



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

CS NITOR

ICSI E-NEWSLETTER

Issue No. 27 □ Volume 01 □ July 01, 2015



PRESIDENT MESSAGE

Dear Professional Colleagues,

“Competition is not only the basis of protection to the consumer, but is the incentive to progress.”

Herbert Hoover

The company secretary being a compliance officer has got a greater responsibility to ensure that the requirements of all the laws applicable to an organization are complied with. The Companies Act, 2013 categorically obliges a Company Secretary in true letter and spirit to report to the board, the compliance not only relating to the Companies Act but also relating to all other Acts that are applicable to the company.

It is imperative to mention here that Company Secretary is required to ensure compliance with Competition Law as well. The basic purpose of this law is to ensure that markets remain competitive, for the benefit of both business and consumers. Being Governance professionals, we can play a pivotal role in infusing culture of competition compliance by devising effective Competition Compliance Programmes for companies. This not only reduces the legal costs and managerial burdens by avoiding violation of competition laws but also raises the value of the organisation in the long run.

We are aware that in the era of global competition, voluntary compliance with competition law is becoming a global standard and Competition Compliance Program is gaining momentum. The need of the hour is to create awareness and inculcate the culture of compliance. I am happy to inform you that with the view to provide platform to sensitise the importance of compliance of competition laws ICSI along with BSE Ltd. and National Institute of Securities Markets has organised ‘National Conference on Competition Compliance for Listed Companies’ on 29th of June, 2015. The conference was addressed by the eminent speakers and was very well attended by the members.

We as Company Secretaries need to be proactive enough to capitalize on the opportunities provided under the Competition Law and help lay a cornerstone for a mature culture of competition compliance. In this backdrop I present this issue of CS Nitor, hope you will find it interesting.

Regards,

CS Atul H. Mehta

President

president@icsi.edu

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GLIMPSES OF NATIONAL CONFERENCE ON COMPETITION COMPLIANCE FOR LISTED COMPANIES

held on 29th June, 2015 at BSE International Convention Hall, Mumbai



(From L to R) : Mr. Rashesh Shah, Chairman of Maharashtra State Council of FICCI and Chairman & CEO, Edelweiss Group; Mr. Ashishkumar Chauhan, MD & CEO, BSE Ltd.; Mr. Prashant Saran, Whole Time Member, Securities and Exchange Board of India; Mr. Ashok Chawla, Chairman, Competition Commission of India; Mr. Atul H. Mehta, President, ICSI; Mr. Sandip Ghose, Director, NISM



(From L to R) : Mr. M. S. Sahoo, Member, Competition Commission of India; Mr. Prashant Saran, Whole Time Member, Securities and Exchange Board of India; Mr. Suhail Nathani, Partner, Economic Laws Practice, Advocates & Solicitors



(From L to R) : Mr. Nehal Vora, Chief Regulatory Officer, BSE Ltd.; Mr. Ashok Gupta, Co-chair, Corporate Laws Committee, FICCI & Group Legal Counsel & Chief Legal Officer, Aditya Birla Group; Mr. Cyril Shroff, Managing Partner, Cyril Amarchand Mangaldas; Ms. Menaka Doshi, Executive Editor, CNBC TV18; Mr. S. L. Bunker, Member, Competition Commission of India; Mr. Uday Baldota, CFO, Sun Pharma



Cross Section of the Audience

GLIMPSES OF 10th INTERNATIONAL CONFERENCE
held on 22nd June, 2015 at Clarion Hotel, Stockholm (Sweden)



Sitting on the Dias (From L to R) : CS Vineet K Chaudhary, Council Member & Chairman, Corporate Laws and Governance Committee, ICSI; CS Atul H. Mehta, President, ICSI; Her Excellency Mrs. Banashri Bose Harrison, Ambassador of India to Sweden and Latvia; CS Shalini Budathoki, Executive Director, NFCG & Director, Confederation of Indian Industry (CII)



Her Excellency Mrs. Banashri Bose Harrison, Ambassador of India to Sweden and Latvia addressing the gathering



10th International Conference



Group Photograph of the delegates attended the 10th International Conference

Abuse of Dominant Position in Recent Times : An Indian Perspective

Akansha Rawat*

Assistant Education Officer, ICSI

The shepherd drives the wolf for which sheep thanks the shepherd as his liberator while wolf denounces him for same act as destroyer of liberty. In plain words, the sheep and wolf are not agreed upon the definition of "Liberty"
- Abraham Lincoln

Dominance means acquisition of significant market power, which enables the enterprise to increase the price or limit production independent of both competitors as well as customers. Dominant position has to be determined in the relevant market and the factors for such determination are provided in the Law. Dominance is not treated bad per se; it is the abuse of dominant position which is prohibited.

