

**THE INSTITUTE OF COMPANY SECRETARIES OF INDIA
(Constituted under the Company Secretaries Act, 1980)**

ICSI Guideline No. of 2020

[Pursuant to Clause (1) of Part II of the Second Schedule to the Company Secretaries Act, 1980 as amended]

ICSI (GUIDELINES FOR ADVERTISEMENT BY COMPANY SECRETARIES), 2020¹

In terms of Clause (1) of Part II of the Second Schedule to the Company Secretaries Act, 1980 (56 of 1980), as amended by the Company Secretaries (Amendment) Act, 2006, the Council of the Institute of Company Secretaries of India hereby issues the following guidelines :

1. Introduction

1.1 The Institute of Company Secretaries of India, (“**the Institute**”) constituted under the Company Secretaries Act, 1980 (“**the Act**”) is a statutory body, constituted under an Act of Parliament, to regulate and develop the profession of Company Secretaries in India. Members of the Institute who hold the valid Certificate of Practice issued by it are authorised to practise the profession of Company Secretaries.

1.2 The areas in which the Company Secretaries in Practice can and do render their services are defined under Section 2(2) of The Company Secretaries Act, 1980.

1.3 Members of the Institute are required, under the Act, to maintain high standards of professional conduct.

1.4 *Part I of the First Schedule of the Company Secretaries Act, 1980, enumerates professional misconduct in relation to a member in practice and inter-alia includes if such a member:*

(1) Solicits clients or professional work, either directly or indirectly, by circular, advertisement, personal communication or interview or by any other means:

Provided that nothing herein contained shall be construed as preventing or prohibiting –

(i) Any Company Secretary from applying or requesting for or inviting or securing professional work from another Company Secretary in Practice; or

(ii) A member from responding to tenders or enquiries issued by various users of professional services or organisations from time to time and securing professional work as a consequence;

¹ As approved by the Council of the Institute of Company Secretaries of India at its 266th meeting held on 9th January, 2020.

- (2) *Advertises his/her professional attainments or services, or uses any designation or expressions other than Company Secretary on professional documents, visiting cards, letterheads or sign boards, unless it is a degree of a University established by law in India or recognised by the Central Government / State Government or a title indicating membership of the Institute of Company Secretaries of India or of any other institution that has been recognised by the Central Government / State Government or recognised by the Council:*

Provided that a member in practice of the profession of company secretaries or otherwise may advertise through a write up setting out:

- a. the services provided by him/her or his/her firm or LLP and**
- b. particulars of his/her firm / LLP subject to such guidelines as may be issued by the Council.**

The write-up should not be used for solicitation of clients, portrayal of supremacy or tall claims to undermine other members.

2. Short Title

These Guidelines shall be called ICSI (Guidelines for Advertisement by Company Secretaries), 2020.

3. Applicability

These guidelines shall be applicable to all advertisements by members of the Institute rendering any advisory, consultancy or representation services whether holding Certificate of Practice issued by the Council of the Institute or otherwise.

4. Definitions

For the purposes of these Guidelines,

- 4.1 The "**Act**" means the Company Secretaries Act, 1980, as amended from time to time.
- 4.2 "**Institute**" means the Institute of Company Secretaries of India.
- 4.3 "**Advertisement or advertising**" means advertisement or advertising in any mode including written, recorded, displayed communication through print or electronic mode or otherwise including in newspapers, journals, internet, online, websites, banners, letters, circulars issued, circulated or published in accordance with these guidelines.
- 4.4 "**Company Secretary in Practice**" means a member of the Institute who holds a valid Certificate of Practice issued to him by the Council of the Institute.
- 4.5 "**Firm of Company Secretaries**" means sole proprietorship concern, the sole proprietor of which is a Company Secretary or a firm, wherein all partners are Company Secretaries and includes LLP having all Designated Partners, practicing as Company Secretaries or otherwise.

2.6 “**Aggregators**” shall mean person(s) who own and manage web-based applications, which enable potential customers to connect with service provider(s) providing service(s) under the aggregators' brands or trade names.

The terms not defined herein shall have the same meaning as assigned to them in the Company Secretaries Act, 1980 and the Rules and the Regulations made thereunder.

