News In Flash

Mr. Justice A.P. Shah (Hon’ble Chief Justice, Delhi High Court) delivering inaugural address.

Addressing from L to R Mr. Justice A.K. Sikri (Hon’ble Judge, Delhi High Court), Mr. Justice Sanjay Kishan Kaul (Hon’ble Judge, Delhi High Court), Mr. Justice Rajiv Shakdher (Hon’ble Judge, Delhi High Court) and Mr. R. Bandyopadhyay (Secretary to Government of India, Ministry of Corporate Affairs)

Addressing from L to R Dr Navrang Saini, Regional Director (N), Ministry of Corporate Affairs, Mr. A.S. Chandhiok (Addl. Solicitor General and President, Delhi High Court Bar Association), Mr. Pawan Kumar Vijay (Past President-ICSI), Mr. Santosh Kumar, (Registrar, LLP, Ministry of Corporate Affairs), Mr. Alok Dhir (Advocate), Mr. Pramod Jain (CA) and Ms. Maneesha Dhir (Secretary, INSOL)

Inaugural Session: From L to R Mr. Hitender Mehta, Mr. Justice A.K. Sikri (Hon’ble Judge, Delhi High Court), Mr. Justice A.P. Shah (Hon’ble Chief Justice, Delhi High Court), Mr. Atul Mittal, Mr. A.S. Chandhiok (Addl. Solicitor General and President, Delhi High Court Bar Association), Mr. P.K. Mittal and Ms. Maneesha Dhir (Secretary, INSOL)
Study Circle Meeting on Effects of Dubai World Crises on Indian & Global Economies (18.12.2009): Mr. G.P. Madaan (Past Chairman, NIRC-ICSI) addressing the members.

Campus placement for members (18.12.2009): From (L to R) Mr. Ajay Garg, Mr. Ranjeet Pandey, Mr. K.K. Singh and Mr. T.R. Mehta.

Valedictory Function of 134th SMTP (19.12.2009): From (L to R) Mr. Animesh, Mr. Deepak Kukreja, Mr. Atul Mittal, Mr. B.K. Sharma, Mr. Hitender Mehta and Mr. T R Mehta. Best Presenters/Best participants standing.

Inauguration of 135th SMTP (22.12.2009): Group photograph of participants alongwith Mr. Amit Kumar Aggarwal, Director & CFO and Company Secretary of Esaote Asia Pacific Diagnostic Pvt. Ltd., Mr. Deepak Kukreja, Mr. Animesh and Ms. Rolly Bhardwaj.
Dear Professional Colleagues,
Seasons Greetings and my best wishes to you and your family members for a very Happy and Prosperous Year 2010.

I am pleased to inform that a one day program on Limited Liability Partnership organized by your Regional Council jointly with National Foundation for Corporate Governance on 19th December, 2009 at Hotel The Lalit New Delhi was a grand success both in terms of the quality of speakers and the number of participants. I take this opportunity to express my sincere thanks and gratitude to Chief Guest Mr. Justice A.P. Shah, Hon'ble Chief Justice, Delhi High Court, Guest of Honour Mr. Justice A.K. Sikri, Hon'ble Judge, Delhi High Court, Chairman of the sessions, Mr. Justice Sanjay Kishan Kaul, Hon'ble Judge, Delhi High Court and Mr. Justice Rajiv Shakdher, Hon'ble Judge, Delhi High Court.

I also express my sincere thanks to Mr. R. Bandyopadhyay, Secretary to Government of India, Ministry of Corporate Affairs for delivering special address and Ms. Renuka Kumar, Joint Secretary, Ministry of Corporate Affairs for gracing the program.

My sincere thanks are also to Mr. A.S. Chandhiok, Addl. Solicitor General and President, Delhi High Court Bar Association, Ms. Maneesha Dhir, Secretary, INSOL, Dr Navrang Saini, Regional Director (N), Ministry of Corporate Affairs, Mr. Santosh Kumar, Registrar, LLP, Ministry of Corporate Affairs, Mr. Alok Dhir, Advocate, Mr. Pavan Kumar Vijay, Past President-ICSI and Mr. Pramod Jain, Chartered Accountant and others who have contributed for the success of the program.

It is my last communication with you as Chairman, NIRC. I take this opportunity to express my gratitude to Almighty for strengthening me with his blessings with the help of which I could perform my duties to the best of my abilities as Chairman. I am also thankful to all my seniors, predecessors, colleagues at regional council, chairman of various committees and managing committee members of Chapters, all officials working at Institute's HQ and NIRO for their wholehearted support in organizing various professional development as well as student related activities. Whatever, I could achieve that is entirely due to their support and guidance. My gratitude also goes to all the sponsors and advertisers who supported us wholeheartedly in conducting various professional development as well as students related activities of NIRC.

A number of initiatives have been taken and a lot needs to be taken. I take this opportunity to briefly highlight some of the major achievements / developments that have taken place during the year:

**Corporate Membership Scheme**
We further enhanced the brilliant concept of corporate membership scheme initiated by our predecessors. Total 487 members joined this scheme in the year 2009. This concept initiated by NIRC became so much popular that all Regional Councils and number of Chapters of the Institute have also followed this model.

**Best Regional Council/Best Chapter Award**
NIRC has been adjudged National Best Regional Council for the year 2008 and Jaipur Chapter of NIRC of ICSI has bagged Best Chapter Award in the respective category consequently for the second year.

**Seminar/Professional Development Programs**
NIRC organized regular seminars and professional development programs in the year 2009, which were attended by large number of members. My special thanks go to various Chief Guests / Guests of Honour / Guest Speakers of these Seminars and to the members who made all the programs a big success. I wish to give my thanks and compliments to Mr. Hitender Mehta, Chairman, Professional Development & Programs Coordination Committee, NIRC and Mr. P.K. Mittal, Council Member-ICSI for their wholehearted involvement in conducting the programs.

**Two day Participative Certificate Workshops**
First time NIRC organized 4 (Four) two day Participative Certificate Workshops for members on topical interest in the year 2009, which were attended by good number of members.

**Study Circle and Study Group Meetings**
Study circle meetings and study group meetings are the regular features at NIRC where various topics of corporate interest are being discussed threadbare by guest speakers. NIRC and its Study Groups conducted in all 53 Study Circle Meetings during the year.
Achievements of Students of NIRC at All India Competitions

Institute is organizing various All India Competitions for the students. You will be happy to note that our students have won 7th All India Moot Court Competition for the year 2009.

State Conferences

With the objective of providing opportunities of professional development to our members at destination close to their place, NIRC organized Chandigarh State Conference at Chandigarh & Rajasthan State Conference at Jaipur.

Secretarial Modular Training Program

You will be happy to note that your NIRC has organized record number of 13 (Thirteen) SMTPs in the year 2009. I wish to place on record my thanks to Mr. Deepak Kukreja, Chairman, SMTP Committee for his wholehearted involvement in conducting the SMTPs successfully. My special thanks to all the Chief Guests at the Inaugural & Valedictory sessions of the SMTPs. My sincere thanks goes to all faculties of SMTP for sharing their knowledge and expertise with the participants of the programs.

Training Orientation Programs and Academic Development Programs

The NIRC organized 14 Training Orientation Programs and 13 Academic Development Programs in the year 2009. 813 Students attended the TOP and 1126 students attended ADP.

Students Knowledge Forum

NIRC during the year took an initiative to start a knowledge forum for students and conducted Professional Development Programs for them.

NIRC Newsletter

NIRC continues to bring out its monthly newsletter. My thanks to Mr. S.K. Gupta and Ms. Divya Saxena for regularly contributing legal updates. My special thanks to Mr. Paramjeet Singh for giving Lighter Side of the Profession.

Career Awareness Programs

In the year 2009 NIRC (excluding its Chapters) organized 89 career awareness programs at various schools and colleges.

Students’ registration and Oral Coaching classes

Students’ registration during the year was very encouraging. NIRC conducts on regular basis oral coaching classes for the students. At NIRC, the emphasis is to provide best of the coaching facilities to all the students. A record number 2973 students enrolled for OT classes/Refresher classes during the year. This number is excluding students enrolled at our Collaborative/PPP OT centers in Delhi.

Foundation Day Celebrations

A Week-long celebration of Foundation Day was conducted from 24th July to 31st July, 2009. Blood Donation Camp, Plantation of Sapling, Members Quiz on Corporate Laws, Company Law Quiz for Students, All India Elocution Competition for students, Seminar for students and Members followed by AGM of NIRC

Acknowledgments

I am extremely grateful to Mr. Datla Hanumanta Raju, President, ICSI and Mr. Vinayak S. Khanvalkar for their continuous guidance, encouragement and support during the whole year. I am also thankful to all the Central Council Members for their continued support, Past Presidents of ICSI, Past Chairmen of NIRC for their blessings.

My special thanks goes to secretariat of ICSI HQ, specially to Mr. N.K. Jain, Secretary & CEO of our Institute and his entire team for extending their support to NIRC.

I also express my gratitude to all my council colleagues at NIRC for being with me at every need of hour and providing me their full support in all activities of NIRC.

