Dear Professional Colleagues,

I congratulate the Managing Committee of ICSI-Mysore Chapter for being adjudged the Best Chapter for the year 2012 under ‘D’ Grade category. The award was presented at the Inaugural Session of the 41st National Convention of Company Secretaries held on Thursday, the 7th November, 2013 at Chennai.

The 41st National Convention of Company Secretaries held on 7-9 November 2013 at ITC Grand Chola, Guindy, Chennai was a thunderous success both in terms of content, number of delegates and sponsorships and I hope the Members would have been benefitted by the deliberations of the technical sessions.

The ICSI – SIRC organized a 'Campus Placement' for the members / students on 25th October 2013 at ICSI - SIRC House. The HR Conclave is being organized on 6th December 2013 at Chennai. I request the Members to kindly intimate the HR Heads of their Companies to attend the same.

I invite Members to kindly enroll as a faculty for the Oral Coaching, Students Induction Programme, Executive Development Programme, Management Skills Orientation Programmes conducted by ICSI-SIRC. Members who have a flair for teaching and who wish to share their knowledge with the students and future professionals may kindly send your request to ICSI-SIRO [siro@icsi.edu].

I am concluding this communication with an appeal to register yourself to become a Member of the Company Secretaries Benevolent Fund.

My Best Wishes to you and to your family members.

With warm regards

Yours Sincerely

CS DWARAKANATH C
Chairman.sirc@icsi.edu
dwarakanath.c@gmail.com
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### Articles

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Registered office of the Company – Provisions in Companies Act 2013

Companies Act 2013 has a separate section (Section 12) relating to Registered office of the Company. By and large, the provision is similar to the earlier Act, however there are few changes.

Let us look at the relevant provisions on Registered office.

Time limit

A company needs to have a Registered office from the fifteenth day of its incorporation. This office must be the place for receiving all communications and notices addressed to the Company.

The company shall file the necessary Form with the Registrar of Companies intimating the address of its registered office within a period of thirty days from the date of its Incorporation.

Details to be displayed/printed

Similar to the earlier Act, Sec. 12 (3) provides that the name of the Company shall be displayed at the Registered office and in all other places the business is carried on.

Sec. 12 (3) (c) provides that the name, address of its registered office and the Corporate Identity Number (CIN) along with telephone number, fax number, if any, e-mail and website addresses, if any, shall be printed in all its business letters, billheads, letter papers and in all its notices and other official publications.

As regards the website, the words used here are “website, if any”, which implies that it is not mandatory for every Company to have a website and if a Company has a website, then it shall be mentioned in all Communication.

If a company has changed its name during the last two years, it shall paint the former name during the last two years along with the current name. Probably the Company needs to have the earlier name along with the words “Previously known as” within brackets.

Every One Person Company shall mention the word “One person Company” in brackets below the name of such Company wherever its name is printed, affixed or engraved.

Change of Registered office

If a Company changes its Registered office outside the local limits of City or town where the Registered office is situated at the Commencement of the Act, shareholders approval by way of Special Resolution is required.

If the Registered office is changed from the jurisdiction of one Registrar to the jurisdiction of another Registrar, apart from passing Special resolution, the same shall be confirmed by the Regional Director of Company Affairs.

Whenever a Company changes its Registered office, necessary intimation shall be given to the Registrar by filing the relevant Form within fifteen days of change of Registered office.

Time limit for Confirmation & Filing

On receipt of necessary application for Change of Registered office from a Company, the Regional Director shall communicate his decision within 30 days from the date of receipt of application. Further, the Company shall file with the Registrar such approval within a period of 60 days of confirmation.

Conclusive proof

As per Sec. 12 (7), once a certificate as mentioned above is issued by ROC, it is conclusive proof evidence that all requirements of this Act with respect to change of registered office have been complied with.

Penal provision

As per Sec. 12 (8), if a default is made in complying with the requirements of this section, the company and every officer who is in default shall be liable to a penalty of one thousand rupees for every day during which the default continues but not exceeding one lakh rupees.

Conclusion

The important take away from Section 12 is that every Company shall include the registered office and the Corporate Identity Number along with telephone number, fax number, if any, e-mail and website addresses in all the Communications being sent from the Company.

