Meeting of ICSI Delegation on 28th July, 2014 with

Mr. Arun Jaitley
Hon'ble Union Minister, Finance, Corporate Affairs & Defence

CS R Sridharan, President, ICSI and CS Vikas Y Khare, Vice President, ICSI presenting bouquet to Mr. Arun Jaitley, Hon'ble Union Minister, Finance, Corporate Affairs & Defence.

Meeting of ICSI Delegation on 25th July, 2014 with

Dr. M Veerappa Moily
Former Union Minister of Environment & Forests, Petroleum and Natural Gas and Hon’ble Member of Parliament

Standing from L to R : Ms. Arti J Shailendra, Deputy Director, ICSI; CS Vikas Y Khare, Vice-President, ICSI; CS R Sridharan, President, ICSI; CS Sanjay Grover, Council Member, ICSI; CS M S Sahoo, Secretary, ICSI; and CS Atul Mehta, Council Member, ICSI.

FAQs on e-voting
Postal Ballot - Under Companies Act, 2013 & Listing Agreement
Dividend
Circulars/Notifications
42nd National Convention of Company Secretaries – Details of Hotel Accommodation

ICSI Events
Message from President

Dear Member,

Corporate Governance is no more mere buzz word and limited to academic discussion and arm chair analysis. It has been demonstrated in recent times, by the companies who strive for corporate governance that it has helped them to be more effective, to be more competitive, to be more creative, to be more sustainable and to be more resilient in facing stringent global competition. Our members are playing critical role in compliance management, Board Processes, sustainability initiatives which form the core of corporate governance. Having bracketed our members, as KMP in the Companies Act, 2013, all the more, it is necessary for us to adequately display our resoluteness in upholding the tenets of corporate governance.

For more than a decade, every year, the Institute is presenting prestigious Corporate Governance Awards, so as to propagate governance ideals, norms and practices amongst the corporates. The Institute’s mission and vision statements echoes our commitment for promotion of corporate governance. The awardees are selected through a very rigorous comprehensive evaluation process undertaken by an eminent Jury. The questionnaires and evaluation methodologies are developed through an open, transparent and consultative process. I am happy to inform that Shri Arun Jaitley, Hon’ble Union Minister, Finance, Corporate Affairs & Defence has kindly consented to be the Chief Guest at the ICSI National Awards for Excellence in Corporate Governance to be held on August 24, 2014 at Kolkata.

Knowledge leaders indeed have always a competitive advantage through their unique delivery and capacity building of professionals as knowledge leaders is the institutional responsibility. Keeping in view the external environment, internal resources, expectations from the profession etc., the Institute has embarked on creating Knowledge value chain through different capacity building initiatives in the forms of National Seminars on emerging topics including Companies Act, 2013, Capital Markets Week, New PMQ Courses, technology enabled initiatives such as e-bulletins for students and members etc., I appeal to all of you to make use of these capacity building initiatives to create and sustain a niche for the company secretary as knowledge leader.

I am not one who was born in the possession of knowledge; I am one who is fond of antiquity, and earnest in seeking it there.

Confucius

Through this communication, once again, I invite you to participate in the National Convention, which is being held on 21-22-23 August, 2014 at Kolkata.

Regards,

CS R. Sridharan
President
president@icsi.edu
The Council

President
R. Sridharan
Vice-President
Vikas Y. Khare

Members
(in alphabetical order)
Amardeep Singh Bhatia
Anil Murarka
Ardhendu Sen
Arun Balakrishnan
Ashok Kumar Pareek
Atul Hasmukhrai Mehta
Atul Mittal
B. Narasimhan
Gopalakrishna Hegde
Harish K. Vaid
Nesar Ahmad
P. Sesh Kumar
Pradeep Kumar Mittal
S. N. Ananthasubramanian
Sanjay Grover
Sudhir Babu C.
U. D. Choubey (Dr.)
Umesh Harjivandas Ved

Secretary
M. S. Sahoo

Chief Executive
Sutanu Sinha

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- Circulars/Notifications
- 42nd National Convention of Company Secretaries - Hotel Accommodation
Capital Markets - The Growth Engine

Monday, the August 04, 2014 at 9:30 AM
BSE International Convention Hall, BSE Ltd., Mumbai

Chief Guest

U.K. Sinha
Chairman, Securities and Exchange Board of India

Prashant Saran
Whole Time Member, SEBI

Rajeev Kumar Agarwal
Whole Time Member, SEBI

Manoj Joshi
Joint Secretary, Ministry of Finance

Ashishkumar Chauhan
MD & CEO, BSE Ltd.

Gyan Bhushan
Executive Director, SEBI

Sandip Ghose
Director, NISM

Somasekhar Sundaresan
Partner, J. Sagar & Associates

Himanshu Kaji
ED and Group COO, Edelweiss

Shaji Vikraman
Sr. Editor, The Economic Times

Amit Tandon
MD, IIAS

CS R. Sridharan
President, ICSI

CS M. S. Sahoo
Secretary, ICSI

For participation in the Programme, please contact: Tel: 022-61307900 / 9769133686; E-mail: kallash.kaushik@icsi.edu
FAQs on e-voting

M. Kurthalanathan
Practising Company Secretary*

Q1. What is e-voting?

As per rule 20 of Companies (Management and Administration) Rules, 2014, “voting by electronic means” or “electronic voting system” means a ‘secured system’ based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate ‘cyber security’.

Q2. To whom e-voting is applicable?

- Every listed company or
- a company having not less than one thousand shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means.

Q3. What is the procedure to be followed by the company?

Dispatch the notice:

The notices of the meeting shall be sent to all the members, auditors of the company, and directors either—

(a) by registered post or speed post; or
(b) through electronic means like registered e-mail id;
(c) through courier service.

The company shall mention the internet link of e-voting platform in the notice.

Place the notice on the website of the company:

The notice shall also be placed on the website of the company, if any and of the agency forthwith after it is sent to the members.

Mention the business to be transacted:

The notice of the meeting shall clearly mention that the business contained in the notice is to be transacted through electronic voting system and the company is providing facility for voting by electronic means.

Indicate the process and manner of voting:

The notice shall clearly indicate the process and manner of voting by electronic means and the time schedule including the time period during which the votes may be cast and shall also provide the login ID and create a facility for generating password and for keeping security and casting of vote in a secure manner.

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

The company shall publish an advertisement, **not less than five days** before the date of beginning of the voting period, at least; **once in a vernacular newspaper in the principal vernacular language** of the district in which the registered office of the company is situated, and **having a wide circulation in that district**, and **once in English language in an English newspaper** having a wide circulation in that district, about having sent the notice of the meeting and specifying therein, inter alia, with the following particulars;

**Particulars of advertisement:**
- statement that the business may be transacted by e-voting;
- the date of completion of sending of notices;
- the date and time of commencement of voting through electronic means;
- the date and time of end of voting through electronic means;
- the statement that voting shall not be allowed beyond the said date and time;
- website address of the company and agency, if any, where notice of the meeting is displayed
- contact details of the person responsible to address the grievances connected with the e-voting.

**Q4. What is the duration of e-voting period?**

The e-voting shall remain open for **not less than one day** and not **more than three days**. 

In all such cases, such voting period shall be completed three days prior to the date of the general meeting.

**Q5. Whether shareholders holding shares in dematerialized form are only eligible to cast vote electronically?**

During the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically.

**Q6. Whether change is allowed after casting vote electronically?**

No, once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.

**Q7. When the portal will be blocked?**

At the end of the voting period, the portal where votes are cast shall forthwith be blocked.

**Q8. Who can be appointed as a Scrutinizer?**

The Board of directors shall appoint one scrutinizer, who may be;
- Chartered Accountant in practice,
- Cost Accountant in practice, or
- Company Secretary in practice or
- an advocate,

but not in employment of the company and one who is a person of repute who, in the opinion of the Board can scrutinize the e-voting process in a fair and transparent manner.

**Q9. What are the duties of the Scrutinizer?**

The Scrutinizer shall;
● Take assistance of a person who is not in employment of the company and who is well-versed with the e-voting system.
● Be available for the purpose of ascertaining the requisite majority.
● Within a period of **not exceeding three working days from the date of conclusion of the e-voting period**, **unblock the votes** in the presence of **at least two witnesses not in the employment of the company**.
● Make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman.
● Maintain a register either manually or electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights.
● Keep the register and all other papers relating to electronic voting in the safe custody of the scrutinizer until the chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall return the register and other related papers to the company.

**Q10. What are the details to be placed on the website of the company after e-voting?**

The results declared along with the scrutinizer’s report shall be placed on the website of the company and on the website of the agency **within two days** of passing of the resolution at the relevant general meeting of members.

**Q11. Who are the agencies providing e-voting services?**

<table>
<thead>
<tr>
<th>Particulars</th>
<th>Agency-1</th>
<th>Agency-2</th>
</tr>
</thead>
<tbody>
<tr>
<td>Name of the agency</td>
<td>NSDL</td>
<td>CDSL ventures Ltd (CVL)</td>
</tr>
<tr>
<td>Website Id</td>
<td><a href="http://www.evoting.nsd.com">www.evoting.nsd.com</a></td>
<td><a href="http://www.evotingindia.com/">http://www.evotingindia.com/</a></td>
</tr>
<tr>
<td>E-mail Id</td>
<td><a href="mailto:Helpdesk@nsdl.co.in">Helpdesk@nsdl.co.in</a> ; <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a></td>
<td><a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a></td>
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</table>

**Q12. What are the steps to be taken by the company for e-voting?**

● The company through its Registrar and Transfer Agent (RTA) will set up the e-voting schedule on the website and upload the resolutions on which voting is required and generate the **Electronic Voting Sequence Number** (EVSN) / **Electronic Voting Even Number** (EVEN).
● The Company will then upload the Register of Members in the specified file format.
● CDSL/NSDL will generate the password for each shareholder and print the same in a secured manner, which is to be sent to all the shareholders.
● The company will then communicate the password, EVSN /EVEN and the procedure for e-voting along with the notice of resolution to all the shareholders.
● After the voting period is over, the e-voting system will provide to the scrutinizer, a report containing the shareholder wise details of vote cast, for the records of the company.

