

Report on Inauguration of Oral Coaching Classes – July to October 2015 Batch – 4th **July 2015**



Bangalore Chapter of ICSI inaugurated Oral Coaching Classes (July to October 2015) batch on 4th July 2015. The Inauguration was presided by CS Dattatri H M, Chairman, Bangalore Chapter, CS Haribabu Thota, Vice Chairman, Bangalore Chapter, CS Vivek Hegde, Member, Bangalore Chapter, CS Vijay Kumar Sajjan, Member Bangalore Chapter.

CS Nagendra D Rao, Chairman, SIRC of the ICSI presided for the programme as Chief Guest.

CS Dattatri H M, Chairman, Bangalore Chapter welcomed the gathering and invited the Chief Guest and Dignitaries on the dais. Speaking on the occasion, CS Dattatri H M, informed the gathering that the coaching classes at Bangalore are more focused on overall development of the student. He informed that for the 1st time in the history of Bangalore Chapter students who have enrolled for oral coaching classes will have the privilege of attending Study Circle and interactive Meetings without any fees along with opportunity to participate in Quiz, moot Court, Elocutions competitions and 50% concession for attending any of the student/member programs.

CS Dattatri H M, Chairman, informed that Bangalore Chapter is also organizing an Interactive Meeting with merit students, especially for the students who have enrolled for coaching classes, along with special attention soft skills development. He informed that oral coaching students will have the privilege of accessing the library of Bangalore Chapter.

CS Nagendra D Rao, Chairman, SIRC of the ICSI, informed the gathering that first time he is witnessing parents who came along with their children for the Inauguration of Oral Coaching Classes. He stated that the students are the strength of ICSI, and said that doors of SIRC of ICSI and Bangalore Chapter are always open for the students for any help. He urged the students to study hard informing that this course can be cleared by students who have conviction and determination to serve the corporate world with good governance.

The program ended with vote of thanks to the Chief Guest.

Report on Full Day Seminar on Focus on Shareholders – 11th July 2015



Bangalore Chapter of ICSI organized full day seminar on Focus on Shareholders on 11th July 2015 at the Chapters Premises.

The Program was presided by CS Dattatri H M, Chairman, Bangalore Chapter, CS Rekha Kamath, Treasurer, Bangalore Chapter, CS Gururaj, Deputy General Counsel & Company Secretary, ABB India Ltd.

CS Dattatri H M, Chairman, Bangalore Chapter welcomed the gathering and invited the dignitaries on the dais.

1st Technical Session:-

CS Gururaj, Deputy General Counsel & Company Secretary, ABB India Ltd, Speaker for the 1st technical session on topic "Power of Shareholders under New Companies Act, 2013" informed the gathering that in Indian Scenario, Shareholder Activism is largely driven by the shareholding pattern of the Company. He informed that shareholdings in most of the Indian giants is characterized by block holders – mainly of three categories, viz., Promoters, Financial Institutions and Corporates, explaining Controlling v/s non-controlling. Generally block holders are able to push their agenda hurting the interest of minority shareholders as minority shareholders have little or no access to crucial information which would support or oppose any decision. He explained that in the Indian scenario legal recourse for protection is cumbersome and costly.

Explaining the emergence and trends of shareholder activism the speaker informed, Corporate Governance in Clause-49 is focused on protecting non-promoters' interest, transparency and adequacy of information to shareholders/investors and are main

pillars of Corporate Governance requirements which encouraged non-promoter shareholders voicing their concern in the general meetings. He informed except Clause-49, till the new Companies Act came into force, there was no other law specifically focused on shareholder protection.

The Speaker while explaining the legal frame work for ensuring powers to shareholders informed New Companies Act, 2013, provides various powers to shareholders, by way of new provisions and by enlarging the scope which existed in 1956 Act. He informed SEBI Act, 1992 Streamlining Rules for issue of securities, Regulating share acquisitions – SAST Regulation Listing Agreement – in particular Clause-49. The speaker also explained the gathering on various sections of Companies act 2013 with respect to share holders.

The Speaker informed the Role of Company Secretaries – both in employment and as a practicing professional is to make sure Legislation relies on CS profession for good governance. Management relies on the knowledge and skills of CS. For CS – both promoters' interest and non-promoters' interest is of equal importance, he urged the gathering present that the thumb rule of CS profession is to be always on the right side of the law & maintain good relations with Investors / Associations / groups.

The Session concluded with vote of thanks and presentation of memento to the speaker.

2nd Technical Session:

The 2nd technical session during the program was taken by C S Harisha, Manager, CSDL on topic "E Voting".

The Speaker started the session with introduction of CSDL and CSDL e voting System. The speaker informed the gathering on the scope, registration, managing users, reports, benefits to shareholders, and all information with respect to the entire e voting process before concluding his session.