I also sincerely appreciate the support I got from Mr. T.R. Mehta and other officials working at office of Northern India Regional Council throughout my tenure.

Lastly I would humbly like to mention that if due to oversight any name is left out, it is purely unintentional and I may kindly be excused for the same.

I congratulate the new team of office bearers of NIRC led by Mr. B.K. Sharma w.e.f. 19th January, 2010 and wish them success in all their endeavors.

With best regards,

Yours sincerely,

(Atul Mittal)

atul.mittal@in.pwc.com
Mobile : 9810065744
5th January, 2010
CHAIRMAN

Mr. B.K. Sharma, ACS, ACA, M.Com, LL.B presently working as General Manager (Market Operations), Delhi Stock Exchange Limited. Mr. Sharma has been elected to the NIRC for the term 2007-10. He was Vice-Chairman of NIRC for the year 2009 and Treasurer for the year 2008. He was Chairman of Accounts and Finance Committee of NIRC in 2007 & 2008.

Earlier, he worked as General Manager (Legal & Secretarial), Podar Pigments Limited, Jaipur; Executive Director, Jaipur Stock Exchange Ltd.; Chief Executive Officer of JSEL Securities Limited (subsidiary of Jaipur Stock Exchange); Company Secretary-cum-Manager Accounts of Jaipur Stock Exchange Limited. He served the Jaipur Chapter of NIRC-ICSI as Chairman (2003); Vice-Chairman (2002) and Secretary (2001). He has also served Corporate Sector as Practising Company Secretary and consultant in Financial & Secretarial Matters. He is also visiting faculty in various institutions. He was Awarded Junior Research Fellowship by University Grant Commission.

SECRETARY

Mr. Ranjeet Kumar Pandey, FCS, LL.B, B.Sc., presently Practicing as a Company Secretary.

Mr. Pandey has been elected to the NIRC for the term 2007-2010. He was Treasurer of NIRC for the year 2009. He was Chairman, Oral Tuition and Library Committee for the year 2007 and Chairman, Oral Tuition Committee for the year 2008. He was Chairman of Placement Committee; Accounts and Finance Committee and Practising Company Secretaries Committee for the year 2009.

VICE-CHAIRMAN

Mr. Atul V. Sood is a Fellow Member of ICSI and a law graduate. He has worked in the corporate sector in various capacities and was a Finance Controller & Company Secretary in a listed company, till he turned a practising professional. He has expertise in securities laws, commercial & corporate laws, commercial arbitration etc.. He is a practising lawyer in Punjab & Haryana High Court, Chandigarh. He has represented reputed national and international clients before various High Courts, Company Law Board, Debts Recovery Tribunal etc..

He was Secretary of NIRC for the year 2009. He has served the Chandigarh Chapter as Secretary (2001, 2004), Vice-Chairman (2002, 2005) and Chairman (2003, 2006). He was elected to the NIRC as a member for the term 2007-2010. He has been Editor of NIRC Newsletter 2008.

TREASURER

Mr. Deepak Kukreja, FCS, ACIS (London), AAIMA, LL.B, associated with the Profession of Company Secretaries for more than 15 years and presently Practicing as a Company Secretary.

Earlier, he worked as Vice President- Corporate Affairs in SSIPL Retail Limited, New Delhi. Mr. Kukreja coopted to the Northern India Regional Council for the term 2007-2010 since 21.8.2008. Earlier he was elected to the Northern India Regional Council for the term 2004-2006 and was Treasurer, (2006); Chairman, Fund Raising Committee, NIRC-ICSI (2006); Member, Executive Committee, NIRC (2006); Chairman, SMTP Committee NIRC (2004-2005); Member, Practising Company Secretaries Committee, NIRC (2005) and Chairman, Study Circle Committee, NIRC (2008).

He has been Editor of NIRC Newsletter 2009 and Chairman, SMTP Committee of NIRC 2009.
## COMPLIANCE CHECKLIST FOR THE MONTH OF JANUARY, 2010

<table>
<thead>
<tr>
<th>Sr. No.</th>
<th>Activities</th>
<th>Sections/Rules/Clauses, etc.</th>
<th>Acts/Regulations, etc.</th>
<th>Compliance Due Date</th>
<th>To whom to be submitted</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Shareholding of persons holding more than 15% shares of voting rights</td>
<td>Regulation 8(3)</td>
<td>SEBI (Substantial Acquisition of Shares Takeovers) Regulations, 1997</td>
<td>30th January</td>
<td>Stock Exchanges</td>
</tr>
<tr>
<td>2</td>
<td>Corporate Governance Compliance Certificate</td>
<td>SEBI Circular No. SMDRP/Policy/DIR-03/01 dated 22.1.2001</td>
<td>Listing Agreement</td>
<td>15th January</td>
<td>Stock Exchanges</td>
</tr>
<tr>
<td>3</td>
<td>Submission of three copies of quarterly results signed by the Managing Director and newspaper cuttings of quarterly results</td>
<td>Clause 31</td>
<td>Listing Agreement</td>
<td>Promptly on publishing quarterly results in newspapers</td>
<td>Stock Exchanges</td>
</tr>
<tr>
<td>4</td>
<td>Submission of Shareholding Pattern as at the end of the previous quarter (October-December, 2009 quarter)</td>
<td>Clause 35</td>
<td>Listing Agreement</td>
<td>21st January</td>
<td>Stock Exchanges</td>
</tr>
<tr>
<td>5</td>
<td>Issue of press release about Board Meeting to consider quarterly results</td>
<td>Clause 41</td>
<td>Listing Agreement</td>
<td>Immediately on informing the Stock Exchanges</td>
<td>One national newspaper and one regional newspaper</td>
</tr>
<tr>
<td>6</td>
<td>Announcement of Quarterly Results alongwith limited Audit Review of the same by the Auditors</td>
<td>Clause 41</td>
<td>Listing Agreement</td>
<td>Within 15 minutes of closure of Board Meeting in which the results are placed</td>
<td>Stock Exchanges</td>
</tr>
<tr>
<td>7</td>
<td>Publish Quarterly Results</td>
<td>Clause 41</td>
<td>Listing Agreement</td>
<td>Within 48 hours of the conclusion of the Board Meeting</td>
<td>One English newspaper and one regional newspaper</td>
</tr>
<tr>
<td>8</td>
<td>Intimation of date of Board Meeting to consider quarterly results</td>
<td>Clause 41</td>
<td>Listing Agreement</td>
<td>7 days in advance</td>
<td>Stock Exchanges</td>
</tr>
<tr>
<td>9</td>
<td>Submission of Shareholding Pattern, Corporate Governance Report and Quarterly Results</td>
<td>Clause 51</td>
<td>Listing Agreement</td>
<td>Within such time as specified by SEBI</td>
<td>SEBI EDIFAR website</td>
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### Labour Laws

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<tr>
<th>(1)</th>
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</thead>
<tbody>
<tr>
<td>11.</td>
<td>Monthly return of Provident Fund for the previous month with respect to International Workers</td>
<td>Paragraph 36</td>
<td>The Employees' Provident Funds Scheme, 1952</td>
<td>25th January</td>
<td>Provident Fund Authorities</td>
</tr>
</tbody>
</table>

**Income Tax**

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**Excise & Service Tax**

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<tbody>
<tr>
<td>15.</td>
<td>Submission of CENVAT Credit Return (December, 2009)</td>
<td>Rule 9</td>
<td>CENVAT Credit Rules, 2004</td>
<td>10th January</td>
<td>Excise Authorities</td>
</tr>
</tbody>
</table>

**Note:** Members are requested to check the latest position with the original sources. NIRC of ICSI is, any way not responsible for the result of any action taken on the basis of the above compliances published in the Newsletter.

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**ADVERTISEMENT FOR “NIRC-ICSI NEWSLETTER”**

NIRC solicits your kind patronage in the form of advertisement for its Monthly Newsletter as per the tariff given below:

<table>
<thead>
<tr>
<th></th>
<th>Per Issue (Rs.)</th>
<th>6 Issues (Rs.)</th>
<th>12 Issues (Rs.)</th>
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<tbody>
<tr>
<td>Back cover</td>
<td>15,000</td>
<td>80,000</td>
<td>1,50,000</td>
</tr>
<tr>
<td>Inside Cover</td>
<td>(Colour) 11,000</td>
<td>60,000</td>
<td>1,10,000</td>
</tr>
<tr>
<td>Inside page</td>
<td>(Black &amp; White) 6,000</td>
<td>33,000</td>
<td>60,000</td>
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<tr>
<td>Inside Half page</td>
<td>(Black &amp; White) 4,000</td>
<td>22,000</td>
<td>40,000</td>
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<tr>
<td>Inside Quarter page</td>
<td>(Black &amp; White) 2,500</td>
<td>13,000</td>
<td>25,000</td>
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**LIGHTER SIDE OF THE PROFESSION**

"Sir, why you have stopped subscribing to the Morning Newspaper?"
"Because I have kept a pet dog."
"So nowadays you keep yourself busy with your Pet Dog"
"No, my pet dog moves around in the area and fetches me several newspapers."

