

Report on Study Circle Meeting on Deposits Under Companies Act 2013
03rd September 2015



Bangalore Chapter of ICSI organized Study Circle Meeting on 03rd September 2015 at the Chapter Premises. The Study Circle Meeting was presided by CS Vivek Hegde, Member, Managing Committee of Bangalore Chapter and Speaker CS S Kailasam, Director, PMCS Advisors Ltd.

CS Vivek Hegde, Member, Managing Committee of Bangalore Chapter welcomed the gathering and invited the speaker to the dais.

CS S.Kailasam, Speaker presented on Topic “Deposits” and explained the gathering on Prohibition on acceptance of deposits from public, and applicability of Sec 73 (1) he further dealt on Damages for fraud under section 75(1), Acceptance of deposits from public by certain companies under section 76(1).

The Session ended with vote of Thanks and Presentation of Memento to the Speaker.

Link for accessing the photographs of the Program:
<https://goo.gl/photos/gGePNzUZKQmFgMJg7>

Inauguration of 22nd & 23rd Batches of Management Skills Orientation Program 7th September 2015



The Bangalore Chapter of the ICSI inaugurated the 22nd & 23rd Batches of Management Skills Orientation Programme (MSOP) on 7th September 2015. The Program was presided by Chief Guest CS S Kailasam, Director, PMCS Advisors Ltd, Bangalore.

CS Haribabu Thota, Vice Chairman, Bangalore Chapter of the ICSI delivered the welcome address and introduced the Chief Guest. CS Haribabu Thota, Vice Chairman, Bangalore Chapter informed the gathering that this is the 1st time in the history of Bangalore Chapter 2 MSOP batches are started simultaneously, and wished all the participants a bright future. The Chief Guest inaugurated the program by lighting the lamp along with the participants of MSOP. Speaking on the occasion CS S Kailasam, informed the gathering on how a Company Secretary should work in an organization, right from recording of Minutes to compliances, which was very well appreciated by the participants. CS Vasanth Kumar, Secretary, Bangalore Chapter proposed vote of thanks.

The Session ended with presentation of Memento to the Speaker.

Link for accessing the photographs of the program: <https://goo.gl/photos/qNmpPHntiEYPafDP6>

REPORT ON ICSI - BANGALORE CHAPTER CAMPUS RECRUITMENT DRIVE HELD ON 11TH SEPTEMBER 2015 AT NEW CHAPTER PREMISES, BANGALORE



Bangalore Chapter of ICSI conducted Campus Recruitment Drive on 11th September, 2015 at Bangalore Chapter Premises. An E-Brochure was prepared for the event and was circulated to the employers, CS in Corporates and Practice and to the Companies in Bangalore having paid up capital of 5 crores & more.

For the first time an online process was created for registration of both employers and Candidates in Google Forms, capturing all the information which is as below:

For Candidates	For Employers
Submit Basic Info, Submit Qualification Details, Articleship details, Submit Experience Details, Post Qualification Experience, Pre –Qualification Experience, Achievements, Upload Resume	Total no. of Requirement , Qualification required, Job Profile & Job Location, Designation, Remuneration/CTC details – Mandatorily, Contact person details

Post registration the data of the registered candidates, was compiled and sorted into following groups:

- Fresher Member
- Member with pre qualification experience
- Member with Post qualification experience

And the data was shared with all the employers online and they were asked to shortlist resumes for interview in 1:7 ratio (i.e for 1 Requirement, 7 Candidates can be interviewed) and inform the event co ordinator about the same. Information to Candidates about their initial selection was sent for attending the interview at Chapter. Complete details of participating Companies were shared with all the registered candidates through their email and also uploaded in the website for their information.

Interviews were conducted in two slots, wherein information regarding the slot time was shared with all the employers well in advance before the event. Overall 13 Companies turned out for a total requirement of 19 CS and around 120 shortlisted Candidates participated in the event.