**Q13. What are the steps to be taken by the shareholders for e-voting?**

● The shareholders can login to the e-voting system using their user–id (i.e., demat account number/folio number), PAN and password.
• After logging in, demat shareholders will have to confirm their personal details and compulsorily change their password. This password can be used by demat shareholders for voting on resolutions of any other company in which they are eligible to vote.
• During the voting period, the shareholders can visit the e-voting website and select the relevant EVSN/EVEN/company for voting.
• Shareholders can view the detailed resolutions on the website and cast their vote.

Q14. What are the advantages of e-voting to the company/RTA?
• Reduction in cost and paperwork.
• No need to store physical ballot papers.
• Accurate counting of votes.
• Declaration of results in a very short time.
• No need to verify the signatures.

Q15. What are the advantages of e-voting to the shareholders?
• Voting can be done from anywhere.
• Sufficient time will be available for voting as it can be cast even on the last day.
• Voting can be done for different companies at the same time.
• Increased of transparency
• Increased of participation in the decision making process

Q16. What are the disadvantages of e-voting?
• There may be a chance of misuse of user Id and Password of the shareholders, if it falls into wrong hands.
• Lack of awareness among the shareholders about the new process of e-voting
• It has to be ensured that the entire process of e-voting is not subject to any kind of manipulation.
• Correct Data of Shareholders will have to be provided by the Registrar and Share Transfer Agents or the Company to the agency providing e-voting platform otherwise a shareholder may not get his user Id and password and thus may not be able to cast his vote.
• No option is available to the shareholders to modify the vote once cast.

Q17. When the provision of e-voting will be applicable to the company?

As per recent MCA’s circular dated June 17, 2014, e-voting is not mandatory till 31st December 2014. It will be applicable from the next year’s General Meeting.

However, companies which have already dispatched the notice of e-voting to the shareholders have to comply with this provision.

As per SEBI’s circular dated April 17, 2014, e-voting will be applicable to listed companies with effect from 1st October 2014.-Clause 35 B of Listing Agreement.

As most of the companies will schedule the AGM within 6 months from the end of the financial year, i.e., on or before 30th September 2014, they need not comply with the requirement of clause 35B.

But if the companies financial year are different and the AGM date falls on or after 1st October 2014, then the company has to comply with the requirement of clause 35B.
Q18. **Whether Postal ballot option is also to be provided in addition to e-voting?**

Yes. The company has to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings as prescribed. The company shall continue to enable those shareholders, who do not have access to e-voting facility, to cast their vote of assent or dissent in writing through a postal ballot as per the provisions of the Companies (Management and Administration) Rules, 2014 or amendments made thereto.

If a shareholder, who is not able to participate in the general meeting personally and who is also not exercising voting through e means then the postal ballot option would not be available to such shareholder.

Q19. **Whether e-voting is mandatory for Private companies?**

No, for private companies e-voting is not mandatory.

Q20. **What are the changes in the provisions of e-voting?**

<table>
<thead>
<tr>
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<tbody>
<tr>
<td>There was no provision for e-voting under Companies Act,1956.</td>
<td>Sec.108 of the Companies Act, 2013 and the corresponding rules deals with the voting through electronic means.</td>
</tr>
<tr>
<td>As per SEBI’s recent circular dated April 17,2014, The issuer has to provide e-voting facility to its shareholders, in respect of all shareholders' resolutions, to be passed at General Meetings or through postal ballot. Issuer shall continue to enable those shareholders, who do not have access to e-voting facility, to send their assent or dissent in writing through postal ballot as per the provisions of the Companies (Management and Administration) Rules, 2014 or amendments made thereto.</td>
<td>As per Companies (Management and Administration) Rules, 2014, every listed company or a company having not less than one thousand shareholders, shall provide to its members facility to exercise their right to vote at general meetings by electronic means.</td>
</tr>
<tr>
<td>As per the amended Clause 35B of the listing agreement, such e-voting facility shall be kept open for not less than one day and not more than three days for shareholders to send their assent or dissent.</td>
<td>As per the Rules, the e-voting shall remain open for not less than one day and not more than three days. In all such cases, such voting period shall be completed three days prior to the date of the general meeting.</td>
</tr>
<tr>
<td>Q21. <strong>Whether show of hands is allowed in case of e-voting?</strong></td>
<td></td>
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<tr>
<td>In view of clear provisions of section 107, voting by show of hands would not be allowed in cases where rule 20 of Companies (Management and Administration) Rules, 2014 is applicable.</td>
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<tr>
<th>Q22. <strong>Whether participation of shareholder in the general meeting is allowed after voting by e-means?</strong></th>
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<tr>
<td>A person who has voted through e-voting mechanism in accordance with rule 20 shall not be debarred from participation in the general meeting physically. But he shall not be able to vote in the meeting again, and his earlier vote (cast through e-means) shall be treated as final.</td>
</tr>
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<tr>
<th>Q23. <strong>Whether Demand for poll is relevant in case of e-voting?</strong></th>
</tr>
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<tbody>
<tr>
<td>e-voting itself is a form of Poll therefore the provisions relating to demand for poll would not be relevant.</td>
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<tr>
<th>Q24. <strong>What would be the manner of voting in case of shareholders present at the meeting?</strong></th>
</tr>
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<tbody>
<tr>
<td>Voting through e-means would be on the basis of proportion of share in the paid-up capital or 'one-share one-vote', so the Chairperson of the meeting shall regulate the meeting accordingly, the shareholders</td>
</tr>
</tbody>
</table>

There is no provision for publishing an advertisement in the newspaper for e-voting under Companies Act, 1956.

The company shall publish an advertisement, not less than five days before the date of beginning of the voting period, at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having sent the notice of the meeting and specifying therein related matters.

The Company shall mention the Internet link of such e-voting platform in the notice to their shareholders.

The Company shall place the notice on the website of the company, if any and of the agency forthwith after it is sent to the members.

The revised Clause 35B would be applicable to all listed companies, w.e.f. October 1, 2014 and the modalities would be governed by the provisions of Companies (Management and Administration) Rules, 2014

As per MCA’s recent circular dated June 17th, 2014, e-voting is not mandatory till 31st December 2014.

The Company shall utilize the service of any one of the agencies providing e-voting platform, which is in compliance with conditions specified by the Ministry of Corporate Affairs, Government of India, from time to time

There is no such provision
present at the meeting should also be provided the opportunity to cast their vote at the meeting through ballot ensuring that they have not already voted through e-voting or postal ballot.

Q25. **Whether e-voting is applicable to companies not covered under rule 20 (1)?**

In case a company not mandated under rule 20(1) opts or decides to give its shareholders the e-voting facility, in such a case, the whole of the procedure specified in rule 20 shall be applicable to such a company. This is necessary so that any piece-meal application does not affect the interest of shareholders.

Q26. **Whether e-voting is applicable to transact the business specified for Postal Ballot?**

As per provisions of section 110(1)(a) read with rule 22(16) it would be necessary to transact items specified in rule 22(16) only through postal ballot and not at the general meeting.
Postal Ballot
Under Companies Act, 2013 & Listing Agreement

CS. S Dhanapal
Sr. Partner, S Dhanapal & Associates, Chennai*

In the Indian scenario, postal ballot is a relatively a new concept which was introduced in the Companies Act, 1956 by insertion of a new Section, namely Section 192A through an amendment made to the said Act in year 2001. The Companies Act, 1956 contained no definition of postal ballot. However, the explanation given in Section 192A states that “for the purpose of this section, “postal ballot” includes voting by electronic mode”.

Companies Act, 2013 also provides for transaction of business by means of postal ballot but there are some changes in the provisions relating to postal ballot as compared to what was provided in the Companies Act, 1956. Further, the listing agreement also contains some stipulation regarding this.

In this article, an attempt has been made to highlight the provisions relating to postal ballot as contained in the Companies Act, 2013, the rules made there under and the Listing Agreement.

DEFINITION OF POSTAL BALLOT

The Companies Act, 1956 did not define the term postal ballot. However, it is defined under the Companies Act, 2013.

Section 2(65) of the Companies Act, 2013 defines postal ballot as below:

“postal ballot” means voting by post or through any electronic mode;

Even though the above definition is not very cleared, it gives a fair idea about the meaning of postal ballot and also provides clarity that the Companies Act, 2013 has recognized the medium of e-voting for the purpose of postal ballot

APPLICABILITY OF POSTAL BALLOT

Provisions regarding postal ballot are primarily contained in Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014.

In respect of certain items of business to be transacted by certain companies, the Act mandates that the approval of members has to be sought only by means of a postal ballot. Thus the mandatory applicability needs to be understood from two angles; one from the angle of nature of item of business to be transacted and secondly from the point of view of class of the company. We list below both the dimensions as under:

Class of Companies for whom postal ballot is mandatory:

Except a One Person Company and other companies having upto 200 members, all other companies shall transact the items of business listed below only by means of voting through a postal ballot.

