme was then followed with felicitation ceremony to CS Gopalakrishna Hegde, Central Council Member, The ICSI & CS G.M.Ganapathi, Regional Council Member, SIRC of ICSI by all the three professional Institutions.

## 1st Technical Session :-

The first technical session during the programme was addressed by CMA B.R.Prabhakara, Past Chairman and Regional Council Member, ICAI on"Cost Management & Taxation". The Speaker started his session by explaining that India, is one of the most ancient civilizations of the world, and has excellence in many aspects such as Mathematics, civil engineering, state administration, chemistry, fine arts, music, drama etc…and deliberated that ancient India has a number of entities for business like "gana, pani, puga,vrata, sangha, nigama&sreni and explained them in detail. While explaining'Sreni' he mentioned that this group was a complex organizational entity that shares many similarities with modern corporate world except the concept of limited liability.

The Speaker while explaining cost management & taxation he quoted several examples comparing quotes and terminologies from Mahabharata to the modern corporate culture.

The Speaker concluded his session saying our ancestors were great administrators and thinkers, and their approach was no way inferior to the current thinking. The Speakersaid that we should welcome new & improved ideaswithout discounting India's contribution.

## 2nd technical Session:-

During the Second technical session CA Gururaj Acharya, PartnerK.G.Acharya& Copresented on topic " Reporting Requirements and Investor Protection, while addressing the gathering CA Acharya thanked the chairman's of all the three professional bodies for inviting him as a speaker for the programme.

The Speaker started his session by recollecting what CA B.P.Rao, Past President, ICAI once mentioned as " When you are in doubt on something – Just don't do it" recollecting the same quote CA Acharya said that we have to follow it as a thumb rule for going ahead in life. The Speaker while explaining reporting requirements in comparison to Mahabharatha, said that the none of the great people in Mahabharatha prevented duryodhana and dushyasana from doing the wrong things, except Vidura. The Speaker said that because of these irregularities in the reporting system companies like Satyam ended with such kind of fortune.

His session was concluded with vote of thanks and presentation of Memento.

### 3<sup>rd</sup> Technical Session:-

The third Technical session during the programme was taken by CS Gopalakrishna Hegde, Central Council Member, ICSI on topic " Ethics& Governance".

Addressing the gathering CS Gopalakrishna Hegde, first congratulated all the three professional bodies for coming together in organizing the programme on "Concept of Corporate Management".

CS Gopalakrishna Hegde, presented on "Ancient Indian Approach to management" He explained Business is called yagna in RIG Veda, while performing yagna the owner ( yajaman ) makes offerings to Agni, to please his chosen deity who inturn will give what the yajaman desires exclaiming "Thathastu". In the current scenario Swaha is what yajaman or the owner invests i.e the Goods, Services and ideas &thathastu is return on Investment i.e revenue, salary and services.He then explained the gathering on ethics in different departments like finance, human resources, production and marketing.

The Speaker then informed the gathering that Bhagawadgita specifies twenty values in Chapter XIII (8 to 12) which are relevant for any manager in the modern day such as:-

1) Amanitvam which describes humility;
2) Adambhitvam which describes pridelessness;
3) Ahimsa which describes non-violence;
4) Kshanti which describes tolerance;
5) Arjavam which describes simplicity;
6) Shaucham which describes cleanliness etc…

The Speaker also explained the gathering the benefits of ethics and governance saying that ethical companies have been shown to be more profitable & making ethical choices results in lower stress for corporate managers and other employees.

CS Gopalakrishna Hegde, explained that Corporate governance is everywhere, and informed that our universe is governed by 5 elements of nature:-

Land – which makes us understand that one has to be grounded in his approach, Water – to be flexible, Air – Invisible presence, Fire – to destroy evil, Sky – endless possibilities

The Speaker said all professionals need to demonstrate transparency, courage and always tell the truth and be honest " Satyam Vada" and governance is a mechanism for monitoring the actions, policies and decisions of organizations, the governance professional indulges in ethical decision making while conducting professional work "DharmamChara" doing the right.

The third technical session ended with presentation of memento to the speaker.

**REPORT ON HALF DAY WORKSHOP ON PRE-CERTIFICATION OF E-FORMS HELD ON 13th JANUARY 2015 AT CHAPTER"S PREMISES.**



The ICSI Bangalore Chapter organized a Half Day workshop on "pre certification of e forms on 13th January 2015, at the chapter's premises.

The Programme was presided by Chief Guest Mr. M.R.Bhat, Registrar of Companies, Karnataka.

CS S.C.Sharada, Chairman, Bangalore Chapter of SIRC of ICSI welcomed the gathering and invited the dignitaries CS Gopalakrishna Hegde, Central Council Member, The ICSI, Chief Guest Mr. M.R.Bhat, ROC, Karnataka on dias.

The programme was inaugurated by Mr. M.R.Bhat, by lighting the lamp.

Speaking on the occasion Mr. M.R.Bhat, ROC, Karnataka congratulated the Chairman, Bangalore Chapter for inviting him and conducting such kind of a program. Mr. Bhat assured that he is here to answer all the queries of the participants on pre-certification. Mr. Bhat said that visiting to such platforms will enable him to address various clarifications/queries posed by company secretaries.