This is an important change that every Company Secretary needs to implement it in the Company they work for and as far as practicing professional are concerned, they need to advise their clients to implement it.
PROVISIONS RELATING TO ISSUE OF SHARE CERTIFICATES UNDER COMPANIES ACT 2013

Share Certificates which are duly issued and held in compliance with provisions of law are deemed to be evidence of title of the person to the shares contained therein. It is for this reason that share certificates assume significant importance. In the present write up, we have put forth the provisions relating to issue of Share Certificates as contained in the Companies Act, 2013(Act) read with the relevant draft rules.

SHARE CERTIFICATE AS EVIDENCE OF TITLE

Section 46 of the Act contains that a certificate, issued under the common seal of the company, specifying the shares held by any person, shall be prima facie evidence of the title of the person to such shares. Further, where a share is held in depository form, the record of the depository is the prima facie evidence of the interest of the beneficial owner.

MANNER OF ISSUANCE OF SHARE CERTIFICATES

Notwithstanding anything contained in the Articles of Association of the company, share certificates have to be issued in the manner prescribed below:

Checks before issue of Share Certificates

- Share Certificates should be issued only pursuant to a resolution of the Board of Directors.
- Letter of allotment needs to be surrendered to the company except in cases of issues against letters of acceptance or of renunciation, or in cases of issue of bonus shares.
- In case the letter of allotment is lost or destroyed, the Board may impose such reasonable terms, if any, as to seek supporting evidence and indemnity and the payment of out-of-pocket expenses incurred by the company in investigating evidence, as it may think fit.

Format of Share Certificate

- Every certificate of share or shares shall be in Form No. 4.1 or as near thereto as possible and shall specify the name(s) of the person(s) in whose favor the certificate is issued, the shares to which it relates and the amount paid-up thereon.
- Every Share Certificate has to be issued under the common seal of the company, which shall be affixed in presence of and signed by directors/authorised representatives in the manner prescribed below:
• Share certificates can be digitally signed by a director by electronic means or the signature of the
director may be printed on the share certificate as a facsimile signature by means of any machine,
equipment or other mechanical means such as engraving in metal or lithography, but not by means of a
rubber stamp. However, the director concerned shall be personally responsible for permitting the
affixation of his signature as aforesaid and the safe custody of any machine, equipment or other
material used for the purpose.

Entry in Register of Members

• Particulars of every share certificate issued as above shall be entered in the Register of Members
maintained in accordance with section 88 along with the name(s) of person(s) to whom it has been
issued, indicating the date of issue.

ISSUANCE OF RENEWED/DUPLICATE SHARE CERTIFICATES

Circumstances in which duplicate share certificate may be issued

A duplicate certificate of shares may be issued, if—
1. Share certificate is proved to have been lost or destroyed; or
2. has been defaced, mutilated or torn or old, decrepit, worn out, or
3. where shares are sub-divided or consolidated, or
4. where the cages on the reverse for recording transfers have been duly utilized

Manner of issuance of duplicate share certificates

• Where original certificate is lost or destroyed –
  o Prior consent of Board to be obtained for issuance of duplicate share certificate.
  o Company to collect fees not exceeding rupees fifty per certificate and impose such reasonable
terms, as the Board thinks fit, such as furnishing supporting evidence and indemnity and the
payment of out-of-pocket expenses incurred by the company in investigating the evidence
produced.
  o The words “Duplicate” and “duplicate issued in lieu of share certificate No......” to be stated
prominently on the face of the share certificate and also recorded in the Register maintained for
the purpose.

• In all other cases -
  o The certificate in lieu of which a duplicate is required to be issued should be surrendered to the
company.
  o The company may charge such fee as the Board thinks fit, not exceeding Rs. 20/-  per
certificate, issued on splitting or consolidation of share certificates or in replacement of share
certificates that are defaced, mutilated, torn or old, decrepit or worn out.
  o The words “Issued in lieu of share certificate No..... sub-divided/replaced/on consolidation”
shall be stated on the face of the duplicate share certificate and also recorded in the Register
maintained for the purpose.
  o A company may replace all the existing certificates by new certificates upon sub-division or
consolidation of shares or merger or demerger or any reconstitution without requiring old
certificates to be surrendered subject to compliance with other rules discussed above.
Register of Renewed and Duplicate Share Certificates

- Register of renewed and duplicate share certificates to be maintained in Form No. 4.2, mentioning therein following details:
  - name(s) of the person(s) to whom the certificate is issued,
  - the number and date of issue of the share certificate in lieu of which the new certificate is issued, and
  - necessary changes indicated in the Register of Members by suitable cross-references in the “Remarks” column.

