



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

'ICSI House', 22 Institutional Area, Lodi Road, New Delhi-110003, India.
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CS UPDATE

July 23, 2010

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Disclaimer: - CS Update contains government notifications, case laws and contributions received from the members. Due care and diligence is taken in compilation of the CS Update. The Institute does not own the responsibility for any loss or damage resulting from any action taken on the basis of the contents of the CS Update. Anyone wishing to act on the basis of the contents of the CS Update is advised to do so after seeking proper professional advice.

Forthcoming Programmes

- 38th National Convention of Company Secretaries at Kolkata on 2-3-4 September, 2010

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38TH NATIONAL CONVENTION OF COMPANY SECRETARIES

Dates

September 2-3-4, 2010

Venue

*Swissotel Kolkata,
City Centre, New Town, Rajarhat, Kolkata*

Principal Sponsor

MCX'SX
India's New Stock Exchange

Theme : India Inc. and Inclusive Growth

Last 8 days to Avail Early Bird Discount

23rd July, 2010

Dear Professional Colleague,

The **38th National Convention of Company Secretaries** is being held on Thursday, Friday and Saturday, September 2-3-4, 2010 at Swissôtel Kolkata, City Centre New Town, Action Area 2, D. Plot No. 11/5, New Town, Rajarhat, Kolkata on the theme **"India Inc. and Inclusive Growth"**.

The Indian economy, which has over the last six decades passed through various phases of growth, is now all set to enter the area of 'inclusive growth. There is no doubt that Corporates are the engines that drive inclusive growth through the fuel societal based strategies. Almost all successful India Inc., like Tatas, Infosys etc have linked their strategy with society for inclusive growth. The Company Secretaries being more closely associated with the decision making process in the companies should now assume the role of a leader – a driving force behind formulating business strategies towards inclusive growth.

Please send your delegate registration fee **on or before July 31, 2010** and avail **Early Bird Concession of Rs. 500.**

DELEGATE FEE

	Early Bird (Upto 31.07.10) Payment By Cash, Credit Card (HQ/RC), Demand Draft or Pay Order(Rs)	Others (After 31.07.2010) Payment By Cash, Credit Card (HQ/RC), Demand Draft or Pay Order(Rs)
Members	4500	5000
Non-Members	5000	5500
Company Secretary in Practice	4000	4500
Senior Members (60 years & above)	4000	4500
Members admitted after 31.12.2007	4000	4500
Students	3500	4000
Foreign	US\$100	US\$100
Spouse	3500	4000
Licentiates	4000	4500

The detailed brochure and delegate registration form for the Convention is available at the following link:

<http://www.icsi.edu/webmodules/LinksOfWeeks/38TH%20NATIONAL%20CONVENTION%20OF%20COMPANY%20SECRETARIES.pdf>

The registration form duly completed along with a crossed cheque (at par)/ demand draft / pay order drawn in favour of **The Institute of Company Secretaries of India payable at New Delhi** may please be sent to The Institute of Company Secretaries of India, C-37, Sector 62, Institutional Area, Noida - 201309.

I cordially invite you to participate in this annual mega event of the Institute.

I look forward to meet you at the National Convention at the City of Palaces.

Yours sincerely,

July 23, 2010

CS N K JAIN
Secretary & CEO





ANNUAL REGIONAL CONFERENCE – 2010

PCH-8

THEME: "EMERGING DIMENSIONS OF THE PROFESSION"

DAY & DATE

Friday-Saturday
6th and 7th August 2010

VENUE

Hotel Surya Palace,
Opp. Parsi Agyari, Sayajigunj,
Vadodra (Gujarat)
Tel. No. : 0265-2363366;
Fax No. 0265-2363388

Organized By:



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WESTERN INDIA REGIONAL COUNCIL (WIRC)

13, Jolly Maker Chambers No.2, 1st & 5th Floor, Nariman Point,
Mumbai – 400021

Tel Nos.: 22047569 / 22047580 Cell No.: 09909925800, 9223542195

Email: wiro@icsi.edu; sudipto.pal@icsi.edu

CO - HOST

VADODARA CHAPTER OF THE ICSI

Office No.1 (2nd Floor), Stop N Shop Plaza (Offtel Towers II),
R.C. Dutt Road, Vadodra – 390007

Tel. No. (0265) 2331498; Mobile : 09825028079/09909925800.