Indian Competition Law

Keeping in view the economic reforms and liberalization of the economy, it was found that the MRTP Act has become obsolete in certain areas. In the light of international economic developments relating to competition laws. A need to shift our focus from curbing monopolies to promoting competition was felt. Therefore the government appointed a committee to examine this range of issues and proposed a modern competition law suitable for our conditions. This exercise resulted in the enactment of a new Competition Act, 2002 (Act), which was amended in 2007 by the Competition Amendment Act and became fully operational from 1 June 2011. The Act regulates the markets in India with the objective of promoting and sustaining competition in the market.

The Competition Commission of India (CCI), established under the provisions of the Act, is the main agency entrusted with the duty to regulate and eliminate practices having an adverse effect on competition in India. The Act is largely patterned on the European Union (EU) competition law and governs three main areas: anti-competitive conduct, abuse of dominance and regulation of combination. This article deals with the abuse of dominant position in India.

Abuse of dominance under the Act

Section 4 of the Act deals with the regulation of abuse of dominance (i.e. the regulation of unilateral conduct). The Act prohibits the abuse of a dominant position by any 'enterprise' or 'group', and defines dominant position as a position of strength enjoyed by an enterprise in the relevant market in India, which enables it to operate independently of the competitive forces prevailing in the relevant market or affect its competitors or consumers or the relevant market in its favour. The concepts of abuse, dominance and appreciable adverse effect on competition are not defined quantitatively but are established based on the competition in the market. The substantive test and benchmark for analysis under the Act is to prohibit practices that have an appreciable adverse effect on competition in India.

* *The views expressed are personal views of the author and do not necessarily reflect those of the Institute.*

In India, the determination of 'dominance' is based on an assessment of factors like prevalent market dynamics and relative position of strength enjoyed by the market participants. Section 4 stipulates that practices such as imposition of unfair or discriminatory conditions on price in purchase or sale (including predatory pricing), limiting or restricting the production of goods, denial of market access, and leveraging market position in one relevant market to enter into another relevant market, shall amount to abuse of dominance. Evidently, section 4 of the Act is a welcome departure from the earlier competition law regime under the aegis of the Monopolies and Restrictive Trade Practices Act, 1969, wherein emphasis was placed on the size of the concerned player, rather than the actual abusive practice or conduct of such a player.

Abuse of dominance requires an analysis of the level of dominance of the concerned enterprise and its abusive conduct. While determining the abusive conduct of a dominant enterprise or group, the CCI scrutinises the abusive practices by way of the following three steps:

- determination of the relevant market;
- assessment of dominance of such enterprise or group; and
- assessment of its abusive conduct.

While determining dominance, the CCI is required to consider the following factors listed under section 19(4) of the Act:

- market share;
- size and resources of the enterprise;
- size and importance of competitors;
- economic power of the enterprise, including commercial advantages over competitors;
- vertical integration of the enterprises or sale or service network of such enterprises;
- dependence of consumers on the enterprise;
- legal monopoly or dominant position;
- entry barriers, including barriers such as regulatory barriers, financial risk, high capital cost of entry, marketing entry barriers, technical entry barriers, economies of scale, high switching costs;
- countervailing buyer power;
- market structure and size of the market;
- social obligations and social costs;
- relative advantage, by way of the contribution to the economic development, by the dominant enterprise; or
- any other factor that the CCI may consider relevant for the inquiry.

Recent cases

In the year 2013, CCI in its first decision against a public sector undertaking, indicating that public sector enterprises engaged in economic activities are not exempt from its scrutiny. The CCI fined Coal India Limited (CIL) for having abused its dominant position in the market for the production and sale of non-coking coal to thermal power generators. Despite the dominant position of CIL being the result of a government policy and CIL being a creature of the statute, the CCI imposed a fine of 17.73 billion rupees (at a rate of 3 per cent of the average turnover for the last three years) on CIL for imposing unfair and discriminatory conditions under fuel supply agreements executed with power generation companies and directed modification of CIL's agreements.