5. Permitted means of advertising

The following activities are permitted for a Company Secretary in Practice as means to advertise:

- i.) Display the scope of work on his/her own website.
- ii.) Creating a visual identity in compliance with the Guidelines for use of Individual Logo issued by the Council of ICSI.
- iii.) Display of Location and décor of the workplace, meeting rooms, etc.
- iv.) Display of Firm name, Logo or any other identity on Uniform, Office/s, office stationary& equipments/material and providing Training to Staff.
- v.) Professional Updates and Write ups in any mode.
- vi.) Appearing on local radio or television.
- vii.) Giving speeches/lectures at any platform including Seminars, Conferences, training programmes, Workshops, Conventions, etc so organised by any forum.
- viii.) Holding professional seminars, conferences and workshops.
- ix.) Sponsoring any event (cultural, professional or otherwise) or helping with community programmes or doing voluntary work as a professional for charitable organizations.
- x.) Use of social media like Facebook, Instagram, LinkedIn, Twitter, Youtube, WeChat, Telegram and Whatsapp or and other media of similar nature.

6. Restrictions

The Advertisement shall:

- (i) not be in violation of provisions of Company Secretaries Act, 1980;
- (ii) not be false or misleading;
- (iii) not claim superiority over any or all other Company Secretaries;
- (iv) not be indecent, sensational or otherwise of such nature which may bring disrepute to the profession or the Institute (ICSI);
- (v) not contain fabricated or false testimonials or endorsements concerning the Company Secretary;
- (vi) not refer the Company Secretaries in the terms such as “specialists” or “experts”;

Explanation: The advertisements shall not be self-laudatory and not include the words such as “best,” “better” or “cheapest.”

- (vii) not represent that the quality of the professional services to be performed is greater than the quality of professional services performed by other professionals. Statements comparing one professional's services to that of another are not allowed;
- (xi) not constitute a guarantee, warranty, or prediction regarding the outcome of any professional assignment;
- (xii) in no way indicate that the charging of a fee is contingent on outcome, or that no fee will be charged in the absence of the desired outcome;
- (xiii) not contain any reference to past successes or results which indicates a guarantee, warranty or prediction of result of future professional assignments. eg. We made M/s. Xxx win the case, Meet the masters;
- (xiv) not be designed for "pleasing customers," which might mislead or eventually harm customers or third parties;
- (xv) not contain any humorous slogans. E.g. Save Rs. Xxxx Come to us, we will tell you how.

7. The Company Secretary or a firm of Company Secretaries shall not list his/her service(s) on any aggregator website such as Sulekha, Olx, Urbanclap, JustDial, Quikr or any other aggregator of similar category.

8. The Company Secretary or a firm of Company Secretaries shall not join or project himself/herself/itself as a member of any networking association(s) or any Multi-Level Marketing Association(s) ("MLM") or any other organisation which require his/her Company Secretary member to add other person as member of the organisation or which require him / her to render such services which are not specifically approved as mentioned in clause 1.2 of this guideline.

9. Website Disclaimer

The Advertiser shall also include the following Statement of Responsibility and Disclaimer on the Website:

Disclaimer: The contents or claims in the website issued by the advertiser are the sole and exclusive responsibility of the Advertiser. The Institute of Company Secretaries of India does not own any responsibility whatsoever for such contents or claims by the Advertiser.

10. Responsibility for the observance of these Guidelines

10.1 The responsibility for the observance of these guidelines lies with member(s) who commission, create, place or publish any advertisement or assist in the creation or publishing of any advertisement covered under these guidelines. Members are expected not to commission, create, place or publish any advertisement which is in contravention of these Guidelines. This is a self-imposed discipline required to be observed by all those involved in the commissioning, creation, placement or publishing of advertisements.

11. Effective Date

These guidelines become effective on and from 1st April, 2020 and shall supersede the Guidelines for Advertisement by Company Secretaries in Practice issued by the Council in December 2007. Consequently the extant Guidelines for Display of Particulars on Website by Company Secretaries in Practice stand repealed

12. Consequences of Non-Compliance

Any non compliance or violation of these Guidelines, as may be in force from time to time, in any manner whatsoever shall be deemed to be a professional misconduct and the concerned member shall be liable to disciplinary action under the Company Secretaries Act, 1980.