The Session ended with vote of thanks and presentation of Memento to the speaker.

3rd Technical Session:

The 3rd technical session during the program was taken by CS Rajesh S Narang, Corporate Management Advisor, on topic "Conducting Shareholders Meetings in light of SS 2". He explained that every Member entitled to vote on a Resolution and present in person shall, on a show of hands, have only one vote irrespective of the number of shares held by him. He continued if a resolution proposed undergoes modification pursuant to a motion by shareholders, the minutes shall contain the details of voting for the modified Resolution. The Speaker informed corporates have to follow stringent norms such as providing detailed explanation on implications of particular resolutions while conducting shareholder's meetings.

The Session ended with vote of thanks and presentation of memento to the speaker

Report on 14th All India Elocution Competition Chapter Level Round – 11th July 2015



Bangalore Chapter of ICSI conducted Chapter Level Round of 14th All India Elocution Competition on 11th July 2015, at the Chapter's premises on topic:

“Whether - Reducing regulations for 'easing of doing business in India' and - Increasing regulations for 'enhancing corporate governance' are Contradictory or complimentary?”

The Competition was presided by CS Dattatri H M, Chairman, Bangalore Chapter, CS Vasanth Kumar, Secretary, Bangalore Chapter and Judges CS Anup Kulkarni, Consultant, J Sagar & Associates and CS Chirag Karia, Assistant Company Secretary, Britannia Industries Ltd. The Competition was participated by 10 Students from Bangalore.

The Competition was won by Ms. Marilyn V Nagaraj - Reg No: 315980630403/2015 and Ms. Sowmya Sunny - Reg No- 350051032/02/2013 stood runner up in the competition.

The Competition concluded with vote of thanks and mementos to both the judges.

Report on 13th All India Moot Court Competition Chapter Level Round – 12th July 2015



Bangalore Chapter of ICSI has conducted Chapter Level Round of 13th All India Moot Court Competition on 12th July 2015, at the Chapter's Premises.

The Competition was presided by CS Vasanth Kumar, Secretary, Bangalore Chapter and Judges CS G.A.Gopi, Advocate & CS S.N.karthik, Company Secretary, Bangalore.

CS Vasanth Kumar, Secretary, welcomed the participants and invited the judges to the dais.

3 teams participated in the competition and the team consisting of Sushmita.R, 340057787/02/2014, Pallavi Daryani, 440153210/02/2014 won the chapter level round.

The Competition concluded with vote of thanks and mementos to both the judges.

Report on Study Circle Meeting on Key Principles of Investment Contracts 16th July 2015



Bangalore Chapter of ICSI organized Study Circle Meeting on “Key Principles of Investment Contracts on 16th July 2015 at the Chapters Premises.

The Study Circle Meeting was presided by CS Haribabu Thota, Vice Chairman, Bangalore Chapter, CS RanganathChenna, Partner, Ranga& Associates, Bangalore.

Speaking on the occasion the speaker informed the gathering on purpose and uses of Investment Contracts explaining Companies Act provides for rules and regulations which may be specified in the Articles of a company. It also provides that certain companies may lay their own rules and regulations as close as possible to the provisions of the Companies Act or within the exemptions provided in the Companies Act. Investment Contracts is used to provide for a different set of regulations to the extent permitted by the Companies Act and any other legislations. Certain confidential matters may be specified in the Investment Contracts, rather than in Articles. Articles being a public document, it doesn't protect confidentiality, regulate any special rights, for instance, further financing, parties to Investment Contracts may require a few activities to be undertaken prior to incorporation of a company. In the absence of company, these terms could only be specified in Investment Contracts.

Explaining the gathering on Rights to Shareholders the speaker informed Pre-emptive rights/ Right of First Refusal are anti-dilution rights, usually given to the minority shareholders to protect their shareholding from being diluted. Tag along rights are rights which minority shareholders seek in the Investment Contract. Tag along gives them a right to tag their shares and sell to the same purchaser to whom majority shareholder his/its shareholding. Drag along rights are sought by majority shareholders to enhance liquidity and valuation of shares. Drag along gives a right to majority shareholders to seek minority shareholders to sell their shares to the same purchaser to whom they are selling their shares. Call Options are rights available to majority shareholders. These options provide a right, but not an obligation, to seek the sale of shares held by minority shareholders. Put Options rights are available to minority shareholders. These provide a right, but not an obligation, to seek majority shareholders to buy the shares of minority shareholders.

The Speaker also informed the gathering on affirmative rights, representation and warranties, indemnity, remedies for breach of terms of the Investment contracts, arbitration before concluding his session.

The Session ended with vote of thanks and presentation of memento to the speaker.