In the year 2014, the CCI investigated the automobile industry where it found that 14 automobile companies were abusing their dominant position and fined the companies at 2 per cent of their average turnover in India for the past three years. The total fine imposed was 25.4 billion rupees. The

CCI also directed the Original equipment manufacturers (OEMs) to sell spare parts in the open market without any restriction. Further, OEMs were required to permit independent original equipment suppliers to sell their spare parts and were prohibited from placing restrictions or impediments on the operation of independent repairers and garages. OEMs were also directed not to impose a blanket condition that warranties would be cancelled if the consumer availed of services of any independent repairer.

In yet another case, the CCI, in June 2011 passed an order stating that the National Stock Exchange (NSE) was following unfair pricing policies and using its dominant position to attract more business. While directing NSE to levy charges in its currency derivatives segment, the CCI imposed a penalty of 555 million rupees on the NSE. Recently, Competition Appellate Tribunal (COMPAT) upheld the CCI's order, stating that the NSE in continuing with the zero transaction fees policy indulged in exclusionary conduct.

Recently, the CCI imposed a penalty of 10 million rupees on M/s Google Inc and Google India Private Limited (collectively, Google) for failing to comply with the directions of the director general seeking certain information with respect to the on-going investigation against Google. The CCI observed that no cause was shown by Google for non-compliance with the directions given by the director general, CCI. It was further noted that despite liberal indulgence shown by the director general in granting successive extensions, Google had engaged in delaying tactics to prolong the investigations. Accordingly, the CCI imposed the maximum penalty envisaged under section 43 of the Act (10 million rupees) and ordered Google to furnish all the information required by the director general within a period of 10 days. The CCI further clarified that in case of any non-compliance with the directions of the director general in future, each instance of non-compliance would be taken separately as an aggravating factor for the imposition of fine.

Conclusion

The CCI has proven its mettle as a very proactive regulator within a very short span of time. The benefits of its orders in terms of deterrence of anti-competitive conduct must be appreciated. It has also established that the Act will apply on an 'ownership neutral' basis – it regulates private companies as well as government companies – and the penalty imposed on CIL evidences this. The CCI has also invoked its dawn raid powers to supplement its investigations. Interestingly, most of the CCI orders are being challenged in high courts or at COMPAT on grounds of non-compliance with due process, and it remains to be seen whether the CCI will opt to voluntarily issue penalty guidelines or be compelled to by the courts. Until this impasse is resolved, the industry will continue to take recourse to the courts and procedure, rather than substantive aspects, will continue to hold centre stage.

References

- <http://www.cci.gov.in/>
- <http://globalcompetitionreview.com/reviews/69/sections/235/chapters/2749/>
- <http://www.icra.in/Files/ticker/SH-2014-Q3-3-ICRA-Automobiles.pdf>

Competition Compliance Programme - A Tool for Competition Compliance

CS Arpita Agrawal*

Assistant Education Officer, ICSI

"Compliance is like truth, and not a mathematical formula. Industry must develop this culture and encourage competition,"

- Ashok Chawla, Chairperson of the Competition Commission of India

Foreword

The basic purpose of the Competition law in any country is to preserve and promote healthy competition among the market players. It is imperative to note that competition is the foundation of an efficiently working market system. It is a situation in a market, in which sellers independently strive for buyer's patronage to achieve business objectives such as profits, sales or market share. It not only enhances the allocative capacity, production efficiency and dynamism of the business but also empowers consumers, preserves political and economic democracy and accelerates growth and development of the economy. The competition law aims at ensuring that market forces remain competitive and compliance of the provisions of law is a pre-condition for achieving this aim.

Competition Act, 2002

In 1999, Government of India constituted a committee to examine MRTP Act, 1969, shift the focus of the law from curbing monopolies to promoting competition and suggest a contemporary competition law at par with international standards to suit Indian conditions. Thereafter, as a sequel to the Committee's report, the Competition Act, 2002 was enacted in 2002 and notified in January, 2003. It was subsequently amended by the Competition (Amendment) Act, 2007 and in accordance with the provisions of the Competition Amendment Act; the Competition Commission was duly constituted in March 2009.