*****

"There used to be a lot of noise from your house. How come there is a sudden change since the beginning of New Year. Have you adopted some special Resolutions in the New Year?"
"No, I got my wife learn operation of Computer."
"How it has helped?"
"Because of that our mode of abusing each other has changed from Physical to On-line."

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-- PARAMJEET SINGH, FCS
Legal Updates

[2009] 152 Comp Cas 547 (Patna)
[IN THE PATNA HIGH COURT]
DHARAMSHIL COLD STORAGE P. LTD.
V.
UNION OF INDIA
Ramesh Kumar Datta J.
October 16, 2009

ISSUE(S) INVOLVED:
The action of Registrar of Companies for striking the Name of the Company before the expiry of three months period as stipulated under Section 560 (3) of the Act for failure to file Returns for three years is liable to be set aside where the pending documents have been filed during the notice period.

DECISION: HELD: 'YES'

In the instant case the Petitioner-Company suffering from heavy losses, temporarily suspended its business activities. Thereafter the Directors of the Company took steps to liquidate the dues of the Secured Creditors with a view to restart its activities. Upon arriving at a compromise the Secured Creditors were paid off and "no dues" certificates were obtained. The Company filed all its pending returns from the year 1988 by e-filing and challans were deposited between February 22, 2007 to February 28, 2007. In the meantime the Registrar of Companies issued a letter dated November 27, 2006 under Section 560(1) of the Companies Act, 1956 followed by notice dated January 5, 2007 under Section 560(2) of the Act and another Notice dated July 6, 2007 under Section 560 (3) of the Act stating that as it had not filed its statutory returns for more than three years, it was deemed to be a defunct Company under Section 560 (5) of the Act. Thereafter vide Order dated 31st July, 2007, the Registrar struck off the name of the Company before the expiry of three months which was published in the Official Gazette on 18th August, 2007 within a period of one month and twelve days of the Notice dated 6th July, 2007. The Company moved an application before the Hon'ble Court for restoration of name under Section 560(6) of the Act.

It was contended that the Company had filed up to date returns through e-filing in the month of February 2007 itself and therefore, the reasons set forth in the Notice dated July 6, 2007 were non-existent. The fact that the statutory returns had been filed prior to issue of Notice was not taken into account by the Registrar of Companies. The notice was issued contrary to the records available with the Registrar. It did not comply with the mandatory provisions of Section 560 (3) of the Companies Act, 1956. There was no averment by the Registrar of Companies that a notice under Section 560(3) of the Act was published in the Official Gazette. The notice did not mention that three months were granted to the Company to Show Cause and the Registrar of Companies did not wait for the statutory period of three months before passing the Order to strike off the name of the Company on July 31, 2007.

It was noted that in the notice dated July 6, 2007 purporting to be a notice under Section 560 (3) of the Companies Act, 1956, the ground for issuing the same was that the Company had not filed its statutory returns for more than last three years. However, on the own admission of the Registrar of Companies, the Company had filed up to date returns through e-filing in the month of February 2007.

Apart from the same, the fact that up to date statutory returns had already been filed in the month of February 2007 itself, has not been taken note of by the Registrar of Companies and he has issued the notice under sub-section (3) of section 560 of the Act which is contrary to the records available with him at the relevant time.

In the above circumstances, the Court held that the impugned Order dated July 31, 2007 contained in the Gazette of India dated August 18, 2007 was non est, illegal and void ab initio and accordingly quashed the same. The name of the Company was directed to be restored in the Register of Companies as though it had never been struck off from the same.

[2009] 152 Comp Cas 375 (Bom)
[IN THE BOMBAY HIGH COURT]
NIULAB EQUIPMENT CO. P. LTD., In re
___________
ASHCO INDUSTRIES LTD., In re
S.J. Vazifdar J.
March 24, 2009

ISSUE(S) INVOLVED:
The mere fact of violation of provisions of Section 235 to 251, 297 and 295 of the Companies Act, 1956 does not invalidate or sanction of the Scheme of Amalgamation, it is only those violations which adversely reflect upon or affect the Scheme would persuade the Court not to sanction the Scheme. Disclosure of all material facts alone is necessary for enabling the Court to exercise discretion depending upon facts of each case.
DECISION: HELD: 'YES'

In the instant case, the Petitioner sought the sanction of a Scheme of Amalgamation by which the entire undertaking of the Transferor Company was to be transferred to and vested in the Transferee Company as a going concern. The Regional Director in his Affidavit before the Court stated that subject to what was stated in paragraphs (viii) and (ix), the scheme appears to be in order. It was contended by the Regional Director that the Transferee Company had admitted that the Company and its directors had violated the provisions of Section 297 of the Companies Act, 1956 during the last three years and also admitted that Section 295 of the Act had been violated in respect of the issue of a corporate guarantee of Rs. 765 lakhs by the Transferee Company on behalf of the Transferor Company. In view of the violation of Section 295 of the Act, the directors had by virtue of the provisions of Section 283 (1) (h) of the Act vacated office therefore, resolution of the Board of Directors of the Transferee Company proposing the Scheme was void having been passed at a Meeting without the requisite quorum and all subsequent steps leading to this Petition were void.

The Court referred the relevant provisions of the Companies Act, 1956 and it was observed that the mere fact of violation of the provisions of Sections 235 to 251 and 295 by itself does not invalidate or warrant the Court refusing to sanction a Scheme of Arrangement under Sections 391 and 394 including a Scheme of Amalgamation. It is not every violation of these Sections that disentitles a Scheme being proposed for sanction. It is only those violations which adversely reflect upon or affect the Scheme would be considered. Section 391(2) only requires the disclosure of all material facts to the Court and if it were otherwise Section 391 and in particular sub-section (2) thereof, would have been worded differently. The purpose of Section 391(2) is that all the material facts relating to the Company including the pendency of any investigation proceedings in relation to the Company under Sections 235 to 251 and the like, ought to be disclosed to the Court in order to enable the Court to decide whether or not the Scheme ought to be sanctioned in view of such facts. The manner of exercise of discretion would then depend upon the facts of each case. This is fortified by the fact that it is not necessary that a scheme under Sections 391 and 394 is proposed only by the Company or its Directors or Promoters. It may be proposed by others also, such as, the Members or Creditors of the Company. Indeed a scheme could also be proposed by the Official Liquidator of a Company. If for instance there is a violation of the provisions of Sections 235 to 251 or any one or more of them by a Director, the same would not bar the Company or any Member or Creditor of the Company from proposing a scheme under Sections 391 and 394.

Sanctioning the Scheme, the Hon'ble Court held that:-

(1) That the fact of the guarantee issued by the Transferee Company in respect of the loans advanced by the bank to the Transferor Company and the details of the Board of directors of both the Companies constitute material facts qua both the Companies. There was an adequate disclosure of these facts to the concerned persons.

(2) That the fact that guarantee was given by the Transferee Company in respect of the facilities granted by the Bank to the Transferor Company by itself would not warrant a refusal to the Scheme being sanctioned. There was nothing to indicate that the sanction of the Scheme would adversely reflect upon the Scheme or adversely affect the Members or the Creditors or the Companies. No investigation proceedings were pending in relation to the Petitioners under Sections 235 to 251, 295 and 297 of the Act and the question of disclosing did not arise. Sufficient materials were there before the Members and the creditors regarding the guarantee issued by the Transferee Company and the details of the Directors of the Companies to have enabled them to take an informed decision as to whether the scheme ought or ought not to have been sanctioned. Both the petitioners had expressly stated that they were under one management. The disclosure enabled the members and the creditors to take an informed decision. There was no opposition to the scheme by any one. Even the Regional Director did not oppose the scheme as such.

(3) That there was a contravention under Section 295(1)(c) of the Act. However, Section 283 (1)(h) of the Act did not include within its scope such a contravention of Section 295 of the Act. Two directors were common to both the Companies. The expression "any such director" in Section 295(1)(c) of the Act refers to a director of the lending Company. Neither the two directors nor the Transferor Company had accepted any guarantee for a loan from the lending Company and therefore, the directors did not vacate the office as directors of either the Transferor Company or the Transferee Company.

Compiled By:-

Divya Saxena, F.C.S, Kanpur.
News from NIRC

PROGRAM ON LIMITED LIABILITY PARTNERSHIPS

On 19th December, 2009, ICSI-NIRC jointly with National Foundation for Corporate Governance (NFCG) organized a program on Limited Liability Partnerships at Hotel The Lalit New Delhi.

Mr. Justice A P Shah, Hon'ble Chief Justice, Delhi High Court was the Chief Guest & Mr. Justice A. K. Sikri, Hon'ble Judge, Delhi High Court was the Guest of Honor.

Mr. Hitender Mehta, Immediate Past Chairman, ICSI-NIRC welcomed the dignitaries and introduced the theme. He informed that the program on LLP was part of the India Corporate Week being observed by the Ministry of Corporate Affairs across the country.

Mr. P K Mittal, Council Member, ICSI introduced Chief Guest Mr. Justice A P Shah.