Report on Peer Reviewers Training Program 25th July 2015



The Institute of Company Secretaries of India and Bangalore Chapter organized Peer Reviewers Training on 25th July 2015 at the Bangalore Chapter Premises.

The Program was presided by CS Dattatri H M, Chairman, Bangalore Chapter and CS Vivek Hegde, Chairman, PCS Committee & Member Managing Committee, Bangalore Chapter.

The Program was presided by CS V Sreedharan, Past Council Member, The ICSI and CS Sudhir Babu C, Past Council Member, The ICSI.

The Program was attended by 17 Practicing Company Secretaries from Bangalore.

The 1st half of the program was taken by CS V Sreedharan, took sessions on “Overview of Peer Review, Office Administration and Systems in the Office of PCS, Carrying out actual attestation assignments covering: Certification and / or Signing of Annual Return under the Companies Act, 2013 & Issuance of Secretarial Audit Report in terms of Section 204 of the Companies Act, 2013, Compliance Approach & Substantive Approach.

The First Session ended with vote of thanks and presentation of Memento to the Speaker.

The 2nd Half of the program was taken by CS Sudhir Babu C, who took sessions on Carrying out actual attestation assignments, Issuance of Certificate of Securities Transfers in

Compliance with the Listing Agreement with Stock Exchanges & Certification under Clause 49 of the Listing Agreement, and ICSI Code of Conduct and significance of the same.

After the session CS Sudhir Babu C Interacted with the participants and answered the queries raised by them. The participants were distributed with “Certificates” at the end of the program.

The program concluded with vote of thanks and presentation of Memento to the speaker.

Report on 14th All India Elocution Competition National Level Round – 25th July 2015



Bangalore Chapter of ICSI hosted National Level Round of 14th All India Elocution Competition on 25th July 2015 at the Chapter Premises.

The Program was presided by CS Dattatri H M, Chairman, Bangalore Chapter, CS Vasanth Kumar, Secretary, Bangalore Chapter and Judges Mr. RamjeeChandran, Managing Director, ExplocityPvtLtd, Mr. Girish Rakhe, CEO, Kruger International, Ms. Rashmi Shetty, Director, The Third Eye.

7 Contestants from all the four regions (SIRC, NIRC, EIRC, WIRC) of ICSI participated in the competition which is as below:-

Ms. Nikita Snehil, represented EIRC of The ICSI, Mr. Rohit Singhal & Mr. Dheeraj Kumar Sharma represented NIRC of The ICSI, Ms. Sowmya Sunny & Ms. Marilyn Nagaraj represented SIRC of The ICSI, Ms. Neha Baxi & Ms. Megha Balyan represented WIRC of The ICSI.

CS Dattatri H M, Chairman, Bangalore Chapter welcomed the contestants and the audiences and invited the dignitaries to the dais. He informed that this is the 1st National event which is being organized after chapter moved to the new premises. CS Dattatri H M, Chairman, Bangalore Chapter then asked Ms. Noor Sumayya, AEO, Bangalore Chapter to inform the contestants on the rules and the topic for the competition which is:-

“Whether - Reducing regulations for 'easing of doing business in India' and - Increasing regulations for 'enhancing corporate governance' are Contradictory or complimentary?”

Ms. Rashmi Shetty, Director, The Third Eye, after the presentations from all the contestants took session on Public Speaking, wherein she has given many valuable tips and suggestions to the contestants and the audiences present on developing their public speaking skills.

After the session, the judges informed that all the contestants have done well and declared the results starting with :-

Mr. Dheeraj Kumar Sharma representing NIRC - 2nd Runner Up , Ms. Megha Balyan representing WIRC – 1st Runner Up &

Ms. Sowmya Sunny, from Bangalore representing SIRC of The ICSI was declared as the **winner** at the 14th All India Elocution Competition, National level Round.

The Judges after the declaration of the results congratulated the winner and runner ups and shared their experiences with the contestants and the audiences, and wished each and every contestant a great success in their future endeavors.

CS Dattatri H M, in the end congratulated the winner and runner ups and thanked all the contestants for participating in the competition.

CS Vasanth Kumar, Secretary proposed vote of thanks.

The Competition concluded with presentation of Mementos to the Judges.

Report on Student Study Circle Meeting 05th July 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 05th July 2015 at the Chapter's Premises. The Meeting was presided by CS Anup V Kulkarni, Consultant, JSagar Associates on topic "Valuation of Companies".

During the session the speaker informed and explained the participants on valuation of Companies, how the valuation is done, what are the different methods involved in valuation of companies, Valuation of companies which are a year old, Valuation of companies in India, Valuation of companies in Cross border, insolvency and merger and amalgamation, Valuation of companies in litigations, family disputes, divorce cases etc.

The Session ended with vote of thanks and Presentation of Memento to the speaker.