Email: vadodara@icsi.edu / vadodachapteroficsi@yahoo.com

Dear Members,

In the last one and half year or so, lot of turbulence was witnessed all over the world, and India was no exception to it. Yet, we survived mainly because the Indian Economy is fundamentally strong and has an impetus / current which steers it to the right direction and provides proper dimension.

It has been rightly said that "Handsome is what the handsome does" and if we see this in the professional paradigm, we need to be highly goal as well as performance oriented, mingled with proper appetite to adapt to the changes that are happening around. Change is a constant catalyst in the professional environment and it is the change that provides us a unique growth opportunity. In the past few years, lot of new avenues have become available to the profession of Company Secretaries and the role and positioning of the professional Company Secretary stand redefined.

Addition of new dimension to this profession calls for concerted efforts to keep oneself contemporary with the changes. Today, the Corporate World expects much bigger role from us as a Company Secretary and with this he has been looked at as the in-house Corporate think tank instead of his erstwhile role as a mere Compliance Officer.

With a view to further strengthen and consolidate this position, the Western India Regional Council of the ICSI is organizing its two days Residential Annual Regional Conference – 2010 on the theme of "Emerging Dimensions of the Profession" on Friday-Saturday, 6th and 7th August 2010 at Hotel Surya Palace, Vadodara (Gujarat).

The Conference is going to deliberate on the following subjects of vital professional interest:

1. Mergers and Acquisitions – Technical and Tax Aspects,
2. National Company Law Tribunal – How to excel.
3. SMEs' and their Listing – What is all about.
4. MCX – Commodity markets and derivatives – Role of CS.
5. New dimensions of CS Profession – What is there inside.

We as the hosts are confident that the deliberations proposed at the Conference shall be of enormous value to the participants and would help them to contribute in a long way for their growth as well as for the growth of our Profession.

Faculty:

Best in the class with the perfect the blend of theory and practice.

Who should attend:

The Conference is tailor made for Company Secretaries, Chartered Accountants, Cost Accountants, Advocates, Company Directors, Senior Executives in the Corporate Sector and other Professionals.

Delegate fees per person:

CATEGORY	NON RESIDENTIAL RS.*	RESIDENTIAL (TRIPLE SHARING BASIS) RS.*	RESIDENTIAL (Double SHARING BASIS) RS.*
Members of ICSI / ICAI / ICWAI	Rs.2,500/-	Rs.3,250/-	Rs.3,750/-
Others	Rs.3,250/-	Rs.3,750/-	Rs.4,250/-
Licentiate Company Secretary & Students of ICSI	Rs.2,250/-	Rs.3,000/-	Rs.3,750/-
Accompanying Spouse	-	-	Rs.2,000/-
Practising Company Secretary	Rs.2,250/-	Rs.3,250/-	Rs.3,750/-

**Early bird Rs.250/- for Registrations received on or before 25th July 2010.*

Residential option is limited based on the rooms blocked and hence it will be on first come first served basis. Members are requested to register well in advance to avoid disappointment later. The delegate fees would cover the kitbag, course material, souvenir, lodging and boarding from 6th August morning 6.00 AM to 7th August 11.00 AM, conference dinner at a resort on the outskirts of Vadodara, etc.

July 23, 2010

Registration:

Registration can be done either at the office of ICSI-WIRC at Mumbai or at the Vadodara Chapter office of ICSI-WIRC, Vadodara. Cheques/ Demand Drafts payable at Vadodara and Mumbai drawn on WIRC of ICSI or Vadodara Chapter of WIRC of ICSI should accompany the registration forms.

We look forward and welcome you for your enrolment and participation as a delegate to the Annual Regional Conference - 2010.