Many Companies finalized the candidates and few wanted to conduct further rounds with their MD/CFO. Details are as below:

S.no	Name of the Organisation	Total No. of CS Requirement	Total Shortlisted
1	Conscientia Consultancy Private Limited	3	5
to 2	Bairavi Properties & Constructin Pvt. Ltd.	1	4
3	Sobha Limited	1	1
4	NEO FOODS PVT LTD	1	5
5	Guru and Jana Chartered Accountant, CA Firm	3	5
6	HICAL TECHNOLOGIES PVT LTD	1	2
7	Ernst & Young LLP	2	8
8	CimplyFive Corporate Secretarial Services Private	1	3

	Limited		
9	IMI Control Component India Private Limited	1	1
10	S Viswanathan	1	3
11	PRESTIGE ESTATES PROJECTS LIMITED	1	1
12	Dhanashri Home Finance Private Limited	1	1
13	Servitus Corporate Services Private Limited	2	2
	Total	19	

Campus Recruitment Drive 2014-15 was successfully conducted under guidance of CS.Dattatri H M, Chairman, Bangalore Chapter & CS Hari Babu Thota Vice Chairman & Chairman- Placement Committee Bangalore Chapter with ample support of Chapter officials, Mr. Venugopal N, Mr. K.T.Puttaraju, Mr. Nagaraju, Mr. Maitreya, EO and Event Coordinator Ms. Noor Sumayya AEO, Bangalore Chapter.

Link for accessing the photographs of the above event:<https://goo.gl/photos/AUW74HGzq6H4m3RV9>

Report on Moot Academy First Program on Excellent Research and Effective Drafting **12th September 2015**



For the first time in the history of Bangalore Chapter, a Moot Academy was formed and a program was organized under the moot academy on topic "Excellent Research and Effective Drafting on 12th September 2015 at the Chapter Premises.

The Program was presided by CS Dattatri H M, Chairman, Bangalore Chapter and Speaker CS S Vivekananda, Advocate, Bangalore.

CS Dattatri H M, during his interaction welcomed all the participants and introduced the Chief Guest.

CS S Vivekananda, Speaking on the occasion informed the techniques of effective drafting and how to Develop personal skills in drafting oral and written argument. He also shared the tips to enhance interpretation of legal principlesgave some valuable tips to the participants on improving their drafting skills and research skills

The Session Day ended with vote of Thanks and Presentation of Memento to the Speaker.

Link for accessing the photographs of the above event:<https://goo.gl/photos/fmzcSPZ5KTPLLqnP9>

Report on Full Day Seminar on Notice for AGM & Board's Report 12th September 2015



Bangalore Chapter of ICSI organized a Full Day Seminar on Notice for AGM & Boards Report on 12th September 2015 at the Chapter Premises. The Seminar was presided by CS Dattatri H M, Chairman, Bangalore Chapter and CS Vasanth Kumar, Secretary, Bangalore Chapter.

The Program was Presided by Panelists CS Shivarama S Adiga, Company Secretary & Vice President-Legal & Compliance, Mindtech(India) Ltd., Bangalore, CS D Srinivasan, Company Secretary & CCO, Nitesh Estates Ltd., Bangalore, CS K. Chandra Sekhar, DGM & Company Secretary, Ace Designers Limited, CS S Kannan, Past Chairman, Bangalore Chapter.

CS Dattatri H M, Speaking on the occasion welcomed the gathering and invited the speakers to the dais. CS Dattatri H M, Chairman, Bangalore Chapter informed the gathering that today's seminar will be more of panel discussion throughout the day, which will be moderated by CS S Kannan, Past Chairman, Bangalore Chapter.