Report on Student Study Circle Meeting 12th July 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 12th July 2015 at the Chapter's Premises. The Meeting was presided by Mr. Vishwanath, Associate Lakshmikumaran & Sridharan, Law Firm, Bangalore on topic "Service Tax".

The Speaker informed that service tax is a tax which is payable on services provided by the service provider. Just like Excise duty is payable on goods which are manufactured, similarly Service Tax is payable on Services provided. Service Tax is payable by the provider of Service to the Govt. of India. However, the Service Provider can collect this Tax from the Consumer of Service (also referred to as Recipient of Service) and deposit the same with the Govt. The Speaker informed that service tax came into effect in 1994. Earlier Service Tax was payable only on a specified list of services but now this Tax would be applicable on all services except the negative list of services. From 1st July 2012 onwards, all services (except those specified in the negative list of services by the Govt) are now liable for service tax. However, there are some services which are composite services. The Speaker informed that Service Tax Rate applicable from 1st June 2015 is 14%, which is inclusive of SHEC and Education Cess. The Speaker informed that now Service Tax is required to be deposited on a Monthly/Quarterly basis, the speaker also covered various other topics before concluding his session.

The Session ended with vote of thanks and presentation of memento to the speaker.

Report on Student Study Circle Meeting 19th July 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 19th July 2015 at the Chapter's Premises. The Meeting was presided by CS Sreeharsha, Company Secretary and CS Shanthan MS, Company Secretary Bangalore on topic "Review of Difficult Question Papers from June 2015 examination.

CS Sreeharsha reviewed the question papers of professional program subjects "Financial Management and Tax" and asked the participants to review what they have written for the questions given and then provided correct answers for the questions given. He also cleared all the doubts the participants expressed during review of the question papers.

CS ShanthanMS reviewed the question papers of executive program "Capital Markets and Securities Laws" and cleared all the doubts expressed by the participants. He also informed the participants on the important questions to be studied in examination point of view.

Total 38 students attended the Students Study Circle Meeting

The sessions were concluded with vote of thanks and presentation of mementos to the speakers.

Report on Student Study Circle Meeting 26th July 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 26th July 2015 at the Chapter's Premises. The Meeting was presided by CS Vijayata Rao, Practicing Company Secretary who took Session on topic "Foreign Direct Investment".

Speaking on the occasion the speaker explained the participants that FDI means investment by non-resident entity/person resident outside India in the capital of an Indian company under Schedule 1 of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000'. The Speaker also informed the participants on comparative analysis on the increase of FDI inflow in India along with the entry routes.

Explaining Eligibility - Investor- Who can invest? The speaker informed that NR Entity – except in prohibited Sectors, Except: Entities / citizens of Bangladesh – only through Government Route: Entities / citizens of Pakistan – only through Government Route (Only in sectors/activities other than defense, space & atomic energy). NRIs resident in / Citizens of Nepal and Bhutan - inward remittance in FFE, OCBs have been derecognized as a class of investors in India w.e.f September 16, 2003. Erstwhile OCBs – fresh investments - with the prior approval of GOI for Government route investments, RBI - AR investments. The Speaker also informed the participants on winding up, pledge of shares, Sectoral caps, types of instruments, before concluding the session. The program was attended by 33 participants.

The Session ended with vote of thanks and presentation of memento to the speaker.

Report on Career Awareness Programme held in the month of July 2015 by Bangalore Chapter.

The Bangalore Chapter of the ICSI conducted 6 Nos of Career Awareness Programme at various institution. The details on same is given in the table below.

The Speakers explained in detail the course offered by the Institute and the criteria for eligibility for the course, examination, requirements of training etc, the role of a Company Secretary and importance of the profession of Company Secretary in the changing economic scenario.

They also highlighted the opportunities available to anyone who has completed the Company Secretaryship course. They further enumerated the emerging areas of practice and the changing role of a Company Secretary in relevance to the New Companies Act 2013. The speakers also focused on what would be the mindset and preparation required from a student who wanted to pursue the Company Secretaryship Course. Brochures containing brief details of the Company Secretaryship Course were distributed to the students.

S.N	Date	College/Institution	Audience	No of Students	Speakers
1	04-07-2015	SSRVM College	B.com 1st Year	200	Mr. Vivek Hegde, Member, Managing Committee , Bangalore Chapter & Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
2	23-07-2015	MS Ramaiaah College	BBA 1st Year Sec 'A'	85	Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
3	23-07-2015	MS Ramaiaah College	BBA 1st Year Sec 'B'	75	Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
4	11-07-2015	Sri Medha Degree College, Bellary	BBM & B.com	190	CSVP.R. Krishna Murthy- Member ICSI & P.A. Vishnu Kumar- Pursuing CS