The Competition Act, 2002, replacing the MRTP Act, 1969, was enacted with the objective to provide for the establishment of a Commission to prevent practices having adverse effect on competition, to promote and sustain competition in markets, to protect the interests of consumers and to ensure freedom of trade carried on by other participants in markets, in India, and for matters connected therewith or incidental thereto. It extends to the whole of India except the State of Jammu and Kashmir.

By the virtue of section 3 and 4, the Act prohibits certain agreements which are in the nature of anti-competitive agreements and abuse of dominant position of an enterprise or group. Further, section 5 and 6 of the Act, defines combinations and provides for their regulation. The law vests the Competition

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Commission with adequate powers of investigation after which, if contravention is established, hefty penalties may be levied for non-compliance. This non-compliance could prove to be very costly for the enterprises, damage their reputation and repel customers and investors. Thus, in order to prevent such a situation, enterprises must make active efforts to comply with the provisions of the Competition law and take necessary steps so that enterprises do not infringe the provisions of Act (knowingly or unknowingly).

Moreover, Section 49(3) of the Act mandates the Commission to undertake Competition Advocacy measures in order to increase compliance with the provisions of the Competition Act. Competition Advocacy is one of the main pillars of competition law that aims at creating awareness of competition in the market. The Competition Law Compliance Programme, as an initiative of all Competition Law enforcement agencies, has become synonymous with the Competition Advocacy.

At present, over 100 countries around the world have legislation relating to competition. Moreover, National competition authorities in these countries have become more proactive in enforcing competition laws and have begun to expect more from the businesses as they are expected not only to voluntarily comply with the laws but also have in place a well designed and effective competition compliance programme to prevent, detect and respond to violations of the competition law. Let us understand what is a CCP and what are the elements that enhance its effectiveness.

Competition Compliance Programme

Competition Compliance Programme (CCP) is a formal internal framework put in place to ensure that management and employees comply with provisions of the competition law. The main objectives of the Competition Compliance Programme are prevention of violation of Competition law, inculcate and promote a culture of compliance, and encourage good corporate citizenship. A CCP can offer certain positive benefits to business which inter-alia include enabling detection of any violation and taking of corrective measures at an early stage, assisting in enhancing reputation and building goodwill, reducing the costs and negative effects of litigation and regulatory intervention. In order to have an effective CCP in place, certain key elements are required to be incorporated in it. A suggestive checklist of the same is given below :

Suggestive Checklist for an effective CCP

- An “off the shelf” compliance programme may not serve the purpose therefore the CCP should be specifically tailored for the organization addressing particular circumstances of the business;
- Market position of the company must be assessed and practical guidelines should be made available to reflect the same;
- Compliance Officer needs to be appointed to oversee the implementation and monitoring of compliance programme;
- Competition Compliance Programme may be integrated into the overall compliance programmes of the enterprise;
- Commitment of the senior management/ business to complying with competition law is essential. It may be in the form of an explicit statement of the commitment of senior management to the Compliance Programme;
- Visible, active and persistent management support to encourage employees to adhere to the programme and actively follow its principles is also crucial;
- CCP must be actively implemented and promoted through the operation of appropriate policies and procedures. An effective policy must be formulated with the specific mention of the

business commitment to comply with competition law; the practical situations in day to day activities which may lead to infringement of the provisions of the competition law, duties and responsibilities of the employees; disciplinary action to be taken against employees or directors who involve in anti-competitive practices;

- Comprehensive compliance manual intelligible to employees in general must be prepared. It may contain policies, procedures, an easy to understand “dos and don’ts” checklist, illustrations etc.;
- Employees must be informed of the business’ policy and procedures on compliance in an appropriate way;
- Provide a forum to the employees to seek advice on whether a particular transaction complies with competition law; and report activities where infringement of the provisions of competition law is suspected;
- Conduct regular training of staff to raise awareness of competition law. This may be offered as part of the induction programme as well as on continuing basis to keep staff updated with amendments and reinforce the compliance message. Further, customized training for senior management, staff involved in procurement, marketing, pricing etc. must also be conducted;
- A well-designed CCP should put in place procedural safeguards such as ensuring that all the agreements are reviewed keeping in view the provisions of competition law and are processed in consultation with the Compliance Officer ;
- A proper system of recording should be in place to ensure that there is an evidence of non-participation in anti-trust practices by the enterprise or its employees;
- The Programme should be monitored and reviewed regularly to ensure that it stays relevant to business;
- There should also be continual review of conduct of management and staff. This will succor in ascertaining the overall effectiveness of the CCP.