**1st Technical Session:-**

The First Session during the programme was taken by CS V.Sreedharan, Past Central Council Member and Member Peer Review Board, The ICSI on topic " PreCerification of e forms" he started with the back ground explaining that MCA-21 E Governance Project kicked off in 2006, and Payment method gradually migrated from manual to electronic mode, after which Filings in November, 2014 was 54% higher than November, 2013 and due to which in 4 days of November, 2014 , it crossed 1 Lakh filings per day.

While explaining the benefits of e filing the Speaker informed that efiling results in

- Ease of business, Faster provision of services, Paperless filing, Electronic payment facility,Payment later( Pay Later Scheme), Secure electronic repository for storage for Government

- The Speaker informed that the benefits of pre certification will lead to better corporate compliance, reduced work load on regulator, Independent check by professionals on documents enhances credibility, and Regulator's attention can be focussed on other important areas relating to corporate compliances and investors.

While explaining the pre requisites of e filing he said that one should have

- Sound understanding of Company Law

- Robust computer systems

- Internet enabled environment

- Adequate software support

- Efficient data back up facility

- Trained and competent staff

- Verification procedure before uploading

Explaining the Authentication of Documents: The Speaker informed that the authorised signatory and the professional if any, who certify the E-form shall be responsible for the correctness of the contents of e-form and correctness of the enclosures attached with the E- form. The Speaker stressed upon that it shall be sole responsibility of the person who is signing the form  and professional who is certifying the form to ensure that all the required attachments relevant to the form have been attached completely   and legibly as per provisions of the Act, and rules made thereunder to the forms or application or returns filedRule 8(9)- Where any instance of filingdocument, application or return etc.containing a false or misleading information oromission of material fact, requiring actionunder section 448 or section 449 is observed,the person shall be liable under section 448and 449 of the Act. Rule 8(10)- Without prejudice to any otherliability, in case of certification of any form,document, application or return under the Actcontaining wrong or false or misleadinginformation or omission of material fact orattachments by the person, the Digital SignatureCertificate shall be de-activated by the CentralGovernment till a final decision is taken in this regard.

Consequences of wrong Pre-certification:-

**The Speaker while explaining the Consequences of wrong Pre-Certification that it come under Sections 447-Punishment for fraud if**

- Any person who is found to be guilty of fraud

- shall be punishable with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud: Provided that where the fraud in question involves public interest, the term of imprisonment shall not be less than 3 years.

**Section 449-Punishment for false evidence**

- If any person intentionally gives false evidence upon any examination on oath or solemn affirmation, authorised under this Act; or in any affidavit, deposition or solemn affirmation, in or about the winding up of any company under this Act, or otherwise in or about any matter arising under this Act,he shall be punishable with imprisonment for a term which shall not be less than three years but which may extend to seven years and with fine which may extend to **ten lakh rupees**.

The first technical session concluded with vote of thanks and memento to the speaker.

**2nd Technical Session:-**

The 2nd technical session during the programme was taken by CS Sumana Rao, Practicing Company Secretary, who took session on CERTIFICATION OF E-FORMS, E-FORMS REQUIRING CERTIFCATION BY PRACTICING PROFESSIONALWITH RESPECT TO SHARE CAPITAL. While explaining Section 64(1) of the Companies Act, 2013 read with rule 15 of Companies (Share Capital & Debenture) Rules 2014. She informed that one should **Ensure the form is filed within 30 days from the date of event.**

**She informed that the Information that needs to be collected is**

**Purpose of the form:-** Whether the increase in capital  is due to decision taken by the company,  is by way of Government order, is by way of redemption of preference shares, is increase in number of members ORconsolidation/division etc. And the Documents to be checked/attached are as below:-

1)Memorandum of Association
2)Board resolution
3)General meeting resolution
4)Central Government order/notice

She informed that before proceeding review has to be done on:- board resolutions and general meeting resolutions for authenticity, whether copies are attached of altered MOA,  Central Government order/notice, relevant resolutions increasing the authorized capital/redeeming preference shares/consolidation/divisions etc., notice and statement of material facts together with certified copy of general meeting resolution.

The speaker also explained the gathering on PAS3 return of allotment, Types of Securities, nature of allotment of shares, and the information that needs to be collected, documents to be checked.

The Speaker also explained MGT-14-FILNG OF RESOLUTIONS AND AGREEMENTS TO REGISTRAR OF COMPANIES explaining that in Pursuant to section 117(1) and 179(3)(c) of the Companies Act, 2013**MGT-14**

**The Board resolution**MGT 14 needs To be filed in case of issue of securities u/s 179(3)(c)

**General Meeting resolution (Special)** for approval of shareholders by way of special resolution in a general meeting with respect to  issue of securities under private placement /preferential allotment, issue of preference shares, issue of shares to employees under stock option scheme (ESOP) and Ensure all the resolutions are passed in a duly convened board/general meeting, In case of listed company check if the resolution is passed by postal ballot and choose the button accordingly, Check if notice period of 21 days is given for the meeting. In case of shorter notice, ensure approval for short notice is attached along with the notice/explanatory statement and the resolutions.