CS Vishvesh V. Vachhrajani
Chairman
ICSI-WIRC

CS Mahavir Lunawat
Secretary
ICSI-WIRC

CS Ragini Chokshi (Ms.)
Chairperson, PDC
ICSI-WIRC

CS Neeraj Trivedi
Chairman
Vadodara Chapter of ICSI-WIRC

DELEGATE REGISTRATION

The Joint Director
ICSI-WIRC
13, Jolly Maker Chambers No.2
Nariman Point, Mumbai - 400021
Tel Nos.: 022-22047569
Or

Vadodara Chapter of The ICSI
Office No.1 (2nd Floor)
Stop N Shop Plaza (Offtel Towers II)
R.C. Dutt Road, Vadodara - 390007,
Tel. 0265-2331498.

Dear Sir,

Please register the following person as delegate for attending Annual Regional Conference 2010 on the theme of "Emerging Dimensions of the Profession" on Friday-Saturday, 6th and 7th August 2010 at Hotel Surya Palace, Vadodara (Gujarat).

Name of the Delegate : Mr. / Ms. _____

Membership No.FCS / ACS _____ CP No. _____

Designation _____

Name of the Organization: _____

Residential/professional Address: _____

Tel. Nos. (Off.) _____ (Res.) _____ (Fax) _____

Email: _____ Cell: _____

*Delegate fee of Rs. _____ (Residential / Non Residential) is sent herewith by Cash / Cheque / demand draft bearing No. _____ dated _____ drawn on _____ favoring "WIRC of ICSI" payable at Mumbai / Vadodara Chapter of WIRC of ICSI.

Yours faithfully,

Date:

(Sponsoring Authority / Delegate)

SEBI Updates

"Views solicited on Report of the Takeover Regulations Advisory Committee"

SEBI has placed on its website Report of the Takeover Regulations Advisory Committee

We seek your views/suggestions on the same and would appreciate to receive the same in the format given below on sonia.baijal@icsi.edu by August 20, 2010 for sending to SEBI.

Sl. No.	Draft Provision / Recommendation of the Committee	Comment	Rationale
1.	Insert reference to the draft provision / paragraph in the Committee's Report	Provide your comment here	Specify your reasons / rationale for the comment

**REPORT OF THE
TAKEOVER REGULATIONS ADVISORY COMMITTEE**

UNDER THE CHAIRMANSHIP OF

MR. C. ACHUTHAN

JULY 19, 2010

NOTE: The [report of the Committee](#) .

RBI Updates

External Commercial Borrowings (ECB) Policy –Take-out Finance

RBI/2010-11/124

July 22, 2010

A.P.(DIR Series) Circular No.04

To

All Category - I Authorised Dealer Banks

Madam / Sir,

External Commercial Borrowings (ECB) Policy –Take-out Finance

Attention of Authorized Dealer Category - I (AD Category - I) banks is invited to the [A.P. \(DIR Series\) Circular No. 5 dated August 1, 2005](#) and [A.P \(DIR Series\) Circular No. 39 dated March 29, 2010](#) relating to the External Commercial Borrowings (ECB).

2. As per the extant norms, refinancing of domestic Rupee loans with ECB is not permitted. However, keeping in view the special funding needs of the infrastructure sector, it has been decided to review the ECB policy and put in place a scheme of take-out finance. Accordingly, it has been decided to permit take-out financing arrangement through ECB, **under the approval route**, for refinancing of Rupee loans availed of from the domestic banks by eligible borrowers in the **sea port and airport, roads including bridges and power sectors** for the development of new projects, subject to the following conditions:

- i. The corporate developing the infrastructure project should have a tripartite agreement with domestic banks and overseas recognized lenders for either a **conditional** or **unconditional** take-out of the loan within three years of the scheduled Commercial Operation Date (COD). The scheduled date of occurrence of the take-out should be clearly mentioned in the agreement.
- ii. The loan should have a minimum average maturity period of seven years.
- iii. The domestic bank financing the infrastructure project should comply with the extant prudential norms relating to take-out financing.

- iv. The fee payable, if any, to the overseas lender until the take-out shall not exceed 100 bps per annum.
- v. On take-out, the residual loan agreed to be taken-out by the overseas lender would be considered as ECB and the loan should be designated in a convertible foreign currency and all extant norms relating to ECB should be complied with.
- vi. Domestic banks / Financial Institutions will not be permitted to guarantee the take-out finance.
- vii. The domestic bank will not be allowed to carry any obligation on its balance sheet after the occurrence of the take-out event.
- viii. Reporting arrangement as prescribed under the ECB policy should be adhered to.