Mr. Atul Mittal, Chairman, NIRC in his welcome address thanked the Chief Guest & Guests of Honor for sparing their valuable time and sharing their perspective concerning LLP.

He also said that LLP will become handy to all the Indian law firms and mentioned that we should not be afraid of foreign law firms coming to India.

Mr. A S Chandhiok, Additional Solicitor General and President, Delhi High Court Bar Association, New Delhi, highlighted the importance of big firms which could be incorporated in India. In abroad, big firms have large number of partners therefore Government has enacted a law on Limited Liability Partnership. This has been done so that Indian Law Firms could compete with Foreign Firms.

Ms Maneesha Dhir, Secretary, INSOL introduced Mr. Justice A. K. Sikri.

Mr. Justice A. K. Sikri, Hon'ble Judge, Delhi High Court and President INSOL congratulated NIRC for conducting the seminar during the India Corporate Week. He also thanked NIRC for associating INSOL as Knowledge Partner. Mr. Justice Sikri said that introduction of Limited Liability Partnership is not limited to formation of big firms; it will also benefit the small entrepreneurs. Mr. Justice Sikri also highlighted the importance of Sole proprietorship, Partnership firms and Joint Stock Companies. He gave a detailed description of the history of LLPs in different jurisdiction across the world.

Further, he said that the small companies face a lot of difficulty as it is a cumbersome procedure to fulfill all the formalities under Companies Act, 1956; therefore LLP Act is a welcome step. He also said that the approach of LLP is inclusive growth.

Mr. Justice A P Shah, Chief Guest thanked NIRC-ICSI for inviting him to this seminar. He also appreciated Ministry of Corporate Affairs for their initiative of observing the India Corporate Week.

Mr. Justice Shah described LLP as a new commercial vehicle which is the outcome of marriage of Partnership Law and Company Law for overcoming the deficiencies of both the Laws. He also clarified that its not that LLP can only be formed by the Professionals but it can also be formed by entrepreneurs.

Further, Mr. Justice Shah highlighted the importance of the recommendations of Naresh Chandra Committee on LLP. He highlighted the characteristics of Limited Liability, Separate Legal Entity and Corporate personality of LLP. He also told that unlike partnership where partners liability is unlimited here the partners liability is limited to the extent of money contributed by him and liability is unlimited of that partner and to the extent of Fraudulent Activity carried on by him. Similarities in Partnership and LLP is that both are governed by agreement entered into by partners. He also clarified that even Indians and foreigners can form LLP provided at least one Partner is resident in India.

Mr. Justice Shah suggested that instead of having the fear against Foreign Lawyers we should create such an environment that Foreign Lawyers are not required here instead of prohibiting them by Statute.

FIRST TECHNICAL SESSION

The first Technical Session of Seminar was Chaired by Mr. Justice Sanjay Kishan Kaul, Hon'ble Judge, Delhi
High Court. Mr. Justice Kaul gave an overview of Limited Liability Partnership Act to the participants.

Dr Navrang Saini, Regional Director (NR), Ministry of Corporate Affairs gave Power point Presentation to the participants. Dr Saini stated that first LLP was incorporated in April, 2009. Dr Saini stated that all LLP Forms shall be filed electronically except Form 11. He further stated the future plans of MCA. He stated that Forms shall be available in pdf Format as in MCA 21. The payment of fees of LLP is only through credit card unlike traditional payment method where fees was deposited through chalans. Also, the public documents can be viewed by the partners and they can also obtain the certified copies of the documents. Dr Saini gave demonstration of the walk through of the system regarding existing features of LLP and the website of LLP.

He said that LLP is a Corporate Business Vehicle that enables professional expertise and entrepreneurial initiative to combine and operate in Flexible, Innovative and Efficient manner providing benefits of Limited Liability while allowing its member the Flexibility for organizing their internal structure as a partnership.

He also described the process to start LLP that first of all DPIN and DSC has to be acquired. Then register these both with LLP, Check name availability from the site. If the name is unique get the name registered by downloading the forms and filing it electronically. After that Track the status of LLP from the site.

Dr. Saini stated that LLP Incorporation Certificate shall be sent through Physical Delivery but in future it shall be sent through E-mail also. After obtaining the certificate LLP is ready to function. He also announced the future plans so to make this site more easily accessible by the users.

Mr. Santosh Kumar, Registrar, LLP, Ministry of Corporate Affairs stated the background of LLP that how the LLP Act came into operation in India. He stated that LLP cannot be incorporated for the Charitable Purpose.

Mr. Kumar further highlighted the importance of the provision of LLP Act including minimum contribution by partners, striking of name of LLP etc.

Mr. Kumar said that stamp duty payable on partnership agreement shall be as per respective State Stamp Laws. He also stated that there is a system of reservation of name for LLP for a period of 3 years.

The first Technical Session was followed by the Question Answer Session.

Earlier Mr. Ranjeet Pandey introduced the dignitaries and Mr. Deepak Kukreja proposed vote of thanks at the end of the session.

SPECIAL SESSION

Mr. R Bandhopadhyay, Secretary to Government of India, Ministry of Corporate Affairs delivering his special address elaborated the role of Ministry of Corporate Affair. He said that Ministry is observing India Corporate Week in association with Chambers and Professional Institutes to highlight the Corporate Sector and Inclusive Growth. He said that the Ministry is a friend first and then a regulator to the Corporate Sector. He advised the Company Secretaries to convince the Management of their respective organization as to how the Corporate Governance and Corporate Social Responsibility would work for the betterment of the organization.

Mr. Bandhopadhyay also spoke on LLP Act and the lucrative options available for the formation of LLP.

Ms Renuka Kumar, Joint Secretary, Ministry of Corporate Affairs also graced the program with her presence.

Mr. Hitender Mehta who earlier introduced the dignitaries, proposed vote of thanks at the end of the session.

SECOND TECHNICAL SESSION

The Second Technical Session was chaired by Mr. Justice Rajiv Shakdher, Hon’ble Judge, Delhi High Court.

Guest Speaker Mr. Alok Dhir, Advocate guided all the participants with the aid of Power Point Presentation on How LLP can be taken as a Business Option. He
highlighted the importance of LLP in the scenario of less compliances. He also pointed out the drawbacks of Partnership under Indian Partnership Act and Joint Stock Companies under Companies Act. He suggested that in order to overcome the drawbacks of both Partnership and Companies like complicated, expensive and time consuming procedures and formalities there is a need of something Hybrid having the features of Corporate and Partnership form of business. He told that there is no restriction in LLP regarding the upper limit on number of Partners but atleast two designated partners must be individuals and one must be Indian.

He also told that wrongful act of any partner cannot bind other innocent Partners. Also if one partner would retire LLP would not dissolve unlike Partnership where the partnership goes into dissolution. Winding Up of LLP is voluntary. He told that main target is to make LLP Tax Efficient. Minimum Alternate Tax and Corporate Dividend Tax are also not applicable on LLP. He also highlighted that Conversion of Partnership Firms, Private Companies and Unlisted Public Companies into LLP is legally permitted from May' 2009. At last he also threw light on Merits and Taxation aspect of LLP.

Guest Speaker Mr. Pramod Jain, Chartered Accountant covered the Taxation Aspects of LLP. He stated that Assessment of LLP is similar to that of Partnership Firm in India. He also told that the residential status of LLP need to be checked to determine the Taxability in India. He highlighted that Sections of Presumptive Taxation are not applicable on LLP. Also Minimum Alternate Tax and Dividend Distribution Tax are not applicable on LLP. Remuneration of Partners is also not disallowed U/s 37(1), 40(a)(i) and 40A(2) and also it is only paid to Working Partners who is an individual. The Accounting Standards issued by The Institute of Chartered Accountants of India are applicable. He said that there is no clarification regarding Wealth Tax. He also brought to notice the differences between Partnership and LLP and Company and LLP.

Guest Speaker Mr. Pavan Kumar Vijay, Past President - ICSI addressed the session on the topic Formation of LLP by Professionals. He explained the use of LLP by professionals. He described the pre-liberalization and post-liberalization scenario. He said that earlier during pre-liberalisation there were many restrictions due to which openness was not there and there were negative impacts on economy but post-liberalization service sector gained importance, industrialization and globalisation started due to which economy started developing. He said, "The most essential feature of man is his Improvableness."

He said that contribution of Service Sector to GDP is 65% and Professional Services to Service Sector is 18%. He laid emphasis on the vision Past President Abdul Kalam has for India in 2020 that Services would be people's wealth.

He also said that Poor Firms ignore their competitors, Average Firms copy their competitors and Winning Firms lead their competitors. He said that Simply giving clients what they want is not enough any more. To gain an edge we must help them learn what they want. He said that we retain loyalty of customers by providing customized services under one roof. This kind of arrangement would enable the client to get quality services and that to at one place. He said that for the progress of Professionals as well as to facilitate clients this kind of arrangement is perfect.