Compliance is not onetime process rather it is a continuous process. Thus, mere preparation of CCP doesn’t ensure compliance with the provisions of the Competition Law rather it is just the start of the process. The company may also seek professional advice to put in place a CCP. A CCP can either be a part of a broader regulatory compliance framework, be a standalone framework, or can be organized at the levels of local offices or global headquarters.

End Note

When competing in the marketplace, company can be exposed to anti-competitive practices in several ways. Sometimes, it may become victim of such illegal practices by competitors, suppliers or even staff. The CCP act as an indicator of company’s commitment to comply and signals the importance that the company accords to competition compliance and thus deters the stakeholders in getting engaged in anti-competitive practices. An effective CCP not only minimizes the risk of infringing competition law, but also helps in detecting any possible infringements at an early stage, thereby allowing timely remedial action. Moreover, it is also useful as a part of good corporate governance.

References

- Competition Act, 2002
- Competition Compliance Programme for Enterprises (A suggested Framework for compliance of the Competition Act, 2002 by Enterprises), CCI

Circulars, Notifications, Orders, Amendments

No. 1/8/2013-CL-V
Government of India
Ministry of Corporate Affairs

5th Floor, A Wing, Shastri Bhavan,
Dr R.P. Road, New Delhi

Dated: 18th June, 2015

To

All Regional Directors,
All Registrars of Companies,
All Stakeholders.

Subject: Clarification on repayment of deposits accepted by the companies before the commencement of the Companies Act, 2013 under section 74 of the said Act

Sir,

This Ministry has received representations seeking clarification regarding processing of the deposits related complaints received from investors under section 74 of the Companies Act, 2013 (the said Act) in respect of defaults made by companies in repayment of deposits accepted by them before the commencement of the said Act i.e. before 1st April, 2014 and filing of prosecutions against defaulting companies by the Registrars of Companies/Regional Directors.

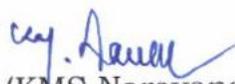
2. The matter has been examined in the Ministry and it is clarified that vide Removal of Difficulties (Second) Order [S.O. 1428(E)] dated 2nd June, 2014 and Removal of Difficulties (Fourth) Order [S.O. 1460(E)] dated 6th June, 2014, the Company Law Board has been empowered to exercise the powers of National Company Law Tribunal under sub-section (4) of section 73 and sub-section (2) of section 74 of the said Act, till the latter's constitution. Thus, a depositor is free to file an application under section 73(4) of the said Act, with the Company Law Board if the company fails to make repayment of deposits accepted by it. Further the company may also file application under section 74(2) of the said Act with the Company Law Board seeking extension of time in making the repayment of deposits accepted by it before the commencement of the provisions of the said Act .

3. Further, attention is also drawn to Explanation appearing below Rule 19 of the Companies (Acceptance of Deposits) Rules, 2014 which clarifies the conditions subject to which a company would be deemed to have complied with the requirements laid down in Section 74(1)(b) of the Companies Act, 2013. Companies can repay deposits accepted prior to 1st April, 2014 in accordance with terms and conditions for which the deposits had been accepted.

4. It is also clarified that there is no bar on the Registrar of Companies for filing of prosecution against a company if such company fails to make repayment of deposits accepted by it under the provisions of the Companies Act, 1956 or Companies Act, 2013, subject to the contents of para 3 above.

This issues with the approval of the competent authority.