The Session started with presentation from CS D Srinivasan, Company Secretary & CCO, Nitesh Estates Ltd, on topic Notice Under Companies Act 2013, he started his session by explaining BOARD/ COMMITTEE MEETINGS ,Notice of meeting to Directors, Notice of Audio- Visual Meeting, INTRA BOARD NOTICES - MBP1, Notice by Independent Directors, Specific Notice of appointment of Managerial person S 203, GOVERNMENT : Notice of Changes of Registered office, Books of Accounts SHAREHOLDERS - General meetings – Annual / Extra ordinary Postal Ballot Meeting, Notice requiring Special Notice (S.115) Closure of Register of members / Security holders, Court appointed meeting - Mergers / Acquisitions. The Speaker informed the gathering that the notice of meeting as per Sec 101 should not be less than 21 clear days and the notice can be either in writing or through electronic mode. Companies (Mgt and Admin) Rules 2013 - LISTED Company Co., having >1000 members the General Meeting shall be conducted by E- Voting only. NOTICE shall be issued only by Electronic method, Regd. Post or by Speed Post or by Courier and NOT BY ORDINARY POST, and as per SS 2 (1.2.6) for Notice by Regd post / Speed post additional 2 days to be provided for service. The Speaker also informed that a SHORT NOTICE can be issued with- PRIOR consent of 95% of members entitled to vote - NOT PRACTICAL for Listed Company. The Speaker informed the notice of meeting shall specify the nature of meeting (AGM /EGM), Place, date, day and hour of the meeting and contents of business, and to be Issued to: Every member, Legal Representatives, Official Assignee, if any, Auditors (Statutory / Secretarial / Cost), Directors, Debenture holders / Trustees, Any other investor (JV) / PE as per agreement. While informing the contents of the meeting the Speaker informed in AGM - All business transacted is Special other than consideration of accounts (Stand alone and consol.) and reports of Directors' and Auditor's, Declaration of Dividend, Appointment of Directors in the place of retiring, Appointment of Auditors. The Speaker also explained the gathering on the notice

resolutions, notice declarations, explanatory statements, attachments to notice, and while explain E Voting, the speaker informed every Public company with more than 1000 shareholders and all the Listed Companies (other than SME) shall conduct the business of General meeting only by E-Voting, and by physical ballot or through computer voting at the meeting, and Notice of E-voting meetings must be sent by Regd Post or Speed Post or by Courier or by e-mail. The Speaker also explained the clarifications and process of e-voting before concluding his session.

CS K Chandrasekhar, DGM & Company Secretary, ACE Designers, took session on topic "Boards Report" wherein he started his session by explaining Disclosures in Boards Report, and contents of Boards report. The Speaker while explaining the Contents of Boards Report informed that **Disclosure under section 134** : should include authentication of Directors' Report; Auditors' Report; the state of the company's affairs; the amounts, if any, which it proposes to carry to reserves; the amount, if any, recommend as dividend; Material changes and commitments occurred until the meeting; Conservation of energy technology absorption, foreign exchange earnings and outgo; Explanations or comments for qualification, reservation or adverse remark or disclaimer made in statutory and secretarial audit, he informed if the board does not accept recommendations of the Audit Committee, the same needs to be reported; [s. 177(8)], and Board report shall be prepared based on standalone financials; he informed a separate section on the performance and financial position; to Establish Vigil mechanism/whistle blower policy; Secretarial Audit Report to be attached (Section 204). The Speaker then informed the gathering on extract of Annual Return (FORM MGT 9), Directors responsibility statement, Internal financial control, DISCLOSURES WITH RESPECT TO REMUNERATION TO DIRECTORS/ KMP (All Companies including Pvt company) Rule 5(2), Performance evaluation of the Board and its committees (Rule 8(4)); Information to be reported in Boards report, Penalties, Punishment for fraud, liabilities under other statutes before concluding his session.

The Panelists during the program answered several questions posed by the audience and deliberated on various other issues which were very well appreciated by the audience present.

The Program ended with vote of thanks and presentation of Mementos to the Speakers.