The other technical sessions were taken by CS M.Bhavani, Practicing Company Secretary and CS T.R Jairam, practicing Company Secretary, who explained that Pre certification essentially implies certification of the veracity and correctness of any event or document.  Company Secretary being the ideal professional to ensure compliance of the Companies Act enjoys a very unique and special standing in the fraternity of professionals recognized to certify various forms under the Companies Act, 1956 and now 2013 Act. This casts an additional responsibility on the profession of company secretaries. The ICSI has also come out with an excellent reference on precertification of e- forms. This presentation is a humble attempt to share my thoughts and experience in the field of charge management . While the core compliance details are self explanatory in the Act and the forms prescribed, yet there are certain practical aspects which if implemented and taken care, will go a long way in ensuring compliance in both letter and spirit.

The seminar was concluded with vote of thanks and Presentation of Memento to the Speakers and the chief Guest.

**Report on "Speech Craft", The Capacity Building Programme in "Communication & Leadership" organized by The Bangalore Chapter of the ICSI in association with The IIMB Orators Club, Bangalore.**



First-ever**"Speech Craft", The** Capacity Building Programme (CBP) in Communication and Leadership commenced on 17th January, 2015 in association with IIMB Orators Club in order to provide a structured training in public speaking and leadership, which concluded on Saturday, 7th February, 2015.

The following educational session were conducted by the profound speakers from IIMB Orators Club Bangalore throughout the four weeks of "Speech Craft workshop".

| Date | Particulars | Speakers |
|---|---|---|
| 17th Jan 2015 | Educational session on selecting the speech topic | TM Prabhakara |
| 24th Jan 2015 | Educational session on how to deliver the Introduction of speaker /Playing Master of Ceremonies (MC) role | TM  VivekTonapi |
| | Educational session on organizing  the speech | TM Arjun Raj URS |
| 31th Jan 2015 | Educational session on how to use gestures and body language | TM Tony Francis |
| | Educational session on how to evaluate a speech | TM Arnold |
| 7th Feb 2015 | Educational session on word usage and how to say it | TM Roshan Sathya Sai |

Week after week it was a continues learning workshop for the participant in nurturing their public speaking skills which gave implicit on the role one plays in public speaking As a **Master of Ceremony (MC)**, as a **speaker**, as an **Organiser , as an evaluatorwhich made every participant an improved speaker.**

The SpeechCraft program concluded on 7th February 2015 with a Toastmasters meeting conducted entirely by participants were the participants played the following roles.

1. Sergeant At Arm
2. President
3. Master of Ceremonies (MC)
4. General Evaluator
5. Prepared Speakers
6. Table topic Master
7. General Evaluator
8. 'Ah'Counter Role
9. Gramarian Role
10. Time keeper
11. Speech Evaluator

The meeting was followed by valedictory address by ToastmasterMadhavrajuMunuswamy, President, IIMB Orators Club, BangaloreMr, Prabhakara, Toastmaster, CS Gopalakrishna Hegde,Council member, The ICSI and Mr. H.M Dattatri, Chairman, Bangalore Chapter of the ICSI.

The dignitaries shared their views on the programmes and was overwhelmed to witness a sea change in Participants within the short span of 4 weeks. The coaching & mentor-ship from the speakers had boosted the learning and confidence of participants enabling them to take up speeches and perform all the roles very well in Toastmasters meeting.Certificates were awarded to all Participants from **Toastmasters International.**

TM Madhavraj, President, IIMB Orators Club thanked Ms. S.C Sharada, immediate past Chairman for playing a pivotal role from start to the end and for being the  inspiration to ICSI members & IIMBOrators.  He also thanked IIMB Orators Club Officers and members, for their valuable support and contributions. He also extended special Thanks to participants for their enthusiastic participation which was the key to the program success and wished all the participants the very best in their journey of communication, leadership and development.

**<u>Testimony from the Participants on the Speech Craft Programme:</u>**

"The program on **Speech Craft** was very unique and it was well structured to ensure results in a very short span of training. I thoroughly enjoyed it and I was able to adapt the technique to improve my speaking skills.

I thank the Chapter & Toastmasters for organising such a good program"

**Sundharesan J**
**Founder & Chief Advisor**
**J Sundharesan & Associates Company Secretaries**

"As a **Master of Ceremony (MC)**, as a **speaker**, as an **Organiser** and even as a **participant** the speech craft sessions impressed on me

- ✓ To Maintain **High Energy Level**
- ✓ To **Respect the Time**
- ✓ The **Prominence of MC**
- ✓ The **Importance of Structure** to ensure success of any lecture program.

Speech craft sessions also gave explicit tips (top secret☺)to the speakers, MCs and organisers. Big Thank You to the Toastmasters from IIMB Orators, for mentoring us throughout these last three weeks. Thank you Chapter for coming up with a unique program which is highly relevant to our profession. To know how quickly we all 22 participants embraced this speech craft, do attend the Feb

7th session and judge us". **Milind D Kulabkar,Associate Director- Legal & Company Secretary,Cognizant Global Services Private Limited**