Mr. Pavan Vijay said that the great secret of success in life is a man to be ready when his opportunity comes. Encouraging the CS Professionals, he enumerated the areas where CS can render consultancy services. He laid emphasis that CS should take the benefit of globalization. According to him LLP has Plethora of benefits for the Professionals. He said that time has arrived to move towards Multi-disciplinary Mega Firms. He said that the main obstacles before the Mega Firms are Professional Code of Conduct and Problems in existing structure. He said that LLP can take the benefit of many Tax Benefits available for LLP like Profits in the hands of Partners is Tax free and as Remuneration to Partners is treated as Income of Business and Profession, personal expenses can be deducted U/s 28 of Income Tax Act.
He added that LLP is Internationally recognized by professional firms. He then concluded by saying that it is good to be individually brilliant and to have strong core competencies but unless you are able to work in a team and harness each other's core competencies you'll always perform below par because there will always be situations at which you'll do poorly and some one else does well. Teamwork is mainly about situational leadership, letting the person with relevant core competency for a situation take leadership. Sometimes it is appropriate to change strategy and try something different and sometimes it is appropriate to do both.

The session was followed with the question answers. Mr. Justice Rajiv Shakdher, Mr. Pramod Jain, Mr. Pavan Vijay Kumar Vijay and Mr. Alok Dhir answered the queries raised by the participants.

Ms Ashu Gupta proposed the vote of thanks at the end of the session.

**STUDY CIRCLE MEETING**

**Date:** 18th December, 2009

**Topic:** Effects of Dubai World Crises on Indian & Global Economies

**Speaker:** Mr. G.P.Madaan, Director, RIGMA Capital Services Pvt. Ltd and Past Chairman NIRC.

**Venue:** YMCA Conference Hall, New Delhi.

Mr. G.P.Madaan welcomed the participants. He said that the recent crisis in Dubai started with some sort of liquidity crisis with Dubai's two conglomerates Dubai World and Nakheel. He further said that the total debt exposure to these Groups was to the tune of $59 billion. These two Groups requested to their lenders for some moratorium. A lot of hue and cry has already been reported by the media about the crisis. As soon the crisis was reported Indian stock market fell by 1000 points within two days. The Gold and other Commodity Markets also crumbled. But, all the financial and commodity markets recovered soon.

Abu Dhabi offered Dubai World a loan of $10 billion under certain terms and conditions. Talking about the casualty he further informed that Dubai Real Estate sector was worst affected with this crisis. As a result Indian real estate companies having exposure to Dubai also got affected. Prices in Dubai for real estate have gone down by almost 40-50% during last six months. In India the prices of real estate also reacted as soon as the crisis was reported. Another sector which has affected is labour. As most of the labours working in Dubai are from Asia mainly from Pakistan and India. They are coming back due to lack of employment opportunities there. Indian banking sector has not affected very much barring those Banks who have exposure in Dubai. Indian Information Technology Companies are not affected at all.

Various other issues like food inflation and other problems currently facing Indian Economy were also discussed at the meeting.

**VALEDICTORY FUNCTION OF 134TH SMTP**

On 19th December, 2009 Valedictory Function of 134th Secretarial Modular Training Program was organized at Hotel The Lalit, New Delhi.

Mr. Atul Mittal, Chairman, NIRC, Mr. B.K.Sharma, Vice-Chairman NIRC, Mr. Hitender Mehta, Mr. Deepak Kukreja, Mr. T.R.Mehta EO(N) and Mr. Animesh, DO(N) were also present on the occasion.

Mr. Deepak Kukreja, Chairman, SMTP committee of NIRC-ICSI addressing the participants advised them to remain committed to the profession of Company Secretary. He requested participants to take active interest in the affairs of the institute. He said cooperation among the members is required for overall development of the profession. He advised them to always strive for excellence and devote more time in strategic thinking. While elaborating the importance of SMTP as a networking platform he also wished best of luck to the participants.

Mr. Atul Mittal while addressing the participants congratulated them on passing the final stage of exams. He said that collective action among future company
secretaries are very much required. He also explained the importance of the profession of company secretaries. He advised them to be disciplined and wished them a great career.

Mr. Hitender Mehta also gave his best wishes to the participants and welcomed them to the noble profession of company secretaries. He advised them to look for opportunities in other areas also as the scope of company secretary profession is very wide.

Mr. B K Sharma advised the participants on matters related to AGM, Board meetings etc. He advised them to focus on the updation of knowledge and creating a good group.

In the end the certificates were distributed to the participants.

INAUGURATION OF 135TH SMTP

On 22nd December, 2009, NIRC of ICSI organized Inaugural Function of 135th Secretarial Modular Training Program at the ICSI-NIRC Building.

Mr. Amit Kumar Aggarwal, Director, Chief Financial Officer and Company Secretary of Esaote Asia Pacific Diagnostic was the Chief Guest on the occasion.

The program was inaugurated by the Chief Guest by lighting the lamp.

Mr. Deepak Kukreja, Regional Council Member, NIRC-ICSI and Mr. Animesh, DO (N) was also present on the occasion.

Mr. Deepak Kukreja, Regional Council Member & Chairman, SMTP Committee of NIRC congratulated the participants about passing the professional stage of examination and said that practical inputs and soft skills is very much required to supplement the academics which is one of the main purpose of SMTP. He introduced the Chief Guest to the participants and advised them to work beyond the core areas of Company Secretary because as an integrated manager they have to deal with all issues of management. He also advised participants to remain updated so that they can give expert advise to management. In the end he requested participants to take active part in SMTP.

Mr. Amit Kumar Aggarwal, while addressing the participants said the ICSI provides a platform to rise to professional heights. He said now the study part is over and practical aspects have started. According to him one should not run for degrees but knowledge. He advised participants to focus on performance which is most important to achieve professional excellence. With these words he wished good luck to them.

ACADEMIC DEVELOPMENT PROGRAM

On 21st December, 2009, NIRC of ICSI organized its 43rd Academic Development Program at the ICSI-NIRC Building.

Mr. Parvesh Kumar Kheterpal, Head Legal & Company Secretary Future Axion Telecom Ltd. spoke on FEMA and Mr. Mukesh Kumar Sukhija, Advocate spoke on Corporate Restructuring.

In the Valedictory Session, Mr. Deepak Kukreja, Regional Council Member, NIRC distributed the certificate to the participants.

ATTENTION
MEMBERS / STUDENTS

The details of NIRC of ICSI Members Programs like Seminar, Conferences, etc. and soft copies of NIRC-ICSI Newsletters & Students’ programs viz TOP, ADP SMTP, Students Activities, and ICSI programs viz Moot Court Competitions, Elocution Competition, Essay writing, Company Law Quiz and Student Conferences are regularly updated in the website of our Institute.

To get updated information, Members & Students are requested to visit our following website regularly.

www.icsi.edu/niro
EAST DELHI
Date: 18th December, 2009
Topic: 'Implication of stamp duty on Mergers / Amalgamations'
Speaker: Mr. Sumit Garg, Advocate and Member of ICSI.
Ms. Meenu Juneja, Convenor welcomed the members and introduced the speaker.
While initiating the discussion, Mr. Sumit Garg mentioned that stamp duty issues, upon vesting of property from the Transferor/Demerged Company to the Transferee/Resulting Company pursuant to scheme of Amalgamation/Demerger approved by High Court under Sections 391-394 of the Companies Act, 1956, is definitely a grey area even though it has been extensively examined by various High Courts and the Supreme Court. In some cases stamp duty is levied by the Registrar of Companies at the time of registering Form 21 and in some cases by Sub-Registrar at the time of mutation of immovable property being devolved upon Transferee/Resulting Company pursuant to order under Section 394 of the Companies Act, 1956.
Mr. Garg informed the members that the stamp duty laws are the jurisdiction of the States. There are 8 States namely, Maharashtra, Gujarat, Karnataka, Rajasthan, Chattisgarh, Madhya Pradesh, West Bengal and Andhra Pradesh, which have included orders passed under Sections 391-394 of the Companies Act, 1956 within the definition of conveyance and further prescribed rate and the mechanism to levy stamp duty for such orders under the head conveyance.
During the session, Mr. Garg discussed various decided case laws relating to the subject matter namely, Hindustan Lever vs. State of Maharashtra decided by Supreme Court; Madhu Intra Limited vs. Registrar of Companies decided by Division Bench of Calcutta High Court and other critical cases. The position with these cases is that order of Amalgamation is subject to stamp duty in the States which have included such order as conveyance and further specified the basis of chargeability. In the absence of express provisions the order of Amalgamation is not subject to stamp duty in other States and the filing of order with the Registrar of Companies completes all formalities and makes the order effective and binding on all concerned.