The views expressed are personal views of the author and do not necessarily reflect those of the Institute.
Items of business which need to be mandatorily transacted through postal ballot:

(a) alteration of the objects clause of the memorandum and in the case of a company in existence immediately before the commencement of the Act, alteration of the main objects of the memorandum;

(b) alteration of articles of association in relation to insertion or removal of provisions which, under sub-section (68) of section 2, are required to be included in the articles of a company in order to constitute it a private company;

(c) change in the place of registered office outside the local limits of any city, town or village as specified in sub-section (5) of section 12;

(d) change in the objects for which a company has raised money from public through prospectus and still has any unutilized amount out of the money so raised under sub-section (8) of section 13;

(e) issue of shares with differential rights as to voting or dividend or otherwise under sub-clause (ii) of clause (a) of section 43;

(f) variation in the rights attached to a class of shares or debentures or other securities as specified under section 48;

(g) buy-back of shares by a company under sub-section (1) of section 68;

(h) election of a director under section 151 of the Act;

(i) sale of the whole or substantially the whole of an undertaking of a company as specified under sub-clause (a) of sub-section (1) of section 180;

(j) giving loans or extending guarantee or providing security in excess of the limit specified under sub-section (3) of section 186

The mandatory applicability of postal ballot can be illustrated as under:

- **Companies having up to 200 members**
  - No necessity to transact any item of business through postal ballot

- **10 items of business as listed above need to be necessarily transacted through postal ballot**

- **Companies having 200 or more members**
List of items of business which cannot be transacted through postal ballot

The Act also specifies certain items of business which cannot be transacted by means of postal ballot, i.e. which should be transacted only in a duly convened meeting of the members. These are –

- All items of business which are deemed as Ordinary Business at an Annual General Meeting, i.e.
  
  (i) the consideration of financial statements and the reports of the Board of Directors and auditors;
  
  (ii) the declaration of any dividend;
  
  (iii) the appointment of directors in place of those retiring;
  
  (iv) the appointment of, and the fixing of the remuneration of, the auditors;

- Any business in respect of which directors or auditors have a right to be heard at any meeting, like removal of a director or auditor etc.

All other items of business other than the aforementioned businesses can be transacted through postal ballot, instead of transacting such business at a general meeting.

If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

The position with regards to transaction of business through postal ballot/general meeting can be summarized as under:

| Certain items of business as listed above in case of companies having 200 or more shareholders need to be mandatorily transacted through postal ballot |
| Certain items of business as listed above require to be transacted only at duly convened general meeting |
| All other items of business can either be transacted through a general meeting or through postal ballot. |

METHOD OF VOTING THROUGH POSTAL BALLOT

The definition of postal ballot states that postal ballot means voting by post or through any electronic means. This means that a postal ballot exercise recognizes both methods of voting i.e. physical voting through post and e-voting through electronic means.
What is E-Voting?

"Voting by electronic means" or "electronic voting system" means a ‘secured system’ based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronic registry in a centralized server with adequate ‘cyber security’ [Rule 20 of companies (Management and Administration Rules), 2014]

Applicability of E-voting Process for Postal Ballot

Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 which provides for voting by electronic means states that certain companies have to mandatorily provide e-voting facility in case of voting at a general meeting. The said section is silent about postal ballot.

Section 110 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, which contains provisions dealing with postal ballot, also does not contain any clear stipulation regarding mandatory requirement of voting through electronic means in case of a postal ballot except that it is stated in Rule 20 that “The provisions of rule 20 regarding voting by electronic means shall apply, as far as applicable, mutatis mutandis to this rule in respect of the voting by electronic means.”

Clause 35B of the listing agreement as amended vide SEBI Circular No. CFD/POLICY CELL/2/2014, dated 17-4-2014 provides that e-voting is mandatory in respect of all shareholders’ resolutions, to be passed at General Meetings or through postal ballot. This means that in case of listed companies, e-voting facility needs to be necessarily provided both in case of convening a general meeting physically as well as resolutions passed through postal ballot process.

As per MCA Circular No. 20/2014 dated 17.06.2014, MCA has clarified that it has been decided not to treat provisions relating to e-voting, as contained in the Companies Act, 2013, mandatory till 31.12.2014. However, SEBI has clarified that for listed companies, SEBI provisions will prevail which means e-voting will remain mandatory for listed companies effective 1-10-2014 in respect of all resolutions to be passed either at a general meeting or through postal ballot.

Recent judgement of Bombay High Court on Postal Ballot and E-Voting

The Honourable Bombay High Court in the matter of scheme of amalgamation between Wadala Commodities Limited with Godrej Industries Limited has passed a judgment on postal ballot and e-voting. The Court has observed that postal ballot and e-voting is an additional facility and cannot have the effect of dispensing with the general meeting at all. The question raised in this case was “whether in view of the provisions of Section 110 of the Companies Act, 2013 ("the 2013 Act") and SEBI Circular dated 21st May 2013, a resolution for approval of a Scheme of Amalgamation can be passed by a majority of the equity shareholders casting their votes by postal ballot, which includes voting by electronic means, in complete substitution of an actual meeting?”

The Honourable High Court while passing its order has observed that - no meeting is required and that the shareholder must cast his vote only on the basis of the information that has been sent to him by post or email seems to me to be completely contrary to the legislative intent and spirit of the express terms of the SEBI circular and amended Listing Agreement’s Clauses 35B and 49.

The result of this discussion is :

- All provisions for compulsory voting by postal ballot and by electronic voting to the exclusion of an actual meeting cannot and do not apply to court-convened meetings. At such meetings, provision must be made for postal ballots
and electronic voting, in addition to an actual meeting. Electronic voting must also be made available at the venue of the meeting.

- The effect, interpretation and implication of the provisions of the Companies Act, 2013 and the relevant SEBI circulars and notifications, to the extent that they mandate a compulsory or even optional conduct of certain items of business by postal ballot (which includes electronic voting) to the exclusion of an actual meeting are matters that require a fuller consideration. The Central Government, through the Additional Solicitor General, and SEBI will both need to be heard. The Company Registrar shall send an authenticated copy of this order to both the learned Additional Solicitor General and to SEBI requesting them to appear before the Court when this matter is next taken up for a consideration of this issue. On a prima-facie view that the elimination of all shareholder participation at an actual meeting is anathema to some of the most vital of shareholders’ rights, it is strongly recommended that till this issue is fully heard and decided, no authority or any company should insist upon such a postal-ballot-only meeting to the exclusion of an actual meeting.

**Summary of Method of Voting in case of Postal Ballot**

**Listed Companies**
- E-voting - Mandatory
- Voting through postal ballot paper - Mandatory

**Unlisted Companies**
- E-voting - Optional
- Voting through postal ballot paper - Mandatory

**PROCEDURE FOR CONDUCTING POSTAL BALLOT**

1. Passing of Board resolution for the purpose of approval of draft notice of postal ballot and other related documents and appointment of scrutinizer and appointment of agency to provide e-voting platform in case e-voting facility is being provided.

2. Printing of Postal ballot notice and postal ballot form and other related documents for dispatch to those shareholders to whom documents have to be sent by physical means.

3. Completion of dispatch of postal ballot notice and related documents to all shareholders. As per Rule 20(2), the notice shall be sent either (a) by Registered Post or speed post, or (b) through electronic means like registered e-mail id or (c) through courier service for facilitating the communication of the assent or dissent of the shareholder to the resolution.

4. The Share holders are required to give their assent or dissent in writing within a period of 30 days from the date of dispatch of the notice. The assent or dissent received after thirty days from the date of issue of notice shall be treated as if reply from the member has not been received.

5. Posting of the notice of postal ballot on the website of the company forthwith after the notice is sent to the members and such notice shall remain on such website till the last date for receipt of the postal ballots from the members.
6. Intimating the stock exchanges where the securities of the company are listed regarding completion of dispatch of postal ballot notices.

7. Publication of an advertisement at least once in a vernacular newspaper in the principal vernacular language of the district in which the registered office of the company is situated, and having a wide circulation in that district, and at least once in English language in an English newspaper having a wide circulation in that district, about having dispatched the ballot papers and specifying therein, inter alia, the following matters, namely:

- statement to the effect that the business is to be transacted by postal ballot which includes voting by electronic means;
- the date of completion of dispatch of notices;
- the date of commencement of voting;
- the date of end of voting;
- the statement that any postal ballot received from the member beyond the said date will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said date;
- a statement to the effect that members, who have not received postal ballot forms may apply to the company and obtain a duplicate thereof; and
- contact details of the person responsible to address the grievances connected with the voting by postal ballot including voting by electronic means.

8. Postal ballot received back from the shareholders shall be kept in the safe custody of the scrutinizer and after the receipt of assent or dissent of the shareholder in writing on a postal ballot, no person shall deface or destroy the ballot paper or declare the identity of the shareholder.

9. On closure of the voting period, the scrutinizer shall assess the result of the voting, both through physical ballot papers and through e-voting and shall maintain a register either manually or electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of postal ballots which are received in defaced or mutilated form and postal ballot forms which are invalid.

10. The scrutinizer shall submit his report as soon as possible after the last date of receipt of postal ballots but not later than seven days thereof.