Yours faithfully


(KMS Narayanan)
Assistant Director (Policy)

Copy to:-

1. e-Governance Section and web contents Officer to place this circular on the Ministry website
2. Guard File

Constitution of Company Law Board Benches

Order dated 29th June 2015

issued by CLB

In exercise of the powers conferred by Sub-Section 4(B) of Section 10(E) of the Companies Act, 1956 (1 of 1956) read with Regulation 4 of the Company Law Board Regulations, 1991 and in supersession of all earlier orders, including order No. 10/22/2015-CLB dated 21st May 2015, the Board hereby constitutes the following Benches for the purpose of exercising and discharging the Board's powers and functions in the manner specified below:-

(a) Matters filed before the Principal Bench before 31st March 2008 and pending in the following, Benches shall be dealt with by any one of the following:

NEW DELHI BENCH

1. Chief Justice Shri M.M. Kumar, Chairman.
2. Shri B. S. V. Prakash Kumar, Member (Judicial).

KOLKATA BENCH

1. Chief Justice Shri M.M. Kumar, Chairman.
2. Shri Dhan Raj, Member (Technical).

MUMBAI BENCH

1. Chief Justice Shri M.M. Kumar, Chairman.
2. Shri B. S. V. Prakash Kumar, Member (Judicial), only for urgent and mentioning matters requiring interim directions at CLB New Delhi.

CHENNAI BENCH

1. Chief Justice Shri M.M. Kumar, Chairman.
2. Shri Kanthi Narahari, Member, (Judicial).

(b) Matters pending before the Additional Principal Bench as on 31st March 2008 shall be dealt with by the Chennai Bench consisting of any one of the following:

- a. Chief Justice Shri M.M. Kumar, Chairman.
- b. Shri Kanthi Narahari, Member, (Judicial).
- c. The Constitution of the Benches shall be as under:

PRINCIPAL BENCH

- (1) All matters relating to sections 250, 269 and 388B of the Companies Act, 1956 shall be dealt in the Principal Bench at New Delhi by Chief Justice Shri M.M. Kumar, Chairman.

NEW DELHI BENCH

- (2) Matters relating to all other sections of the Companies Act. 1956 and the Companies Act. 2013, except sections 250, 269 and 388B of the Companies Act, 1956 falling within the jurisdiction of the New Delhi Bench shall be dealt by the New Delhi Bench consisting of any one of the following:
 - a. Chief Justice Shri M.M. Kumar, Chairman.
 - b. Shri B. S.V. Prakash Kumar, Member (Judicial).

KOLKATA BENCH

- (3) Matters relating to all other sections of the Companies Act, 1956 and the Companies Act, 2013, except sections 250, 269 and 388B of the Companies Act, 1956 falling within the jurisdiction of the Kolkata Bench shall be dealt by the Kolkata Bench consisting of any one of the following:
- a. Chief Justice Shri M.M. Kumar, Chairman.
 - b. Shri Dhan Raj, Member (Technical).

MUMBAI BENCH

- (4) Matters relating to all other sections of the Companies Act, 1956 and the Companies Act, 2013, except sections 250, 269 and 388B of the Companies Act, 1956 falling within the jurisdiction of the Mumbai Bench shall be dealt by the Mumbai Bench consisting of any one of the following:
- a. Chief Justice Shri M.M. Kumar, Chairman.
 - b. Shri B. S. V. Prakash Kumar, Member (Judicial), only for urgent and mentioning matters requiring interim directions at CLB New Delhi.

CHENNAI BENCH

- (5) Matters relating to all other sections of the Companies Act, 1956 and the Companies Act, 2013, except sections 250, 269 and 388B of the Companies Act, 1956 falling within the jurisdiction of the Chennai Bench shall be dealt by the Chennai Bench consisting of any one of the following:
- a. Chief Justice Shri M.M. Kumar, Chairman.
 - b. Shri Kanthi Narahari, Member (Judicial).

This Order shall come into force with effect from 30th June, 2015.



I/SSB/2015

26th June, 2015

ANNOUNCEMENT

The Institute of Company Secretaries of India (ICSI) had vide ICSI Notification No.1 (SS) of 2015 dated 23rd April, 2015, as published in the Gazette of India Extraordinary Part III – Section 4, issued the Secretarial Standards on ‘Meetings of the Board of Directors’ [“SS-1”] and ‘General Meetings’ [“SS-2”] [collectively referred to as the Secretarial Standards]. **These Secretarial Standards shall come into effect from 1st July, 2015.**

The Ministry of Corporate Affairs (MCA), in exercise of its powers conferred by clauses (a) and (b) of Section 462 (1) and (2) of the Companies Act, 2013 (the Act) issued Notifications No. G.S.R. 463(E), G.S.R. 464(E), G.S.R. 465(E), G.S.R. 466(E) (hereinafter referred to as "the MCA Notification (s)") all dated 5th June, 2015, has directed that certain provisions of the Act shall not apply or shall apply with such exceptions, modifications and adaptations as specified in the MCA Notification (s) to Government companies, Private Companies, Nidhis and Section 8 (Non-Profit) Companies respectively.

