


**Primer on Companies Act 2013**

## An ICSI e-Initiative

The Institute is undertaking a large number of initiatives to build up the knowledge capacity in the country towards implementation of the Companies Act, 2013 in letter and spirit and thereby enable the country to reap the benefits of the new law expeditiously. These include seminars, workshops and study circles, publications and guidance notes on the new law.

The Institute is conscious of the need to reach the masses across the country, which is possible, if the education is free. As a part of this knowledge initiative, the Institute is leveraging technology through MOOCs (Mass Online Open Courses) and has developed comprehensive '**Primer on Companies Act, 2013**' and is the only organisation to offer the same through MOOCs, free of cost to anybody and everybody through web. It has developed 16 videos of about 30-35 minutes each on various aspects of the Companies Act, 2013 and made the same available on the web site of the Institute, YouTube at the link: <http://www.youtube.com/user/icsicompaniesact2013>. These videos may also be used in seminars and class rooms for better understanding about the new company law.

These videos endeavor to explain the fundamental provisions of law in as simple language as possible through interactive discussions. Distinguished experts from government, regulators, industry, academia and professionals have participated as panelists and Mr. Somasekhar Sundaresan, Partner, J. Sagar Associates; a leading advocate is the anchor in all episodes. The Primer covers the following:

<b>Episode No.</b>	<b>Theme</b>	<b>Detailed Coverage</b>
1	Philosophy, Thrust and Principles	Subordinate Legislation, Self-Regulation, Time Bound Delivery, Efficiency
2	Novelties	One Person Company, Small Company, Dormant Company, Registered Valuers, Layers of Companies, E-Governance, KMP, CSR, Corporate Governance
3	Incorporation	Memorandum, Articles, Entrenchment, Alterations of M&A, Registered Office, Certification by Professionals
4	Regulatory Jurisdiction	Responsibilities of MCA and SEBI, Rules, Regulations, Corporate Governance
5	Fund Raising	Public Offer, Private Placement, Deposits, Charges, Dividend
6	Management and Administration	General Meetings, Voting, E-voting, Resolutions
7	Disclosures and Transparency	Annual Return, Board's Report, Report on AGM, Promoter Holding
8	Accounts and Audit	NFRA, Rotation of Auditors, Reopening of Accounts, Voluntary Revision of Financial Statements, Internal Audit
9	Corporate Governance I	Accountability, Board Composition, Meetings, Various Committees, IDs
10	Corporate Governance II	Gender Diversity, Vigil Mechanism, Remuneration, Corporate Social Responsibility
11	Corporate Governance III	Responsibilities and Challenges of Company Secretary's Functions, Key Managerial Personnel, Secretarial Audit, Secretarial Standards
12	Enforcement Actions I	Inspection, Inquiry, Investigation, SFIO, Fraud, Mediation & Conciliation
13	Compromise, Amalgamation and Arrangements	Single forum for approval of mergers and acquisitions, Simple and shorter merger process for two small cos. or holding –subsidiary co., Power to acquire shares of dissenting shareholders, Purchase of minority shareholding
14	Investor Protection	IEPF, Class Action, Exit opportunity, E-Voting, Disgorgement, Deposits, Fair valuation by registered valuer, Oppression and mismanagement
15	Winding up	Voluntary, By Tribunal, Liquidators, Unregistered Companies, Summary Procedure for Liquidation
16	Enforcement Actions II	Penalties, Special Courts, Adjudication, NCLT, NCLAT, Supreme Court, Compounding

**DVD version of this knowledge initiative has been launched at the hands of Hon'ble Minister for Corporate Affairs (I/C), Sh. Sachin Pilot, on the 7<sup>th</sup> of November, 2013 to coincide with the 41<sup>st</sup> National Convention of the Institute.**

**The Institute of Company Secretaries of India dedicates this initiative to the Nation.**