11. The results shall be declared by placing it, along with the scrutinizer’s report, on the website of the company.

12. Intimating stock exchange where the securities of the company are listed regarding result of postal ballot.

13. If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

14. The postal ballot and all other papers relating to postal ballot including voting by electronic means, shall be under the safe custody of the scrutinizer till the chairman considers, approves and signs the minutes and thereafter, the scrutinizer shall return the ballot papers and other related papers or register to the company who shall preserve such ballot papers and other related papers or register safely.
15. The minutes of resolutions passed through postal ballot have to be recorded and maintained as per the requirements specified in Section 118 and 119 of the Act read with the Rules made there under.

16. Relevant forms need to be filed with the Registrar of Companies for intimating passing of resolutions by the members as applicable.

### PROCEDURE OF POSTAL BALLOT AT A GLANCE

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The postal ballot provisions prescribed under the Companies Act, 2013 seem to be in line with the other efforts made by the legislature towards enhancement of stakeholder participation and activism. In respect of certain items of business for which member’s approval is required, the Act mandates that the approval has to be sought only by means of a postal ballot whereas for certain items of business where an opportunity of being heard has to be given to either a director or auditor it has been prescribed to transact those business only in a duly convened general meeting. The listing agreement further mandates that in respect of all share holders resolution, whether to be passed through postal ballot or a general meeting, e-voting facility has to be mandatorily provided.
DIVIDEND*

Meaning of Dividend

The term ‘dividend’ has been defined under Section 2(35) of the Companies Act, 2013. The term “Dividend” includes any interim dividend. It is an inclusive and not an exhaustive definition. According to the generally accepted definition, “dividend” means the profit of a company, which is not retained in the business and is distributed among the shareholders in proportion to the amount paid-up on the shares held by them.

Dividends are usually payable for a financial year after the final accounts are ready and the amount of distributable profits is available. Dividend for a financial year of the company (which is called ‘final dividend’) are payable only if it is declared by the company at its annual general meeting on the recommendation of the Board of directors. Sometimes dividends are also paid by the Board of directors between two annual general meetings without declaring them at an annual general meeting (which is called ‘interim dividend’).

The companies having licence under Section 8 of the Act are prohibited by their constitution from paying any dividend to its members. They apply the profits in promoting the objects of the company.

Dividend under the Companies Act, 2013

The Companies Act, 2013 lays down certain provisions for declaration of dividend, which are:

(i) Section 51 permits companies to pay dividends proportionately, i.e. in proportion to the amount paid-up on each share when all shares are not uniformly paid up, i.e. pro rata. Pro rata means in proportion or proportionately, according to a certain rate. The Board of Directors of a company may decide to pay dividends on pro rata basis if all the equity shares of the company are not equally paid-up. However, in the case of preference shares, dividend is always paid at a fixed rate.

The permission given by this section is, however, conditional upon the company’s articles of association expressly authorising the company in this regard.

(ii) Final Dividend is generally declared at an annual general meeting [Section 102(2)] at a rate not more than what is recommended by the directors in accordance with the articles of association of a company.

(iii) An interim dividend is declared by the Board of directors at any time before the closure of financial year, whereas a final dividend is declared by the members of a company at its annual general meeting if and only if the same has been recommended by the Board of directors of the Company.

(iv) In accordance with Section 134(3)(k), Board of directors must state in the Directors’ Report the amount of dividend, if any, which it recommends to be paid.

The dividend recommended by the Board of directors in the Board’s Report must be ‘declared’ at the annual general meeting of the company. This constitutes an item of ordinary business to be transacted at every annual general meeting. This does not apply to interim dividend.

* Reproduced from Souvenir of 9th International Conference held on July 06, 2014 at Malaysia. The views expressed do not necessarily reflect those of the Institute.
(v) A company may before the declaration of any dividend in any financial year, transfer such percentage of its profits for that financial year as it may consider appropriate to the reserves of the company.

(vi) If owing to inadequacy or absence of profits in any year, a company proposes to declare dividend out of the accumulated profits earned by it in any previous financial years and transferred to reserves, such declaration of dividend shall not be made except in accordance with the Companies (Declaration and Payment of Dividend) Rules, 2014.

(vii) Depreciation, as required under Section 123(1) of the Companies Act has to be provided in accordance with the provisions of Schedule II to the Act.

(viii) A company which fails to comply with Section 73 and 74 of the Companies Act shall not declare any dividend on its equity shares till such default continues.

(ix) The amount of dividend (final as well as interim) shall be deposited in a separate bank account within 5 days from the date of declaration. [Section 123(4)]

(x) Dividend has to be paid within 30 days from the date of declaration.

(xi) In case of listed companies, Section 24 of the Companies Act, 2013 confers on SEBI, the power of administration of the provisions pertaining to non-payment of dividend. In any other case, the powers remain vested in Central Government.

(xii) If dividend has not been paid or claimed within the 30 days from the date of its declaration, the company is required to transfer the total amount of dividend which remains unpaid or unclaimed, to a special account to be opened by the company in a scheduled bank to be called “Unpaid Dividend Account”. Such transfer shall be made within 7 days from the date of expiry of the said period of 30 days.

(xiii) In accordance with Section 70, a company cannot buy its own shares if apart from other things provided in the section, it makes default in payment of dividend to any shareholder.

(xiv) Any money transferred to the unpaid dividend account of a company in pursuance of section 124 which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the company to the Investor Education and Protection Fund and the company shall file a statement in “Form DIV-5” to the Authority constituted under the Act to administer the fund and such authority shall issue a receipt to the company as evidence of such transfer. [Section 124(5)]

(xv) Where a dividend has not been paid by the company within 30 days from the date of declaration, every director shall, if he is knowingly a party to the default, be punishable with imprisonment for a term which may extend to 2 years and shall also be liable to a fine of rupees 1000 for every day during which default continues and the company shall be liable to pay simple interest @ 18% per annum during the period for which such default continues. [Section 127]

(xvi) If the company delays the transfer of the unpaid/unclaimed dividend amount to the unpaid dividend account, it shall pay interest @ 12% p.a. till it transfers the same and the interest accruing on such amount shall ensure to the benefit of the members of the company in proportion to the amount remaining unpaid to them. [Section 124(3)]

(xvii) Any dividend payable in cash may be paid by cheque or warrant through post directed to the registered address of the shareholder who is entitled to the payment of the dividend or to his order or in any electronic mode sent to his banker. [Section 123(5)]
Procedure for Declaration and Payment of Final Dividend

The following steps are required to be taken by a company in respect of declaration and payment of final dividend:

1. Issue notice for holding a meeting of the Board of directors of the company to consider the matter. The notice must be in accordance with Section 173 of the Companies Act. It must state time, date and venue of the meeting and details of the business to be transacted thereat and be sent to all the directors for the time being in India and to all other directors, at their usual address in India either by post or by hand delivery or by electronic means.

2. In case of listed companies, notify stock exchange(s) where the securities of the company are listed, at least 2 working days in advance of the date of the meeting of its Board of Directors at which the recommendation of final dividend is to be considered [Clause 19 of listing agreement] and will immediately after the meeting of its Board of Directors intimate declaration of dividend to the Stock Exchanges where the company is listed (within 15 minutes of the closure of the board meeting) by phone, fax, telegram, e-mail.

3. Hold Board meeting for the purpose of passing the following resolutions:
   i. approving the annual accounts (balance sheet and profit and loss account of the company for the year ended);
   ii. recommending the quantum of final dividend to be declared at the next annual general meeting and the source of funds for the payment thereof and amount to be transferred from the current profits to reserves as the board may deem appropriate.
      (The Board may also carry forward any profits which it may consider necessary not to divide, without setting them aside as a reserve)

4. Fixing time, date and venue for holding the next annual general meeting of the company, inter alia, for declaration of dividend recommended by the Board;

5. Approving notice for the annual general meeting and authorising the company secretary or any other competent person if company does not have a company secretary to issue the notice of the AGM on behalf of the Board of directors of the company to all the members, directors and auditors of the company and other persons entitled to receive the same.

6. Determining the date of closure of the register of members and the share transfer register of the company as per requirements of Section 91 of the Companies Act, 2013 and the listing agreements (in the case of listed companies) signed by the company with the stock exchanges where the securities of the company are listed. In the case of listed companies, the date of commencement of closure of the transfer books should not be on a day following a holiday. The dates so fixed should also not clash with the clearance programme in the stock exchanges. It is advisable to consult in advance the regional stock exchange and then fix the dates for closure of books.

7. Ensure that the required percentage of profits as decided by the Board is transferred to company's reserves.

8. In case of listed company, publish notice of book closure in a newspaper circulating in the district in which the registered office of the company is situated at least seven days before the date of commencement of book closure. Further:
(i) To give notice of book closure to the stock exchange at least 7 working days or as many days as the
stock exchange may prescribe, before the closure of transfer books or record date, stating the dates of
closure of its transfer books/record date.

(ii) To send the copies of notice stating the date of closure of the register of transfers or record date, and
specifying the purpose for which the register is closed or the record date is fixed, to other recognised
stock exchanges.

(iii) Time gap between two book closures and record date would be at least 30 days (Clause 16 of Listing
Agreement).

(iv) To declare and disclose the dividend on per share basis only.

   [Clause 16, 20A of listing agreement read with Section 91 of Companies Act, 2013].