Eligible borrowers may, accordingly, apply to the Reserve Bank for necessary approval before entering into take-out finance arrangement.

3. All other aspects of ECB policy, such as, USD 500 million limit per company per financial year under the automatic route, eligible borrower, recognised lender, end-use, average maturity period, prepayment, refinancing of existing ECB and reporting arrangements remain unchanged.

4. AD Category-I banks may bring the contents of this circular to the notice of their constituents and customers concerned.

5. The directions contained in this circular have been issued under sections 10(4) and 11 (1) of the Foreign Exchange Management Act, 1999 (42 of 1999) and is without prejudice to permissions/approvals, if any, required under any other law.

Yours faithfully,
Salim Gangadharan
Chief General Manager-in-Charge

**Export of Goods and Services - Unrealised export bills –
Write-off - Surrender of export incentives**

RBI/2010-11/ 123

A.P. (DIR Series) Circular No.03

July 22, 2010

To

All Category - I Authorised Dealer Banks

Madam / Sir,

**Export of Goods and Services - Unrealised export bills –
Write-off - Surrender of export incentives**

Attention of Authorised Dealer Category – I (AD Category –I) banks is invited to [A.P. \(DIR Series\) Circular No. 12 dated September 09, 2000](#), [A.P. \(DIR Series\) Circular No. 30 dated April 04, 2001](#), [A.P. \(DIR Series\) Circular No. 61 dated December 14, 2002](#), [A.P. \(DIR Series\) Circular No. 40 dated December 05, 2003](#) and [A.P. \(DIR Series\) Circular No. 33 dated February 28, 2007](#), in terms of which the AD Category –I banks have been permitted to accede to the requests for "write-off" made by the exporters, subject to the conditions, inter alia, that the exporter had to surrender proportionate export incentives, if availed of, in respect of the relative shipments.

2. It has since been announced in the Foreign Trade Policy (FTP) 2009-14 and specified in Para. 2.25.4 of Handbook of Procedures – Vol. I (2009-2014) (extracts annexed), issued by the Department of Commerce, Ministry of Commerce and Industry that realisation of export proceeds shall not be insisted upon, under any of the Export Promotion Schemes under the Foreign Trade Policy (FTP), subject to the following conditions:-

- i) the write-off on the basis of merits is allowed by the Reserve Bank or by the AD Category – I banks on behalf of the Reserve Bank, as per the extant guidelines;
- ii) ii) the exporter produces a certificate from the Foreign Mission of India concerned, about the fact of non-recovery of export proceeds from the buyer; and

- iii) this would not be applicable in self-write-off cases.

The above relaxation is applicable for the exports made with effect from August 27, 2009.

3. It is clarified that since the Drawback scheme is governed by the provisions of the Customs Act, 1962 and the Rules made there under, the provisions contained in para. 2.25.

4 of the Handbook of Procedure – Vol. I. of the Foreign Trade Policy (FTP) (2009-2014) would not be applicable to the Duty Drawback scheme. Therefore, the drawback amount has to be recovered even if the claim is settled by the Export Credit Guarantee Corporation of India Limited (ECGC) or the write –off is allowed by the Reserve Bank.

5. AD – Category I banks may bring the contents of this circular to the notice of their constituents and customers concerned.

6. The directions contained in this Circular have been issued under sections 10(4) and 11(1) of the Foreign Exchange Management Act, 1999 (42 of 1999) and is without prejudice to permissions / approvals, if any, required under any other law.

Yours faithfully,
G. Jaganmohan Rao
Chief General Manager

Annex

[Annex to A.P. (DIR Series) Circular No.03 dated July 22, 2010]

Extract of Para. 2.25.4 of the Handbook of Procedure – Vol. I –
2009 – 2014 of Foreign Trade Policy (FTP)

"Realization of export proceeds shall not be insisted under any of the Export Promotion Schemes under this Foreign Trade Policy (FTP), if the Reserve Bank of India (RBI) writes off the requirement of realization of export proceeds on merits and the exporter produces a certificate from the concerned Foreign Mission of India about the fact of non-recovery of export proceeds from the buyer. However, this would not be applicable in self-write off cases."