In case of Delhi, however, the position as stated above was valid up to the passing of the Order dated 4th December, 2009 by the Delhi High Court in Re: Delhi Towers Limited vs. G.N.C.T. of Delhi. In this case the Court has held that the Hindustan Lever Case, which upheld the constitutional validity of the law passed by the State of Maharashtra whereby order of Amalgamation was subject to stamp duty, would also have applicability and stamp duty would be attracted even where the States have not chosen specifically to levy the same on the orders of the Amalgamation. Though Delhi Towers Limited (DTL), a group company of Ansal Properties, in which fifteen 100% subsidiary companies of DTL were merged, got protection under 1937 Notification which was held by the Court to be binding even today. The notification provides exemption from payment of stamp duty where immovable property is transferred between Companies where one holds 90% or more of the paid - up share capital of the other.
Although this judgement will not attract the payment of stamp duty for DTL, it is a fit case for the final interpretation by the Supreme Court since the view taken by the Delhi High Court would impact the reconstruction of companies in States where specific laws have not been passed for levying stamp duties on corporate restructuring under Orders of the High Court particularly when the companies would have no clue as to how the consideration for levy of stamp duty has to be determined.
Session was very informative and members raised various queries which were suitably answered by Mr. Garg.
At the end, the Convenor Ms. Meenu Juneja, thanked Mr. Sumit Garg on behalf of the study circle group for an immensely interactive and informative session.

NORTH DELHI
Date: 27th December, 2009
Topic: Company Acquisitions
Speaker: Mr. Sunil K. Jain, Practising Company Secretary
Mr. B.S. Bhargava, convenor welcomed the members and introduced the theme of the subject.
Mr. Sunil K. Jain in the opening remarks explained the difference between Merger and Acquisition. He explained various reasons for Company Acquisitions such as introduction of new products, Vertical or Horizontal integration, diversification, balance sheet advantages, tax
benefits, market protection etc. He briefly explained the process of price determination. He explained the role of various professionals like advocates, Chartered Accountants, Technical Consultants, Merchant Bankers and Company Secretaries in the process of acquisition. He emphasized that in the process of company acquisition various professionals are to work as a team.

Mr. Jain explained the process of negotiation and documentation of Company Acquisition:

a) Letter of intent;
b) Initial Due diligence;
c) Confidentiality Agreement;
d) Negotiations;
e) Detailed Due diligence;
f) Share Purchase Agreement;
g) Representations and warranties;
h) Agreements with Key Managerial Personnel;
i) Public Announcement (in case of acquisition of a Listed Company);
j) Other Agreements & arrangements.

He briefly explained the process of Due diligence. He shared a few real life cases to highlight findings of the due diligence process. He briefly discussed the Golden Rules of Acquisition. He also explained the FEMA aspects, taxation aspects and stamp duty implications.

He suggested that while dealing with the case of company acquisition, various alternatives such as internal growth, Joint Venture, Licensing and management Agreements should also be considered.

Mr. Jain explained the various components of Share Purchase Agreement:

a) Introductory material,
b) Price & mechanics of the transfer,
c) Representations & warranties of the buyers and Sellers,
d) Covenants of the buyers and Sellers,
e) Conditions of closing,
f) Indemnification,
g) Termination procedure & remedies,
h) Legal Miscellany,

He explained the importance of representations & warranties and covenants in the Share Purchase Agreement.

At the end, Mr. Jain explained professional opportunities available for practising Company Secretaries in the field of company acquisitions.

Various queries raised by the members were satisfactorily replied by him. At the end of the session Mr.B.S. Bhargava proposed a hearty vote of thanks to Mr. Sunil K. Jain for sharing his practical experience with the participants.

WEST DELHI

Date: 12th December, 2009

Topic: 'Importance of Financial Planning in our life'

Ms. Savita was the convener of the Meeting.

Mr. Rochak Puri, Company Secretary and Financial Planner was the speaker on the above mentioned subject. Ms. Savita welcomed the members and introduced the speaker.

Thereafter, Mr. Rochak initiated the session with a question that what is Financial Planning and why a person should do it? He explained that Financial Planning is a planning for some objective which is to be achieved which may be different from Corporate to Individuals and from Individuals to Individuals. He, further said that being a Company Secretary, we have a social responsibility towards the corporate and our own family members. Hence, we should plan in such way that is beneficial for them.

He said that risk persists in everybody's life. Anything can happen to a person whether he is going out or inside his home. He cannot avoid these risks, for example, an accident of a pedestrian with a speeding Car. Hence, he should be ready for such risks all the time and try to manage them through Financial Planning. (Risk Management)

He, further said that a person should organize himself to achieve what he wants. The next question was why a person needs to organize? He explained it with an example that suppose there are 100 persons and they begin their career at the age of 25 years. When they reach at the age of 65, 36 persons died, 54 persons are dependent on others, 5 persons are still working, 4 persons are independent and only one person is wealthy. Then, he asked a question that Why the others are not wealthy? The simple reason was that they had never planned for their future because they were not organized and have not thought to do any financial planning for their future, hence 54 persons are still dependent on others and 5 persons are still working.
AN APPEAL FOR BECOMING MEMBER OF COMPANY SECRETARIES BENEVOLENT FUND

As members are aware that the Company Secretaries Benevolent Fund was established in 1976 exclusively to help the members of the Institute and their families in distress on account of death, partial or full disablement or other distressed circumstances.

The following financial assistance is provided to the members of the Fund:

- **Medical** - Upto Rs. 20,000 for medical expenses for self, spouse or dependants in deserving cases on receipt of request;
- **Insurance Cover** – Group Life Insurance Policy, for a sum of Rs. 1,00,000 for the members of the Fund upto 60 years of age;
- **Financial Help** – Up to Rs. 50,000 in deserving cases from the Fund on receipt of request subject to guidelines approved by the Managing Committee from time to time;
- **Financial Assistance for children education** - @ Rs. 5,000 per child subject to maximum of two children in the cases of the members leaving behind minor children;

As members of the Profession, it is our moral responsibility to provide succor to our less fortunate brethren in distress. We should, therefore, enroll as many members as possible for this noble cause. You will appreciate that if larger number of members join the CSBF, the Institute will be able to provide financial assistance of even bigger amount.

The members who are not the members of the Company Secretaries Benevolent Fund are therefore requested to apply for the membership immediately.

The members who are already members of CSBF are requested to donate generously for the noble cause.

The members have to just fill up Form-A (available on the web-site of the Institute, i.e. www.icsi.edu) and send the same along with a cheque for Rs. 2,500 favouring ‘Company Secretaries Benevolent Fund’ payable at New Delhi to NIRC Office.

Deduction under Section 80-G of the Income-tax Act, 1961 is available in respect of one time membership fee paid to the fund.

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For this, he divided the people in two categories: Organized and Unorganized. Organized People are those who set aside a certain sum of money as a saving and then the balance funds are spent by them while on the other hand Unorganized People are those who keep on spending and nothing is saved by them. If any balance is left, then they save it otherwise not. In this way, they failed to do any Financial Planning in their life.

The next important question was why a person failed to plan? He said that there might be many reasons for this like he didn't know how to plan and the importance of saving. Lack of specific goals and objective in his/her life, Multitude of High Returns, Waiting for Right Time and Money. No one persuaded them to plan and act immediately. Sometimes, when we wait so long, it becomes harder to take decisions.

Later on, he explained the procedure as to how to obtain financial success and the steps are:

1. **Set Financial Goals**
2. **Prioritize them**
3. **Initiate a plan of action**
4. **Review and update the plan regularly**

He suggested that we should plan immediately and accomplish financial freedom comfortably.

He explained two way formula to achieve financial success which is:

1. **Save and Create** - First Save regularly, do not withdraw the saved amount and the saved amount attracts tax, inflation etc.
2. **Create and Save** - Under this, Targetted amount is created first and then you can save in installments. Even if you withdraw the saved amount, targeted amount is guaranteed and effect is negligible and the targeted amount is absolutely tax free.

He also explained the various financial planning tools.

At the end of the Meeting, Ms. Savita, thanked Mr. Rochak Puri for such an informative presentation on behalf of the members. Mr. Ajmani, one of the members of the Study Group meeting gave vote of thanks to Mr. Rochak Puri by presenting him a Momento.

Mr. Rakesh Jain, one of the members of the Study Group Meetings also presented a Momento to Mr. Sheetal Kumar, speaker of ‘Personality Development’ presentation on 12.09.2009.
## Career Awareness Programs

NIRC organised Career Awareness programs as per details given below:

<table>
<thead>
<tr>
<th>Date</th>
<th>Name &amp; Address of School/College</th>
<th>Addressed and attended by</th>
<th>No. of students attended</th>
</tr>
</thead>
<tbody>
<tr>
<td>11.12.2009</td>
<td>Career Awareness Program at National College for Women Alwar</td>
<td>Mr. T.R. Mehta, EO(N), Dr. Saini (Principal) Gr. Cp. R. L. Agarwal (Counselling Expert) CS M L. Gupta, Secretary, Alwar chapter.</td>
<td>100</td>
</tr>
<tr>
<td>12.12.2009</td>
<td>Career Fair at Algol School of Management Sector-34, Gurgaon</td>
<td>Mr. Laxman Dev, DO(N)</td>
<td>1000</td>
</tr>
<tr>
<td>14.12.2009</td>
<td>Career Awareness Program at ASN Senior Secondary School Mayur Vihar-1, Samachar Apartments Delhi</td>
<td>Mr. Animesh, DO(N) CS Vishal Arora</td>
<td>100</td>
</tr>
<tr>
<td>14.12.2009</td>
<td>Career Awareness Program at KDB School, Old Kavi Nagar Ghaziabad</td>
<td>Mr. Animesh, DO(N)</td>
<td>200</td>
</tr>
<tr>
<td>15.12.2009</td>
<td>Career Fair at I P College for Women Shyam Nath Marg, New Delhi</td>
<td>Mr. Animesh, DO(N)</td>
<td>300</td>
</tr>
<tr>
<td>23.12.2009</td>
<td>Career Awareness Program at New Era Public School, Mayapuri, New Delhi</td>
<td>Mr. Animesh, DO(N)</td>
<td>400</td>
</tr>
</tbody>
</table>

(The programs were also attended by Teachers of the above Institutions.)