9. Close the register of members and the share transfer register of the company.

10. The amount of dividend as recommended by the Board of directors shall be shown in the Directors’ Report.

11. Hold a Board/committee meeting for approving registration of transfer/ transmission of the shares of the
company, which have been lodged with the company prior to the commencement of book closure. In
compliance with the Board resolution, register transfer/transmission of shares lodged with the company
prior to the date of commencement of the closure of the register of members and mail the share
certificates to the transferees after endorsing the shares in their names.

12. Hold the annual general meeting and pass an ordinary resolution declaring the payment of dividend to the
shareholders of the company as per recommendation of the Board. The shareholders cannot declare the
final dividend at a rate higher than the one recommended by the Board. However, they may declare the
final dividend at a rate lower than the one recommended by the Board. The following should be noted in
this regard:

   (i) Once a company has declared a dividend for a financial year at an annual general meeting, it cannot
declare further dividend at an extraordinary general meeting in relation to the same financial year; it is
beyond the powers of the company to do so, although the Companies Act does not prohibit the
declaration of a dividend at a general meeting other than an annual general meeting.

   (ii) Pro-rata means in proportion or proportionately, according to a certain rate. It denotes a method of
dividing something between a number of participants in proportion to some factor. The profits of a
company are shared, pro rata, among the shareholders, i.e. in proportion to the number of shares each
shareholder holds.

   (iii) Subject to the rights of persons, if any, entitled to shares with special rights as to dividends, all
dividends shall be declared and paid according to the amounts paid or credited as paid on the shares in
respect whereof the dividend is paid, but if and so long as nothing is paid upon any of the shares in the
company, dividends may be declared and paid according to the amounts of the shares [Table F, Article
83].

13. Prepare a statement of dividend in respect of each shareholder.

14. Ensure that the dividend tax is paid to the tax authorities within the prescribed time.

15. Open a separate bank account for making dividend payment and credit the said bank account with the total
amount of dividend payable within five days of declaration of dividend.

16. If the company is listed, then for payment of dividend it has to mandatorily use, either directly or through
its Registrars to an Issue and Share Transfer Agents (RTI & STA), any Reserve Bank of India approved
electronic mode of payment such as Electronic Clearing Services (ECS), National Electronic Fund Transfer (NEFT), etc.

17. Make arrangements with the bank and in collaboration with other banks if required, for payment of the Dividend Warrants at par. Instructions to all the specified branches of the bank that dividend should be paid at par should be sent by the Bank.

18. No RBI approval is required for payment of dividend to shareholders abroad, in case of investment made on repatriation basis.

19. Where an instrument of transfer has been received by company prior to book closure but transfer of such shares has not been registered when the dividend warrants were posted, then keep the amount of dividend in special A/c called “Unpaid Dividend Account” opened under section 124 unless the registered holder of these shares authorises company in writing to pay dividend to the transforee specified in the said instrument of transfer.

20. Dispatch dividend warrants within thirty days of the declaration of dividend. In case of joint shareholders, dispatch the dividend warrant to the first named shareholder.

21. Arrange for transfer of unpaid or unclaimed dividend to a special account named “Unpaid dividend Account” within 7 days after expiry of the period of 30 days of declaration of final dividend. (Section 124)

22. Identify the unclaimed amounts as referred to in sub-section (1) of section 124 of the Act and, separately furnish a statement and upload on company’s own website or any other website as may be specified by the Government in such form as may be prescribed. The company shall prepare the above statement within a period of 90 days of making any transfer to unpaid dividend account.

23. Transfer unpaid dividend amount to Investor Education and Protection Fund (IEPF) after the expiry of seven years from the date of transfer to unpaid dividend A/c. The company while effecting credit to the Fund, should separately furnish a statement with the authority constituted to administer the fund in Form DIV-5 of Companies (Declaration and Payment of Dividend) Rules, 2014 and obtain a receipt from the authority as evidence of such transfer.

24. Company shall also transfer all the shares in the name of Investor Education and Protection Fund (IEPF) on which unpaid or unclaimed dividend has been already transferred to IEPF and any lawful claimant of those shares/dividend shall be entitled to claim the transfer of shares/dividend from IEPF in accordance with such rules, procedure and submission of documents as may be prescribed by the Central Government in this regard. [Section 124 (5)/(6) & Section 125(3)(a)]

Payment of Dividend without providing for Depreciation

Section 123 (1)(a) of the Companies Act, 2013 provides that no dividend shall be declared or paid by a company for any financial year except out of the profits of the company for that year or out of the profits of the company for any previous financial years arrived at after providing for depreciation in accordance with the provisions of Schedule II to the Act and remaining undistributed, or out of both.

Further, rule 3(5) of Companies (Declaration and Payment of Dividend) Rules, 2014 provides that no company shall declare dividend unless carried over previous losses and depreciation not provided in previous year are set off against profit of the company of the current year the loss or depreciation, whichever is less, in previous years is set off against the profit of the company for the year for which dividend is declared or paid.
Declaration of Dividend out of Company’s Reserves

In the event of inadequacy or absence of profits in any year, a company may declare dividend out of surplus reserves subject to the fulfillment of the following conditions, namely:

a. The rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year. However, this condition shall not apply to a company, which has not declared any dividend in each of the three preceding financial year.

b. The total amount to be drawn from such accumulated profits shall not exceed one-tenth of the paid-up share capital and free reserves as appearing in the latest audited financial statement.

c. The amount so drawn shall first be utilised to set off the losses incurred in the financial year in which dividend is declared before any dividend in respect of equity shares is declared.

d. The balance of reserves after such withdrawal shall not fall below 15% of its paid up share capital as appearing in the latest audited financial statement

The procedure is as follows:

(1) Give notice as per Section 173 to all the directors of the company for holding a Board meeting. In the meeting, take decision to declare dividend out of company’s reserves because of inadequacy or absence of profits and also fix the date, time and place of the Annual General Meeting. Authorise the Company Secretary or any competent person if company does not have a company secretary to issue the notice of the AGM on behalf of the Board of directors of the company to all the members, directors and auditors of the company and other persons entitled to receive the same.

(2) Ensure that the conditions prescribed under Companies (Declaration and Payment of Dividend) Rules, 2014 are complied with.

Rest of the procedural steps are same as in case of payment of final dividend.

Interim Dividend

Procedure for Declaration and Payment of Interim Dividend

1. Verify from company’s Articles of Association that they authorise the directors to declare interim dividend; if not then alter the Articles of Association accordingly.

2. Issue notice for holding a meeting of the Board of directors of the company to consider the matter. The notice must be in accordance with Section 173 of the Companies Act. It must state time, date and venue of the meeting and details of the business to be transacted thereat and be sent to all the directors for the time being in India and to all other directors, at their usual address in India either by post or by hand delivery or by electronic means.

3. In case of listed companies, notify stock exchange(s) where the securities of the company are listed, at least 2 working days in advance of the date of the meeting of its Board of Directors at which the declaration of interim dividend is to be considered [Clause 19 of listing agreement] and will immediately after the meeting of its Board of Directors intimate declaration of dividend to the Stock Exchanges where the company is listed (within 15 minutes of the closure of the board meeting) by phone, fax, telegram, e-mail.

4. At the Board meeting, the Board of Directors considers in detail all the matters with regard to the declaration and payment of an interim dividend including:
(a) Before declaring an interim dividend, the directors must satisfy themselves that the financial position of the company allows the payment of such a dividend out of profits available for distribution.

(b) The Board of Directors of a company may declare interim dividend during any financial year out of the surplus in the profit and loss account and out of profits of the financial year in which such interim dividend is sought to be declared.

(c) In case the company has incurred loss during the current financial year up to the end of the quarter immediately preceding the date of declaration of interim dividend, such interim dividend shall not be declared at a rate higher than the average dividends declared by the company during the immediately preceding three financial years.

(d) The directors of a company may be held personally liable in the event of wrong declaration of an interim dividend. Therefore, it is prudent on the part of the directors to have a proforma profit and loss account and balance sheet of the company prepared up to the latest possible date of the financial year in respect of which interim dividend is proposed to be declared and provision must be made for all the working expenses and depreciation for the whole year.

(e) The board should pass a suitable resolution for declaration and payment of interim dividend on equity shares of the company.

(f) Authority for signing the dividend warrants and pass appropriate resolutions covering all these aspects of the matter.

(g) Interim dividend on preference shares: Generally, dividend on preference shares is paid annually. However, the dividend at a fixed rate on the preference shares can be paid more than once during a year, in proportion to the period of completion of current financial period over the whole financial year, by declaring it as interim dividend, in the Board meeting by the Board of directors. A suitable resolution should be passed to the effect that the dividend will be paid to the registered preference share holders whose names appear in the register of preference shareholders as on the date of commencement of closure of share transfer books.

5. In case of listed company, publish notice of book closure in a newspaper circulating in the district in which the registered office of the company is situated at least seven days before the date of commencement of book closure. Further:

(i) To give notice of book closure to the stock exchange at least 7 working days or as many days as the stock exchange may prescribe, before the closure of transfer books or record date, stating the dates of closure of its transfer books/record date.

(ii) To send the copies of notice stating the date of closure of the register of transfers or record date, and specifying the purpose for which the register is closed or the record date is fixed, to other recognised stock exchanges.

(iii) Time gap between two book closures and record date would be at least 30 days.

(iv) To declare and disclose the dividend on per share basis only.

[Clause 16, 20A of listing agreement read with Section 91 of Companies Act, 2013].