Link for accessing the photographs of the program: <https://goo.gl/photos/PYFeNVKGyvAjYnik8>

Report on Half Day Panel Discussion on Emerging Trends in Company Law in association with Acharya Patashala College of Commerce on 19th September 2015



The Bangalore Chapter of the ICSI, in association with Acharya Pathashala College of Commerce conducted a Career Awareness Cum Half Day Panel Discussion on Emerging Trends in Company Law, on the topic “Emerging Trends in Company Law for the Faculty and Students of APS College at the APS College Premises, Bangalore. The event was participated by the faculty members and students of Commerce of APS College.

The Program was Presided by Mr. K.Mohan Dev Alva, Vice President, APS College, CS Dattatri H M, Chairman, Bangalore Chapter, Prof. F.Arockia Doss, Principal, APS College, and Panelists CS R V Tyagarajan, Practicing Company Secretary, CS S.Kannan, Past Chairman, Bangalore Chapter, CS Karthik S.N, Company Secretary, E&Y, LLP.

Speaking on the occasion Mr. Mohan Dev Alva, Vice President, APS College extended his sincere thanks to the Chairman and Management Committee of Bangalore Chapter for associating with them for this program.

CS Dattatri H M, Chairman, Bangalore Chapter, thanked the Management of APS College for the opportunity provided to Bangalore Chapter for associating with them for the program and urged each and every faculty / student present during the occasion to take most out of the

session in terms of increasing their knowledge on all the latest implications and trends in the new company law.

The Session started with presentation from CS R V Tyagarajan, on Emerging Trends in Company Law, wherein he informed the objective of the event is to provide delegates an implication of major changes, overview of significant changes in companies' act 2013 – implications, professional opportunities, professional challenges, compliance, companies (amendment) act 2015. CS R V Tyagarajan, while explaining the gathering on the professional opportunities for Company Secretaries highlighted the below:-

- Mandatory appointment of Company Secretary for all the Companies coming under the threshold specified by MCA.
- Recognition of Company Secretary as **Key Managerial Personnel** thereby bestowing immense responsibility on the profession.
- Company Secretary to authenticate the details furnished by the Companies in their **Annual Return**.
- **Registered Valuers** during Mergers & Acquisition, liquidation etc.
- Company Secretary can be **Technical members** of the committees delegated by NCLT and NCLAT while adjudicating certain proceedings.
- Company Secretary as **Compliance Officer** under the Listing Agreement.
- Company Secretary as **Investor Relations Officer** for large listed companies.
- Act mandates conducting Secretarial Audit for certain types of companies, where Company Secretary as **Secretarial Auditor** is a new arena for practice.
- Company Secretary as **Corporate Governance Officers**, large corporations requires specialist in Corporate Governance, who could design policies and set systems and practices to ensure highest degree of Governance across their businesses. It is a well known fact that Company Secretaries are indeed specialist in Corporate Governance.

Panel discussion on the topic emerging trends in company law was moderated by CS S Kannan, and the other two panelists answered and clarified various doubts expressed by Faculty Members and Students on Background of New Companies Act 2013, Major Changes in Company Law and Implications, Introduction of KMP in New Companies Act 2013, Roles and Responsibilities of KMP, Directors & Shareholders under New Companies Act, Professional Opportunities, Challenges & Compliances before concluding the panel discussion. Ms. Noor Sumayya, AEO, Bangalore Chapter then presented “Career as Company Secretary” to all the faculty members and students and informed them the registration process, various cut of dates, procedure for registration, fees etc.

Link for accessing the photographs of the program: <https://goo.gl/photos/dVrR3n1RvSHCnas86>

Report on Valedictory Session of 22nd & 23rd Batches of Management Skills Orientation Program 26th September 2015



Bangalore Chapter of ICSI organized Valedictory Session of 22nd& 23rd Batches of Management Skills Orientation Programme at the Chapter Premises.

The Programme was presided by CS Dattatri H M, Chairman, Bangalore Chapter, CS Pradeep B Kulkarni, Member, Managing Committee of Bangalore Chapter and Chief Guest Mr. Arun Balakrishnan, RetdChairman & Managing Director of Hindustan Petroleum Corporation Ltd (HPCL).