In the above Institutions, the students were apprised about the mode of registration in the course, syllabus, structure of the course and also the avenues available after completion of the Company Secretaryship Course both in employment and in practice. Pamphlets of Career in Company Secretaryship Course were distributed to the students.

## Company Secretaries Benevolent Fund

Members enrolled from Northern Region as Life Members of The Company Secretaries Benevolent Fund during the period 21.11.2009 to 20.12.2009.

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Name</th>
<th>Membership No.</th>
<th>S.No.</th>
<th>Name</th>
<th>Membership No.</th>
</tr>
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<tr>
<td>1</td>
<td>Kumudani Sharma</td>
<td>FCS - 6085</td>
<td>4</td>
<td>Vipin Gera</td>
<td>ACS - 24433</td>
</tr>
<tr>
<td>2</td>
<td>Pravin Kumar Chourasia</td>
<td>ACS - 24367</td>
<td>5</td>
<td>Mukesh Kumar</td>
<td>ACS - 24425</td>
</tr>
<tr>
<td>3</td>
<td>Mohit Jindal</td>
<td>ACS - 24099</td>
<td>6</td>
<td>Bindu Pillai</td>
<td>FCS - 6076</td>
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</table>
Newly Admitted Members

NIRC welcomes newly admitted members from Northern Region from 20.11.2009 to 10.12.2009.

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Name</th>
<th>ACS No.</th>
<th>S.No.</th>
<th>Name</th>
<th>ACS No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>1 Ms. Sunita Gaur</td>
<td>24376</td>
<td>43.</td>
<td>Ms. Surbhi Sood</td>
<td>24474</td>
</tr>
<tr>
<td>2.</td>
<td>2 Rohit Arora</td>
<td>24383</td>
<td>44.</td>
<td>Ms. Vandana Mehrotra</td>
<td>24475</td>
</tr>
<tr>
<td>3.</td>
<td>3 Ms. Mansi Goyal</td>
<td>24384</td>
<td>45.</td>
<td>Ms. Gunjan Mehrotra</td>
<td>24476</td>
</tr>
<tr>
<td>4.</td>
<td>4 Ms. Reetika Kwatra</td>
<td>24388</td>
<td>46.</td>
<td>Ms. Akansha Kapoor</td>
<td>24477</td>
</tr>
<tr>
<td>5.</td>
<td>5 Ms. Shruti Gupta</td>
<td>24392</td>
<td>47.</td>
<td>Anurag Puri Goswami</td>
<td>24478</td>
</tr>
<tr>
<td>6.</td>
<td>6 Ms. Sucheta Agrawal</td>
<td>24395</td>
<td>48.</td>
<td>Ms. Prachi Garg</td>
<td>24481</td>
</tr>
<tr>
<td>7.</td>
<td>7 Ms. Gurdeep Saluja</td>
<td>24396</td>
<td>49.</td>
<td>Varun Kalra</td>
<td>24482</td>
</tr>
<tr>
<td>8.</td>
<td>8 Ms. Aparna Sharma</td>
<td>24399</td>
<td>50.</td>
<td>Ms. Sonal Agarwal</td>
<td>24483</td>
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<td>9.</td>
<td>9 Ms. Konica Khurana</td>
<td>24400</td>
<td>51.</td>
<td>Satya Prakash Sharma</td>
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</tr>
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<td>Sunny Bajaj</td>
<td>24401</td>
<td>52.</td>
<td>Ms. Pallavi Paliwal</td>
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</tr>
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<td>Ms. Neha Gera</td>
<td>24409</td>
<td>54.</td>
<td>Manoj Kumar Yadav</td>
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</tr>
<tr>
<td>15.</td>
<td>Rahul Bhardwaj</td>
<td>24416</td>
<td>57.</td>
<td>Ms. Priyanka Sancheti</td>
<td>24497</td>
</tr>
<tr>
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<td>Aditya Agrawal</td>
<td>24420</td>
<td>59.</td>
<td>Upender Kumar Sharma</td>
<td>24500</td>
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<td>Deepak Kumar Goyal</td>
<td>24424</td>
<td>60.</td>
<td>Nirmal Singh Bhati</td>
<td>24501</td>
</tr>
<tr>
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<td>Mukesh Kumar</td>
<td>24425</td>
<td>61.</td>
<td>Ms. Shruti Mehta</td>
<td>24503</td>
</tr>
<tr>
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<td>Vipin Gera</td>
<td>24433</td>
<td>64.</td>
<td>Ms. Navita Arora</td>
<td>24516</td>
</tr>
<tr>
<td>23.</td>
<td>23 Ms. Pooja Malhotra</td>
<td>24434</td>
<td>65.</td>
<td>S Shakeb Rahman</td>
<td>24517</td>
</tr>
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<td>Sunil Kumar Sharma</td>
<td>24435</td>
<td>66.</td>
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</tr>
<tr>
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<td>Atiuttam Prasad Singh</td>
<td>24437</td>
<td>67.</td>
<td>Ms. Sapna Heerachand Jain</td>
<td>24524</td>
</tr>
<tr>
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<td>Manish Bhojwani</td>
<td>24438</td>
<td>68.</td>
<td>Ms. Rekha Sharma</td>
<td>24526</td>
</tr>
<tr>
<td>27.</td>
<td>Ms. Sonia</td>
<td>24442</td>
<td>69.</td>
<td>Ms. Kamna Tiwari</td>
<td>24528</td>
</tr>
<tr>
<td>28.</td>
<td>Ms. Shilpi Bhardwaj</td>
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<td>70.</td>
<td>Ms. Srishti Gupta</td>
<td>24530</td>
</tr>
<tr>
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<td>Gaurav Dutta</td>
<td>24445</td>
<td>71.</td>
<td>Ms. Sadhna Bahri</td>
<td>24534</td>
</tr>
<tr>
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<td>Robin Garg</td>
<td>24448</td>
<td>73.</td>
<td>Ms. Rifat Ara</td>
<td>24540</td>
</tr>
<tr>
<td>32.</td>
<td>Harpreet Singh Gulati</td>
<td>24449</td>
<td>74.</td>
<td>Jitendra Goyal</td>
<td>24541</td>
</tr>
<tr>
<td>33.</td>
<td>Ms. Jaya Moorjani</td>
<td>24450</td>
<td>75.</td>
<td>Ms. Balwinder Khurana</td>
<td>24544</td>
</tr>
<tr>
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<td>Anand Arora</td>
<td>24451</td>
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<td>Ms. Neha Julka</td>
<td>24548</td>
</tr>
<tr>
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<td>Jitendra Kumar Gupta</td>
<td>24453</td>
<td>77.</td>
<td>Ms. Ritu Sonkhiya</td>
<td>24549</td>
</tr>
<tr>
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<td>Ms Ritu Khurana</td>
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<td>78.</td>
<td>Ms. Juhi Merh</td>
<td>24554</td>
</tr>
<tr>
<td>37.</td>
<td>Ms. Silky Bhandari</td>
<td>24460</td>
<td>79.</td>
<td>Manish Sharma</td>
<td>24555</td>
</tr>
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<td>38.</td>
<td>Ms. Poornima Kishore</td>
<td>24462</td>
<td>80.</td>
<td>Ms. Pooja Khosla</td>
<td>24556</td>
</tr>
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<td>40.</td>
<td>Ms. Chetali Bangla</td>
<td>24466</td>
<td>82.</td>
<td>Ms. Tejinder Kaur Brogu</td>
<td>24558</td>
</tr>
<tr>
<td>41.</td>
<td>Narendra Kumar</td>
<td>24468</td>
<td>83.</td>
<td>Dhananjay Kumar</td>
<td>24559</td>
</tr>
<tr>
<td>42.</td>
<td>Ms. Jyoti Somani</td>
<td>24469</td>
<td>84.</td>
<td>Pankaj</td>
<td>24561</td>
</tr>
</tbody>
</table>
### News from Chapters

The Chapters of NIRC-ICSI held following programs during November & December, 2009:

<table>
<thead>
<tr>
<th>S.No.</th>
<th>Chapters</th>
<th>Program Date</th>
<th>Program, Topic &amp; Speaker</th>
<th>Present</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Agra</td>
<td>05.12.2009</td>
<td>Investor Awareness Program <strong>Chief Guest</strong>: Mr. Vinay Sharma, Director, Radiance, Public Relations Pvt. Ltd. <strong>Guests of Honour &amp; Speaker</strong>: Mr. B.K. Sharma, GM, Delhi Stock Exchange Association Ltd. &amp; Mr. Ravi Malhotra, Director, Onyx Group of Companies</td>
<td>Mr. R.C. Sharma, Ms. Anju Jain, Mr. Anuj Ashok &amp; other members and students</td>
</tr>
<tr>
<td>2</td>
<td>Chandigarh</td>
<td>21.11.2009</td>
<td>Investor Awareness Program on Investment Scenario in Volatile Market - Do's &amp; Don't's for Investors <strong>Speaker</strong>: Dr. Anup Raj, Research Analyst, Mansukh Securities &amp; Finance Ltd.</td>
<td>Mr. Vishal Arora, Mr. Pardeep Verma &amp; other members</td>
</tr>
<tr>
<td>3</td>
<td>Faridabad</td>
<td>05.12.2009</td>
<td>Study Circle Meeting on E-voting - An alternative to Postal Ballot <strong>Speakers</strong>: Mr. Nityanand Sharma, Practising Company Secretary and Mr. Jasdeep Singh, CDSL</td>
<td>Office bearers of the Chapters and Members</td>
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<td>12.12.2009</td>
<td>Investor Awareness Program <strong>Speakers</strong>: Mr. Shambhu Nath Mishra, Legal Officer of SMC Insurance Brokers Pvt. Ltd. and Mr. Ajay Garg, Company Secretaries in Practice</td>
<td>Mr. Rakesh Kashyap, Ms. Juhi Kohli, Ms. Rajni Aggarwal, Mr. Vineet Sikka and members</td>
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<tr>
<td>4</td>
<td>Jaipur</td>
<td>20.12.2009</td>
<td>Seminar on Limited Liability Partnership <strong>Chief Guest/Speakers</strong>: Mr. Justice Manish Bhandari, Judge, Rajasthan High Court, Mr. Sunil Goyal, Dr. Navrang Saini, Mr. Pavan Kumar Viyay, Mr. Hitender Mehta, Dr. Sanjiv Agarwal, Mr. Santosh Kumar, Mr. S.P. Kumar, Mr. Vijay Khoobchandani, Mr. R C Mishra and others</td>
<td>Mr. Shyam Agarwal, Mr. Girish Goyal, Mr. Vimal Gupta, Ms. Anju Sood and others</td>
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<tr>
<td>5</td>
<td>Ludhiana</td>
<td>19.12.2009</td>
<td>Investor Awareness Program <strong>Chief Guest</strong>: Mr. Rakesh Bhanot, AGM, SEBI, New Delhi <strong>Speakers</strong>: Mr. P.P. Kansal, Chairman, Ludhiana Stock Exchange Ltd. and Mr. P.S. Dua, Practising Company Secretary</td>
<td>Mr. Baldev R. Arora, Mr. Sushil Kumar, Mr. J.B. Sharma and members</td>
</tr>
<tr>
<td>6</td>
<td>Udaipur</td>
<td>20.11.2009</td>
<td>Study Circle Meeting on Indian Cultural Traditions in Professional Life <strong>Speaker</strong>: Mr. R.C. Garg, FCA</td>
<td>Office bearers of the Chapters and Members</td>
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</tbody>
</table>
### STUDY CIRCLE MEETING
**OF NIRC - ICSI**

**Day & Date:** Friday, the 22nd January, 2010  
**Time:** 6.00 PM  
**Topic:** Discussion on Corporate Governance Voluntary Guidelines as notified by MCA  
**Venue:** New Delhi YMCA Conference Room, Jaisingh Road, New Delhi

### DELHI STUDY GROUPS
**FORTHCOMING MEETINGS**

<table>
<thead>
<tr>
<th>Day, Date &amp; Time</th>
<th>Program</th>
<th>Program Credit Hours</th>
<th>Venue</th>
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</table>
| **Friday**  
15.01.2010, 6.00 PM | SOUTH Zone Study Group Meeting on Company Acquisitions and Related Issues  
*(Topic to be informed through e-mail)* | ONE | New Friends Club  
Mathura Road, New Delhi |
| **Saturday**  
23.01.2010, 6.00 PM | WEST Zone Study Group Meeting on Company Acquisitions and Related Issues | ONE | CMC Ltd. Community Centre  
C-58, 6th Floor, Behind Janak Cinema  
Janak Puri, New Delhi |
| **Saturday**  
30.01.2010, 6.00 PM | EAST Zone Study Group Meeting on Labour Laws—Opportunities for CS | ONE | Mother Teresa Public School  
C-Block, Preet Vihar, Delhi |
| **Sunday**  
31.01.2010, 5.00 PM | NORTH Zone Study Group Meeting on Labour Laws—Opportunities for CS  
*(Topic to be informed through e-mail)* | ONE | NGPA College, 3rd Floor, Building No. FD-4, Pitampura (Near Metro Station), Delhi |

### NEW OFFICE TIMINGS OF NIRC-ICSI, NEW DELHI
**W.E.F. 1ST JANUARY, 2010**

**Office Timings**
10.00 AM to 06.30 PM (Lunch Break:01.30 PM to 02.00 PM)

**Public Dealing Timings**
10.00 AM to 04.00 PM (Lunch Break:01.30 PM to 02.00 PM)

**Working Days**
Monday to Friday (Closed on Saturday, Sunday and Gazetted Holidays)
One day Seminar
on
“CHANGING CONTOURS OF CORPORATE LAWS
AND EMERGING PROFESSIONAL AVENUES”

Coverage:

- Corporate Governance Voluntary Guidelines, 2009 (incl. Secretarial Audit)
- Modern Company Law
- Competition Law
- Etc.

Date & Date:
Saturday, the 16th January, 2010

Time:
10.00 AM onwards
(Registration starts at 9.30 AM)

Venue:
Hotel Le-Meridien, Janpath, New Delhi - 110 001

Fees: Rs. 1,500 per delegate; FREE for Corporate Members of NIRC

PROGRAM CREDIT HOUR: 4 (FOUR)

Registration: In order to make necessary arrangements, Members are requested to enrol well in advance with Executive Officer, NIRC-ICSI, 4 Prasad Nagar Institutional Area, New Delhi-110005. Tel. Nos. 25816593, 25763090; Fax : 25722662; E-mail : niro@icsi.edu.
AGRA CHAPTER : Investor Awareness Program (05.12.2009): Mr. B.K. Sharma lighting the lamp. Others L to R Ms. Anju Jain, Mr. Ravi Malhotra, Mr. R.C. Sharma, Mr. Vinay Sharma and Mr. Anuj Ashok.

CHANDIGARH : CHAPTER : Investor Awareness Program (21.11.2009): From L to R Mr. Girish Madan, Dr. Anup Raj, (Research Analyst, Mansukh Securities & Finance Ltd.), Mr. Vishal Arora and Mr. Pardeep Verma.

UDAIPUR CHAPTER : Study Circle Meeting (20.11.2009): Mr. R.C. Garg (FCA) and other members seen in the picture

JAIPUR CHAPTER: Seminar on LLP (20.12.2009)- (L to R): Mr. Girish Goyal, Mr. Shyam Agarwal, Mr. Justice Manish Bhandari, Judge, Rajasthan High Court, Mr. Sunil Goyal, Past President, ICAI, Mr. Vimal Gupta and Ms. Anju Sood

JAIPUR CHAPTER: Seminar on LLP (20.12.2009)- Mr. Hitender Mehta addressing. Others (L to R): Mr. Girish Goyal, Mr. Shyam Agarwal, Mr. Vijay Khobchandani, Jt. Director (Inspection), MCA, Mr. Pawan Kumar Vijay, Dr. Sanjiv Agarwal, Mr. Santosh Kumar (Registrar, LLP, MCA), Dr. Navrang Saini, Regional Director(N), Ministry of Corporate Affairs and Mr. R C Mishra, Official Liquidator
News In Flash

First Technical Session: From L to R Mr. Ranjeet Pandey, Dr Navrang Saini, Regional Director(N), Ministry of Corporate Affairs, Mr. Justice Sanjay Kishan Kaul (Hon’ble Judge, Delhi High Court), Mr. Santosh Kumar, (Registrar, LLP, Ministry of Corporate Affairs) and Mr. Deepak Kukreja.

Special Session: Mr. R. Bandopadhayay (Secretary to Government of India, Ministry of Corporate Affairs) addressing. Others L to R Mr. Hitender Mehta, Ms. Renuka Kumar (Joint Secretary, Ministry of Corporate Affairs), Mr. Atul Mittal and Mr. P.K. Mittal.

Second Technical Session: From L to R Ms. Ashu Gupta, Mr. Alok Dhir (Advocate), Mr. Pavan Kumar Vijay (Past President-ICSI), Mr. Justice Rajiv Shakdher (Hon’ble Judge, Delhi High Court, Mr. P.K. Mittal and Mr. Pramod Jain (Chartered Accountant)

Disclaimer: While every effort has been made and care has been taken in preparation of this Newsletter and to ensure its accuracy at the time of publication, NIRC of ICSI assumes no responsibility for any errors which, despite all precautions, may creep in. It is suggested that the readers should cross check all the facts and the relevant law position before acting on any matter.