6. Close the register of members and the share transfer register of the company.
7. Hold a Board/committee meeting for approving registration of transfer/ transmission of the shares of the company, which have been lodged with the company prior to the commencement of book closure. In compliance with the Board resolution, register transfer/transmission of shares lodged with the company prior to the date of commencement of the closure of the register of members and mail the share certificates to the transferees after endorsing the shares in their names.

8. Round off the amount of interim dividend to the nearest rupee and where such amount contains part of a rupee consisting of paisa then if such part is fifty paisa or more, it should be increased to one rupee and if such part is less than fifty paisa, it should be ignored.

9. Open the “Interim Dividend Account of ............. Ltd.” with the bank as resolved by the Board and deposit the amount of dividend payable in the account within five days of declaration and give a copy of the Board resolution containing instructions regarding opening of the account and give the authority to Bank to honour the dividend warrants when presented.

If the company is listed, then for payment of dividend it has to mandatorily use, either directly or through its Registrars to an Issue and Share Transfer Agents (RTI & STA), any Reserve Bank of India approved electronic mode of payment such as Electronic Clearing Services (ECS), National Electronic Fund Transfer (NEFT), etc. In order to enable usage of electronic payment instruments, the company (or its Registrar & Share Transfer Agent) shall maintain requisite bank details of its investors as under-

(a) For investors that hold securities in demat mode, company or its RTI & STA shall seek relevant bank details from the depositories.

(b) For investors that hold physical share / debenture certificates, company or its RTI & STA shall take necessary steps to maintain updated bank details of the investors at its end.

(c) In cases where either the bank details such as MICR (Magnetic Ink Character Recognition), IFSC (Indian Financial System Code), etc. that are required for making electronic payment are not available or the electronic payment instructions have failed or have been rejected by the bank, company or its RTI & STA may use physical payment instruments for making cash payments to the investors. Company shall mandatorily print the bank account details of the investors on such payment instruments.

(d) Depositories are directed to provide to companies (or to their RTI & STA) updated bank details of their investors. [Refer SEBI Circular No. CIR/MRD/DP/10/2013 dated March 21, 2013]

10. Make arrangements with the bank and in collaboration with other banks if required, for payment of the Dividend Warrants at par.

11. Prepare a statement of dividend in respect of each shareholder containing the following details:

   (a) Name and address of the shareholder with ledger folio No.

   (b) No. of shares held.

   (c) Dividend payable.

12. Ensure that the dividend tax is paid to the tax authorities within the prescribed time.

13. To have sufficient number of dividend warrants printed in consultation with the company’s banker appointed for the purpose of dividend. To get approval of the RBI for printing the warrants with MICR facility. Get the dividend warrants filled in and signed by the persons authorised by the Board.
14. No RBI approval is required for payment of dividend to shareholders abroad, in case of investment made on repatriation basis.

15. Prepare two copies of the list of members with names and addresses only for mailing purposes – one to cut and paste on envelopes which could even be printed on self sticking labels and the other for securing receipt from the Post Office.

16. Where an instrument of transfer has been received by company prior to book closure but transfer of such shares has not been registered when the dividend warrants were posted, then keep the amount of dividend in special A/c called “Unpaid Dividend Account” opened under section 124 unless the registered holder of these shares authorises company in writing to pay dividend to the transferee specified in the said instrument of transfer.

17. Dispatch dividend warrants within thirty days of the declaration of dividend. In case of joint shareholders, dispatch the dividend warrant to the first named shareholder.

18. Instructions to all the specified branches of the bank that dividend should be paid at par should be sent by the Bank.

19. Publish a Company notice in a newspaper circulating in the district in which the registered office of the company is situated to the effect that dividend warrants have been posted and advising those members of the company who do not receive them within a period of fifteen days, to get in touch with the company for appropriate action (in the case of listed companies, as a good practice).

20. Issue bank drafts and/or cheques to those members who inform that they received the dividend warrants after the expiry of their currency period or their dividend warrants were lost in transit after satisfying that the same have not been encashed.

21. Arrage for transfer of unpaid or unclaimed dividend to a special account named “Unpaid dividend Account” within 7 days after expiry of the period of 30 days of declaration of final dividend. (Section 124)

22. Confirm the interim dividend in the next Annual General Meeting.

23. Identify the unclaimed amounts as referred to in sub-section (1) of section 124 of the Act and, separately furnish a statement and upload on company’s own website or any other website as may be specified by the Government in such form as may be prescribed containing the following:

   (a) the names and last known addresses of the persons entitled to receive the sum;

   (b) the nature of amount;

   (c) the amount to which each person is entitled;

The company shall prepare the above statement within a period of 90 days of making any transfer to unpaid dividend account.

24. Transfer unpaid dividend amount to Investor Education and Protection Fund (IEPF) after the expiry of seven years from the date of transfer to unpaid dividend A/c. The company while effecting credit to the Fund, should separately furnish a statement with the authority constituted to administer the fund in Form DIV-5 of Companies (Declaration and Payment of Dividend) Rules, 2014 and obtain a receipt from the authority as evidence of such transfer.
25. Company shall also transfer all the shares in the name of Investor Education and Protection Fund (IEPF) on which unpaid or unclaimed dividend has been already transferred to IEPF and any lawful claimant of those shares/dividend shall be entitled to claim the transfer of shares/dividend from IEPF in accordance with such rules, procedure and submission of documents as may be prescribed by the Central Government in this regard. [Section 124 (5)/(6) & Section 125(3)(a)]

**Procedure for Transfer or unpaid or unclaimed dividend to the Investor Education and Protection Fund**

The following procedure should be followed by the company:

(1) Section 124(5) of the Act, provides that any money transferred to the unpaid dividend account of a company which remains unpaid or unclaimed for a period of seven years from the date of such transfer is required to be transferred by the company alongwith interest accrued, if any, thereon to the Investor Education and Protection Fund (IEPF) established under Section 125.

(2) The amount shall be remitted into the specified branches of State Bank of India or any other nationalized bank along with challan (in triplicate) within a period of 90 days of such amount becoming due to be credited to the IEPF. The Bank will return two copies duly stamped to the Company as token of having received the amount and the company shall file one such copy of challan to the authority.

(3) The company shall send a statement of amount credited to Investor Education and Protection Fund in Form DIV 5 to the authority which administer the fund and the authority shall issue a receipt to the company as evidence of such transfer.

(4) On receipt of this statement, the authority shall enter the details of such receipts in a register maintained by it in respect of each company every year and reconcile the amount.

(5) The company shall keep a record consisting of names, last known addresses of the persons entitled to receive the same, the amount to which each person is entitled, folio number/client ID, certificate number, beneficiary details etc. of the persons in respect of whom amount has been remain unpaid or unclaimed for 7 years and transferred to IEPF. Such record shall be maintained for a period of 8 years from the date of such transfer to IEPF and authority shall have the powers to inspect such records.

(* Based on Draft Rules)

**Procedure for Transfer of Shares in respect of which unpaid or unclaimed dividend has been transferred to IEPF**

Section 124 (6) provides that all shares in respect of which unpaid or unclaimed dividend has been transferred under sub-section (5) of section 124 shall also be transferred by the company in the name of the IEPF. In case shares are held in electronic mode in any depository and the beneficial owner has encashed any dividend warrant during the last seven years, such shares shall not be required to be transferred to IEPF even though some dividend warrants may not have been encashed.

The following procedure is required to be followed in this regard:

(1) The shares shall be credited to an IEPF Suspense Account (name of the company) with one of the Depository Participants as may be notified by the Fund within a period of thirty days of such shares becoming due to be transferred to the Fund. For the purposes of effecting transfer of such shares, the Board shall authorise the company secretary or any other person to sign the necessary documents. The company shall follow the procedure as stated below:

(a) For the purposes of effecting the transfer where the shares are dealt with in a depository:
(i) the company secretary or the person authorised by the Board shall sign on behalf of such shareholders, the delivery instruction slips of the depository participants where the shareholders had their accounts for transfer in favour of IEPF Suspense Account (name of the company).

(ii) On receipt of the delivery instruction slips, the depository shall effect the transfer of shares in favour of the Fund in its records.

(b) For the purposes of effecting the transfer where the shares are held in physical form:

(i) The company secretary or the person authorised by the Board shall make an application, on behalf of the concerned shareholders, to the company, for issue of duplicate share certificates.

(ii) On receipt of the application, a duplicate certificate for each such shareholder shall be issued and it shall be stated on the face of it and be recorded in the Register maintained for the purpose, that the duplicate certificate is “Issued in lieu of share certificate No..... for purpose of transfer to IEPF”. Further, the word “duplicate” shall be stamped or punched in bold letters across the face of the share certificate.

(iii) Particulars of every share certificate issued as above shall be entered forthwith in a Register of Renewed and Duplicate Share Certificates maintained in the prescribed format.

(iv) After issue of duplicate share certificates, the company secretary or the person authorised by the Board, shall sign the necessary securities transfer form in prescribed form, for transferring the shares in favour of the Fund.

(v) On receipt of the duly filled transfer forms along with the duplicate share certificates, the Board or its committee shall approve the transfer and thereafter the transfer of shares shall be effected in favour of the Fund in the records of the company.

(2) The company/depository, as the case may be, shall preserve copies of the depository instruction slips, transfer deeds and duplicate certificates for its records.

(3) While effecting such transfer, the company shall send a statement in prescribed form to the Authority.

(4) The voting rights on shares transferred to the Fund shall remain frozen until the rightful owner claims the shares.

(5) All benefits accruing on such shares e.g. bonus shares, split etc. shall also be credited to such IEPF suspense account (name of the company).