The Programme started with feedback of 15 days MSOP from participants Ms. ShruthiShenoy, from the 22nd batch and NeelamBhojwani, from the 23rd batch of MSOP. Both the participants on behalf of their respective batches extended thanks to the Faculties, Management and Staff of Bangalore Chapter for the support extended to all the participants of both the batches for all the 15 days.

Speaking on the occasion CS Dattatri H M, congratulated participants of both 22nd and 23rd batches for successfully completing 15 days Management Skills Orientation Programme at Bangalore Chapter, and thanked all the participants for their feedback. He Informed that their feedback will help Bangalore Chapter in conducting many more good sessions for the upcoming MSOP. He informed that this is for the 1st time in the history of Bangalore Chapter where 84 candidates are going to be the members of ICSI.

The Session then followed with Distribution of Certificates to Class representatives Ms. Divya Prasad from the 22nd batch and Mr. Vijay Raghavan from the 23rd batch of MSOP for their excellence in monitoring and guiding their respective classsthroughout the entire 15 days.

The Session was then followed with distribution of medals and completion certificates to all the participants of both the batches from CS Dattatri H M, Chairman, Bangalore Chapter and Chief Guest Mr. Arun Balakrishnan.

The Session was then followed with distribution of prize awards to the best project report and presentation for both the batches which is as given below:

22 nd MSOP Batch	23 rd MSOP Batch
Best Project Report &Presentation	Best Project Report &Presentation
Topic:Reverse Merger &IPO	Topic: Recent developments in world Economy &WTO matters
Winners – Team No-5 Team Members : <ul style="list-style-type: none">• Mr. AnantNarasinha• Mr. Akash,	Winning Team – Team No-6 Team Members: <ul style="list-style-type: none">• Mr. Vijaya Raghavan• Ms. Drusilla Pereira

<ul style="list-style-type: none"> • Mr.Najeeb Khan • Ms. Manasa R 	<ul style="list-style-type: none"> • Mr. Sachin Banakar • Mr. Rahul Agarwal
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The Session was then followed with distribution of prize awards to the best presenters from both the batches which is as given below:

22 nd MSOP Batch	23 rd MSOP Batch
Best Presenters:	Best Presenters:
Male: Mr. Akash Female : Ms.Navya	Male: Mr. Vijay Raghavan Female : Ms.Padmashri M V

The Session was then followed with distribution of prize awards to the best participant from both the batches which is as given below:

22 nd MSOP Batch	23 rd MSOP Batch
Best Participant	Best Participant
Mr. Sriram N	Mr. Vijay Raghavan

Speaking on the occasion Chief Guest Mr. Arun Balakrishnan, congratulated all the winners and said he was associated with The ICSI as a Council Member, and informed that he has worked closely with the Institution of ICSI. He suggested to the new batch of Company Secretaries to keep their eyes and ears open and work with sincerity, honesty as they are now the custodians for corporate governance.

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

Link for accessing the photographs of the above program: <https://goo.gl/photos/jrYAYaw6opiBza338>

Report on Student Study Circle Meeting 06th September 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 06th September 2015 at the Chapter's Premises. The Meeting was presided by CAKuber V H, Chartered Accountant who took session on topic "Overview of VAT & GST".

During the session the speaker informed and explained VAT is a multi-stage tax on sale of goods that is levied across various stages of production and supply with credit given for tax paid at each stage of Value addition. It is a system to collect the tax on the value at the final or retail point of sale. He informed Under VAT system, a dealer collects tax on his sales, retains the tax paid on his purchase and pays balance to the Government Treasury. The Speaker then explained the gathering on Goods, business, Sale, Deemed Sale, Works Contract, Levy, Levy Issues, Rates of Tax, Input Tax and Output Tax, Registration, Registration Issues, Accounts and records, Assessment, Business Transfers, etc Overview and Need for GST, Benefits of GST, before concluding his session.