The Scope of the Secretarial Standards as laid down in SS-1 and SS-2 is as under:

“This Standard is in conformity with the provisions of the Act. However, if due to subsequent changes in the Act, a particular Standard or any part thereof becomes inconsistent with the Act, the provisions of the Act shall prevail.”

Accordingly, if due to MCA Notification (s) referred to herein above, a particular standard or any part thereof becomes inconsistent with any of the provisions of the Act, such corresponding provisions of the Act read with the MCA Notification (s) shall prevail.

Regards,

CS Atul H Mehta
President

Extension of last date of payment of the Annual Subscription for Licentiate for 2015-16

The payment of Licentiate Subscription for the year 2015-16 became due for payment w.e.f. 1st April, 2015. The last date for payment of the same was 30th June, 2015 which has now been extended upto 31st August, 2015. The annual Licentiate subscription payable is Rs.1,000/- per year.

The Licentiates who want to renew their enrollment as Licentiate, are requested to remit at the Institute's Headquarters or Regional/ Chapter offices a sum of Rs.1000/- (Rupees One thousand only) through cheque at par or Demand Draft payable at New Delhi drawn in favour of "The Institute of Company Secretaries of India" indicating their Name and Licentiate number on the reverse of the Cheque/ Demand Draft and the details of remittance may please be intimated at email id meena.bisht@icsi.edu. The payment may please be made so as to reach the Institute on or before 31st August, 2015.

In case the Licentiate subscription for 2015-16 has already been remitted, please send the particulars of the remittance at email Id meena.bisht@icsi.edu to link up the same and update the records.

For queries, if any, please write to Ms. Meena Bisht, at email id meena.bisht@icsi.edu or contact at telephone No.011-45341062.

Extension in the last date for payment of Annual Membership and Certificate of Practice Fee for the Year 2015-16

The annual membership and certificate of practice fee for the year 2015-16 became due for payment w.e.f. 1st April, 2015. The last date for payment of fee was 30th June, 2015 which has been extended upto 31st August, 2015.

The membership and certificate of practice fee payable is as follows:

- 1) Annual Associate Membership fee Rs.1125/- (*)
 - 2) Annual Fellow Membership fee Rs.1500/- (*)
 - 3) Annual Certificate of Practice fee Rs.1000/- (**)
- A member who is of the age of sixty years or above can claim 50% concession and a member who is of the age of seventy years or above can claim 75% concession in the payment of Associate/Fellow Annual Membership fee subject to the furnishing of declaration in writing duly signed that the member is not in any gainful employment or in practice.
 - **The certificate of practice fee must be accompanied by a declaration in form D duly completed in all respects and signed. The requisite form 'D' is available on the website of Institute www.icsi.edu and also printed elsewhere in the journal.

MODE OF REMITTANCE OF FEE

The fee can be remitted by way of:

- (i) Online mode through payment gateway of the Institute's website (www.icsi.edu)
- (ii) Cheque at par/Demand draft or Pay order payable at New Delhi (indicating on the reverse name and membership number) drawn in favour of 'The Institute of Company Secretaries of India' or in cash at the Institute's Headquarter or Regional/Chapter offices.

For queries, if any, the members may please write to Mr. Saurabh Bansal, Asst. Education Officer at email id saurabh.bansal@icsi.edu

16th

National Conference of Practising Company Secretaries

"Conference for Governance Practices"



Theme : PCS – Calibrating Competence for Achieving Excellence

**Venue : "Bolgatty Palace and Island Resort (KTDC),
Mulavukadu, Kochi - 682504, Kerala"**

**August 13, 2015 – 11.45 am to 6.30 pm (Thursday)
August 14, 2015 – 7.00 am to 4.30 pm (Friday)**



**THE INSTITUTE OF
Company Secretaries of India**

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

www.icsi.edu



Collaborate with ICSI Become an ICSI Counsellor

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