(6) The IEPF suspense account (name of the company) with depository participant, shall be maintained by the Fund, on behalf of the shareholders who are entitled for the shares and shares held in such account shall not be transferred or dealt with in any manner whatsoever except for the purposes of transferring the shares back to the claimant as and when he/she approaches the Fund. However in case the company is getting delisted IEPF shall surrender shares on behalf of the shareholders in accordance with the Securities and Exchange Board of India (Delisting of Equity Shares Regulations), 2009 and the proceeds realized shall be credited to the account of the shareholder.

(7) Any further dividend received by IEPF on such shares shall be credited to respective accounts of the shareholders maintained by IEPF.

(* Based on Draft Rules)
Claiming of Unclaimed / Unpaid Dividend*

The claimant shall make an application in prescribed form under his own signature or through a person holding a valid power of attorney granted by him.

The application shall be accompanied by the following documents

(i) Indemnity Bond in prescribed format (not required in case applicant is Central/State Government, a Government Company or a public financial institution within the meaning of Companies Act, 2013
(ii) Authority may on its satisfaction about the title to the money, allow the claim upto rupees 5000/- without indemnity bond
(iii) Documents in support of the claim i.e. dividend warrant/letter issued by the company etc.
(iv) A stamped advance receipt bearing the signature of claimant and two witnesses.
(v) Proof of Identity & Proof of Address
(vi) In case of deceased person, legal representative shall furnish a succession certificate/probate/letter of administration. If the securities have to be transmitted in the name of claimant, a certificate from the company may be furnished.

On receipt of application the authority shall verify and certify whether the claimant is entitled to the money claimed by him.

After certification of the title of the claimant to the amount claimed, the authority shall issue a payment order in prescribed form sanctioning the payment and issue and deliver the cheque in favour of the claimant.

(* Based on Draft Rules)

Claim for Shares Transferred to IEPF *

Section 124 provides that shares transferred in the name of Investor Education and Protection Fund (IEPF) can be claimed back by the lawful claimant. Following is the procedure to claim back the shares transferred to IEPF:

(i) Claimant should file its claim before the fund.
(ii) The fund shall refer the claim to the respective company for verification of details of the claim including the identity of claimant and verification of numbers of shares.
(iii) After the verification, the fund shall either credit the shares which are lying with Depository Participant in IEPF suspense account to the demat account of the claimant to the extent of his entitlement and pay the unpaid dividend or in case of physical certificate, transfer the shares in favor of the claimant and pay the unpaid dividend.

(* Based on Draft Rules)

Secretarial Standard on Dividend (SS-3)

Declaration and distribution of dividends is a complicated task involving both financial and non-financial considerations. The Secretarial Standard lays down a set of principles in relation to the declaration and payment of dividend, interim dividend, treatment of unpaid dividend, revocation of dividend as well as the preservation of dividend warrants, maintenance of dividend registers, disclosure requirements and matters incidental thereto. The Standard, by stipulating requirements in regard to all allied and significant matters such as intimation to members before transferring unpaid dividend to Investor Education and Protection Fund, preservation of dividend registers,
validity of dividend warrants etc. attempts to give the right direction to the corporate sector, promote uniformity of practices and ensure effective corporate governance.

The salient features of this standard are:

— Dividend can be declared out of free reserves and surplus in the profit and loss account of the company.

However, dividend should not be declared out of the Securities Premium Account or the Capital Redemption Reserve Account or Revaluation Reserve or Amalgamation Reserve or out of profit on reissue of forfeited shares or out of profit earned prior to the incorporation of the company.

— Interim Dividend may be declared after the Board has considered the Interim financial statements for the period for which Interim Dividend is to be declared.

— Interim Dividend should not be declared out of reserves.

— In case a company has issued equity shares with differential rights as to Dividend, Interim Dividend (if so decided by Board) may be declared on all or anyone or more of the classes of such shares.

— If preference shares have not been redeemed, then no Dividend should be declared until such preference shares are redeemed.

— Preference shareholders should be paid dividend before dividend is paid to equity shareholders of the company. However, in the case of Interim Dividend, while preference shareholders need not necessarily be paid dividend before interim dividend is paid to equity shareholders, the Board should set aside such sum as would be necessary to pay dividend to preference shareholders at the contracted rate.

— Arrears of dividend on cumulative preference shares should be paid before paying any dividend.

— Dividend should not be declared on equity shares for previous years in respect of which annual accounts have been adopted at the respective Annual General Meeting.

— Dividend may be paid by cash, cheque, warrant, demand draft, pay order or directly through ECS but not in kind.

— Initial validity of Dividend warrant is for three months. The Duplicate dividend warrant should be issued only after expiry of the validity of the Dividend warrant and the reconciliation of the paid amounts thereof.

— Calls in arrears and any other sum due from a member may be adjusted against Dividend payable to the member.

— Dividend, whether interim or final, once declared becomes a debt and should not be revoked.

— Unpaid/Unclaimed Dividend should be transferred to the Investor Education and Protection Fund on expiry of seven years from the date on which such Dividends were transferred to Unpaid Dividend Account.

— Any interest earned on Unpaid Dividend Account should also be transferred to Investor Education and Protection Fund.
— Paid Dividend warrant instruments returned by the Bank and Dividend Registers should be preserved for a period of eight years.

— The Balance Sheet, Annual Report and Annual Return of the company should make separate disclosures of the amount of Dividend lying in the unpaid or unclaimed Dividend account for seven years. Annual Return and Annual Report should also disclose the amount transferred to Investor Education and Protection Fund.
To
All Regional Directors,
All Registrars of Companies,

Subject: Registration of names of the Companies shall be in consonance with the provisions of the Emblems and Names (Prevention of Improper Use) Act, 1950 -reg.

Sir,

In continuation of this Ministry's circular No. 02/2014 and 26/2014 dated 11.02.2014 and 27.06.2014 respectively, it is hereby directed that while allotting names to Companies/Limited Liability Partnerships, the Registrar of Companies concerned should exercise due care to ensure that the names are not in contravention of the provisions of the Emblems and Names (Prevention of Improper Use) Act, 1950. To this end it is necessary that Registrars are fully familiar with the provisions of the said Act.

2. This issues with the approval of the competent authority.

Yours faithfully,

Sd/-

(Kamna Sharma)
Assistant Director
Tel: 23387263

1) E-Governance Cell and Web Contents Officer to place this Circular on Ministry's Website

2) Guard File
To
All Regional Directors,
All Registrars of Companies,
All Stakeholders.

Subject: Clarifications on matters relating to Related Party Transactions.

Sir,

Government has received representations from stakeholders seeking certain clarifications on related party transactions covered under section 188 of the Companies Act, 2013. These representations have been examined and the following clarifications are given:

1. Scope of second proviso to Section 188(1) :- Second proviso to subsection (1) of section 188 requires that no member of the company shall vote on a special resolution to approve the contract or arrangement (referred to in the first proviso), if such a member is a related party. It is clarified that 'related party' referred to in the second proviso has to be construed with reference only to the contract or arrangement for which the said special resolution is being passed. Thus, the term "related party" in the above context refers only to such related party as may be a related party in the context of the contract or arrangement for which the said special resolution is being passed.

2. Applicability of Section 188 to corporate restructuring amalgamations etc. :- It is clarified that transactions arising out of Compromises, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 1956/Companies Act, 2013, will not attract the requirements of section 188 of the Companies Act, 2013.

3. Requirement of fresh approvals for past contracts under Section 188. :- Contracts entered into by companies, after making necessary compliances under Section 297 of the Companies Act, 1956, which already came into effect before the commencement of Section 188 of the Companies Act, 2013, will not require fresh approval under the said section 188 till the expiry of the original term of such contracts. Thus, if any modification in such contract is made on or after 1st April, 2014, the requirements under section 188 will have to be complied with.

4. This issues with approval of the competent authority.

Yours faithfully

Sd/-

(KMS Narayanan)
Assistant Director (Policy)

Ph: 23387263

Copy To:-
1. e-Governance Section and web contents Officer to place this circular on the Ministry website.
2. Guard File
General Circular No. 31/2014

F. No. MCA21/152/2014-eGovCell
Government of India
Ministry of Corporate Affairs

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

Dated: 19th July, 2014

To
All Regional Directors,
All Registrars of Companies.

Subject: Extension of validity of reserved names - reg.

Sir,

The Service Provider of MCA-21 has brought to the notice of the Ministry that the letters of intimation issued in respect of 9522 cases for reservation of names (INC-1) allow the applicants to use reserved names within 60 days of date of such intimation. This is at variance with the implementation in the MCA-21. This is causing inconvenience to the stakeholders.

In view of this, the validity of 1930 of the above mentioned 9522 cases for reservations of names which have expired as on the date of this circular is hereby extended upto 18th August, 2014. Further, in case of 6864 cases where names have been reserved and are yet to be used, the time period as indicated in the letters of intimations is allowed. All applicants may accordingly be advised to file relevant e-forms for incorporation of companies under the Companies Act, 2013 well before the validity period.

This issues with the approval of the competent authority.

Yours faithfully

Sd/-
(Animesh Bose)
Assistant Director (Policy)

Copy to:-
1. e-Governance Section and web contents Officer to place this circular on the Ministry website
2. Guard File
General Circular No. 32/2014  
No.1/25/13-CL-V  
Government of India Ministry of Corporate Affairs  
5th Floor, A Wing, Shastri Bhavan  
Dr R.P. Road, New Delhi.  
Dated: - 23rd July, 2014

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

Subject: Clarification on transitional period for resolutions passed Under the Companies Act, 1956.