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

Report on Student Study Circle Meeting 13th September 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 13th September 2015 at the Chapter's Premises. The Meeting was presided by CS Manjunath Hegde & CS SonaRajora, Company Secretaries, Britannia Industries Ltd on topic Listing Agreement & Insider trading Overview.

The Speakers started their session by informing the gathering on Insider trading- SEBI (PROHIBITION OF INSIDER TRADING)REGULATION, 2015, objectives by informing that Directors & Employees have fiduciary Duty to protect interest of the Shareholders. Timely and adequate Disclosures of UPSI helps investors to take informed decisions. The speaker informed that a Connected Person is any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to

The Speakers then informed the gathering on who are deemed to be the Connected Persons inside and outside Companies, Designated Person, Trading, Trading Day, Unpublished Price Sensitive Information ("UPSI"), Insider Trading, Trading Window and pre Clearance Days, Trading Plans, Compliance Officer, Chief Investor Relations officer, Disclosures, Policies and

Codes, standards for Code of Conduct prescribed in Schedule B, etc before concluding the session on Insider Trading.

The Speakers while explaining Listing Agreements, informed that with listing agreements the board and management will be fair, responsible, accountable and transparent. The Speakers then informed the important clauses of Listing Agreements, Separate Meeting of Independent Directors, Familiarization Program of Independent Directors, Performance evaluation of Independent Directors, Related Party Transactions, SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 etc before concluding their session.

The Session ended with Vote of Thanks and Presentation of Memento to the Speaker.

Report on Student Study Circle Meeting 20th September 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 20th September 2015 at the Chapter Premises. The Meeting was presided by CS Alok, Practicing Company Secretary, Bangalore.

CS Alok, Speaker started his session by explaining the gathering on the History of Incorporation stating the word "corporation" derives from corpus, the latin word for body, or a "body of people". He informed that it was conceived that corporations would be subordinate entities which was a gift from people to serve public good. The speaker informed the alleged oldest commercial corporation in the world, the Stora Kopparberg mining community in Falun, Sweden, obtained a charter in 1347. The speaker then informed the gathering that a corporation is a form of business entity for earning large, growing sustained legal profits for the people who own the business. The Speaker also informed the gathering on Promoters, One Person Company, Types of Companies that are incorporated under Companies Act 2013, Authorities involved in Incorporation process, Applicable laws and Sections during Incorporation, etc before concluding his session.

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

Report on Student Study Circle Meeting 27th September 2015

Bangalore Chapter of ICSI organized Student Study Circle Meeting on 27th September 2015 at the Chapter Premises. The Meeting was presided by CACHinmaya Hegde, Chartered Accountant who took Session on topic "MS Excel Formulas & Useful Shortcuts".

The Speaker, started his session by explaining the gathering on the importance of usage of excel for Company Secretaries in their work environment, he then informed the gathering on how to use excel formulas keeping in view the future Company Secretaries and how to use shortcuts in excel. 30 Students participated in the program.

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

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

The Bangalore Chapter of the ICSI conducted 7 Nos of Career Awareness Programs at various institutions. The detail on same is given in the table below.

S.N	Date	College/Institution	Audience	No of Students	Speakers
1	19 th Sept 2015	Acharya Pathashala College	Faculties and Students of Commerce	100	CS Dattatri H M, Chairman, Bangalore Chapter, Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
2	21 st Sept 2015	St.Annes College for Women	M.Com	30	Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
3	22 nd Sept 2015	St.Annes College for Women	B.Com Final Year	50	Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
4	23 rd Sept 2015	St.Annes College for Women	B.Com 1 st year, Section A	100	Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
5	23 rd Sept 2015	St.Annes College for Women	B.Com 1 st year, Section B	100	Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
6	23 rd Sept 2015	St.Annes College for Women	B.Com 1 st year, Section C	100	Mr. Maitreya Juluri, EO & Ms. Noor Sumayya, AEO
7	28 th Sept 2015	KLE College	B.Com 1 st year	50	Mr. Maitreya Juluri, EO

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.