Sir,

It has been brought to the notice of the Government that many companies have passed resolutions during financial year 2013-14 under the relevant provisions of the Companies Act, 1956 (Old Act) which are/were at different stages of implementation after coming into force of corresponding provisions of the new Companies Act, 2013 (New Act). Ministry has received suggestions that while section 6 of the General Clauses Act, 1897 protects the validity of such resolutions, it will be advisable if a suitable communication is also issued in the matter by the Ministry by way of abundant caution.

2. The matter has been examined in the light of similar issues clarified earlier. It is clarified that resolutions approved or passed by companies under relevant applicable provisions of the Old Act during the period from 1st September, 2013 to 31st March, 2014, can be implemented, in accordance with provisions of the Old Act, notwithstanding the repeal of the relevant provision subject to the conditions (a) that the implementation of the resolution actually commenced before 1st April, 2014 and (b) that this transitional arrangement will be available upto expiry of one year from the passing of the resolution or six months from the commencement of the corresponding provision in New Act whichever is later. It is also clarified that any amendment of the resolution must be in accordance with the relevant provision of the New Act.

This issues with the approval of the competent authority.

Yours faithfully

Sd/-  
(KM& Narayanan)  
Assistant Director (Policy)  
23387263

Copy to:-
1. e-Governance Section and web contents Officer to place this circular on the Ministry website
2. Guard File
S.O.—(E). - In exercise of the powers conferred by the second proviso to sub-section (1) of section 203 of the Companies Act, 2013 (18 of 2013), the Central Government hereby notifies that public companies having paid-up share capital of rupees one hundred crore or more and annual turnover of rupees one thousand crore or more which are engaged in multiple businesses and have appointed Chief Executive Officer for each such business shall be the class of companies for the purposes of the second proviso to sub-section (1) of section 203 of the said Act.

Explanation. - For the purposes of this notification, the paid-up share capital and the annual turnover shall be decided on the basis of the latest audited balance sheet.

[File No. I/5/2013-CL-V]

Sd/-

(Amardeep Singh Bhatia)

Joint Secretary to the Government of India
To
All Regional Directors,
All Registrars of Companies.

Subject: Clarification with regard to applicability of provisions of section 139(5) and 139(7) of the Companies Act, 2013

Sir,

Doubts have been raised about applicability of sections 139(5) and 139(7) of the Companies Act, 2013 (New Act), which deal with appointment of auditors by Comptroller and Auditor General of India (C&AG), to 'deemed Government Companies' referred to in section 619B of the Companies Act 1956 (Old Act) i.e. companies where ownership or control lies with two or more Government companies or corporations etc in the manner detailed in section 619B ibid. Stakeholders have pointed out that the New Act does not contain specific provisions about 'deemed Government companies' on the lines of section 619B of the Old Act. Clarification has been sought whether, under the new Act, such deemed Government companies would be subject to audit by the C&AG in the same manner as Government Companies.

2. The above issue has been examined and it is clarified that the new Act does not alter the position with regard to audit of such deemed Government companies through C&AG and thus such companies are covered under sub-section (5) and (7) of section 139 of the New Act.

3. Further, it has also been observed that the words "any other company owned or controlled, directly or indirectly by the Central Government and partly by one or more State Governments" appearing in sub-sections (5) and (7) of section 139 of the New Act are to be read with the definition of 'control' in section 2(27) of the New Act. Thus documents like articles of association and shareholders agreements etc envisaging control under section 2(27) are to be taken into account while deciding whether an individual company, other than those referred in paragraph 1-2 above, is covered under section 139(5)/139(7) of the New Act.

4. Clarification has also been sought about the manner in which the information about incorporation of a company subject to audit by an auditor to be appointed by the C&AG is to be communicated to the C&AG for the purpose of appointment of first auditors under section 139(7) of the New Act. It is hereby clarified that such responsibility rests with both, the Government concerned and the relevant company. To avoid any confusion it is further clarified that it will primarily be the responsibility of the company concerned to intimate to the C&AG about its incorporation along with name, location of registered office, capital structure of such a company immediately on its incorporation. It is also incumbent on such a company to share such intimation to the relevant Government so that such Government may also send a suitable request to the C&AG.

5. This issue with the approval of the competent authority.

Yours faithfully,

Sd/-

(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
**42nd National Convention of Company Secretaries**

*Dates: 21-22-23 August, 2014  Venue: Science City, Dhapa, Kolkata*

## HOTEL ACCOMMODATION

### Hotel Tariffs & Distance from Venue

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Hotel Name &amp; Address</th>
<th>Category</th>
<th>Rate (In Rs.)</th>
<th>Occupancy</th>
<th>Distance from Venue</th>
<th>Rooms Available</th>
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<tbody>
<tr>
<td>1</td>
<td><strong>ITC Sonar Bangla</strong>&lt;br&gt;45/1A, JBS Haldane Ave, Gobra Kolkata – 700 046&lt;br&gt;Ph : +91-33-2345 4545&lt;br&gt;Email: <a href="mailto:neha.rudra@itchotels.in">neha.rudra@itchotels.in</a>&lt;br&gt;Website: <a href="http://www.itchotels.in/hotels/itcsonar.aspx">http://www.itchotels.in/hotels/itcsonar.aspx</a></td>
<td>5 star</td>
<td>6000/- (CPAI) Per room per night</td>
<td>Single Occupancy</td>
<td>100 mtr.</td>
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<td></td>
<td></td>
<td></td>
<td>6000/- (CPAI) Per room per night</td>
<td>Double Occupancy</td>
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<td></td>
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<td></td>
<td></td>
<td></td>
<td>3000/- (CPAI) Per room per night</td>
<td>Twin sharing</td>
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<td>2</td>
<td><strong>Landmark Hotel</strong>&lt;br&gt;36F, Topsia Road&lt;br&gt;Kolkata – 700 039&lt;br&gt;Ph : +91-33-6544 9111&lt;br&gt;Email: <a href="mailto:reservations@landmarkhotel.in">reservations@landmarkhotel.in</a>; <a href="mailto:landmarkhtl@gmail.com">landmarkhtl@gmail.com</a>&lt;br&gt;Website: <a href="http://www.landmarkhotel.in/">http://www.landmarkhotel.in/</a></td>
<td>3 star</td>
<td>2200/- (CPAI) Per room per night</td>
<td>Single Occupancy</td>
<td>500 mtr.</td>
<td>10</td>
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<td></td>
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<td></td>
<td>3200/- (CPAI) Per room per night</td>
<td>Double Occupancy</td>
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<td>30</td>
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<td></td>
<td></td>
<td></td>
<td>1600/- (CPAI) Per person per night</td>
<td>Twin sharing</td>
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<td>3</td>
<td><strong>Metropolis Inn</strong>&lt;br&gt;B-47, Metropolitan Co-operative Housing Society, Sector- B, Sector B, Tangra Kolkata – 700 105&lt;br&gt;Ph : +91-9883545134&lt;br&gt;Email: <a href="mailto:info@metropolisinn.net">info@metropolisinn.net</a>&lt;br&gt;Website: <a href="http://www.metropolisinn.net/">http://www.metropolisinn.net/</a></td>
<td>No Ranking</td>
<td>2000 (CPAI) Per room per night</td>
<td>Single Occupancy/ Double Occupancy</td>
<td>500 mtr.</td>
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<td>1000/- (CPAI) Per person per night</td>
<td>Twin Sharing</td>
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</table>

For details please visit [www.icsi.edu/42nc.aspx](http://www.icsi.edu/42nc.aspx)
Articles / Reviews invited for e-CS Nitor

We invite the members to contribute articles/checklist/reviews or any other relevant material pertaining to the Companies Act, 2013 for inclusion in the coming issues of e-CS nitor through e-mail at: ecsnitor@icsi.edu. The article should ordinarily have 1500 to 2000 words.

Broad topics for submission of Articles

- Acceptance of Deposits
- Annual Return
- AGM
- Bonus Shares
- Board Disclosures
- Incorporation
- Incorporation conversion
- One Person Company
- Preferential issues
- Rules under Companies Act, 2013
- Resolutions to be filed under Companies Act, 2013
- Shareholders democracy
42nd National Convention of Company Secretaries

Dates: 21-22-23 August, 2014
Venue: Science City, Dhapa, Kolkata

Theme: CS – Change. Challenge. Opportunity

Delegate Fee

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<tr>
<th>Type of Delegate</th>
<th>Early Birds (Payment Received upto 10.08.2014) Inclusive of Service Tax</th>
<th>Others (Payment Received after 10.08.2014) Inclusive of Service Tax</th>
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<td>Company Secretaries in Practice</td>
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<td>Non-Members</td>
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<td>Senior Members (60 years &amp; above)</td>
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<td>Rs. 6500</td>
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<tr>
<td>Students</td>
<td>Rs. 6250</td>
<td>Rs. 6750</td>
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<tr>
<td>Spouse/ Accompanying Guest / Children</td>
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<td>Rs. 6500</td>
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<td>Foreign Delegates</td>
<td>$ 200</td>
<td>$ 250</td>
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For Registration and other details please visit [www.icsi.edu/42nc.aspx](http://www.icsi.edu/42nc.aspx).

VISION To be a global leader in promoting good corporate governance

MISSION To develop high calibre professionals facilitating good corporate governance

THE INSTITUTE OF Company Secretaries of India

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

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