- Such register shall be kept at the registered office of the company or at such other place where the Register of Members is kept.

- The register shall be preserved permanently and shall be kept in the custody of the secretary of the company or any other person authorized by the Board for the purpose.

- All entries made in the Register of Renewed and Duplicate Share Certificates shall be authenticated by the secretary or such other person as may be authorized by the Board for purposes of sealing and signing the share certificates.

**TIME LIMIT FOR ISSUANCE OF SHARE CERTIFICATES**

- As per Section 56(4), every company shall, unless prohibited by any provision of law or any order of Court, Tribunal or other authority, deliver the certificates of all securities allotted, transferred or transmitted within the time lines mentioned below –

<table>
<thead>
<tr>
<th>Event</th>
<th>Time Limit</th>
</tr>
</thead>
<tbody>
<tr>
<td>On Incorporation – to subscribers to memorandum</td>
<td>Within 2 months from date of incorporation</td>
</tr>
<tr>
<td>On allotment – to allottee</td>
<td>Within 2 months from date of allotment</td>
</tr>
<tr>
<td>On Transfer/Transmission – to transferee</td>
<td>Within 1 month of date of receipt of instrument of transfer or intimation of transmission.</td>
</tr>
<tr>
<td>Duplicate Share Certificate</td>
<td>Within 3 Months of submission of complete documents and details with the Company</td>
</tr>
</tbody>
</table>

- Where the shares are dealt with in a depository, the company shall intimate the details of allotment of shares to depository immediately on allotment of such shares.

**MAINTENANCE OF SHARE CERTIFICATE FORMS AND RELATED BOOKS AND DOCUMENTS**

- All blank forms to be used for issue of share certificates shall be printed and the printing shall be done only on the authority of a resolution of the Board.

- The blank forms shall be consecutively machine-numbered and the forms and the blocks, engravings, facsimiles and hues relating to the printing of such forms shall be kept in the custody of the secretary or such other person as the Board may authorize for the purpose; and the secretary or other person aforesaid shall be responsible for rendering an account of these forms to the Board.
• Maintenance, preservation and safe custody of all books and documents relating to the issue of share certificates, including the blank forms of share certificates shall be the responsibility of the Company Secretary, where the company has a company secretary, otherwise a Director specifically authorized by the Board for such purpose (where the company has no company secretary).

• All books referred as above shall be preserved in good order permanently.

• All certificates surrendered to a company shall immediately be defaced by stamping or printing the word “cancelled” in bold letters and may be destroyed after the expiry of 3 years from the date on which they are surrendered, under the authority of a resolution of the Board and in the presence of a person duly appointed by the Board in this behalf except in case of dematerialization of securities.

**PENALTY FOR FRAUDULENT ISSUE OF SHARE CERTIFICATES**

If a company with intent to defraud, issues a duplicate certificate of shares, the company shall be punishable with fine which shall not be less than five times the face value of the shares involved in the issue of the duplicate certificate but which may extend to ten times the face value of such shares or Rs. 10 Crores whichever is higher and every officer of the company who is in default shall be liable for action under section 447.

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**SERVICE TAX UPDATES**

• Services provided by a canteen, in relation to serving food or beverages, maintained in a Factory covered under the Factories Act 1948 having the facility of Central Air conditioning or central Air-heating are exempted vide notification no.14/2013-ST dt. 22nd October 2013 by way of amendment to Mega exemption.

• Clarification has been given vide circular no.173/8/2013-ST dt.7th October 2013 in respect of the services provided by canteens in relation to serving of food beverages, eating joints or mess having the facility of central Air-conditioning or central Air-heating attracts the levy of service tax subject to the above exemption. However, service provided by a canteen in relation to serving of food or beverages not having the facility of central Air-conditioning or central Air-heating do not attract levy of service tax.

• IMPORTANT: Service Tax Department is making specific request to all the eligible assessees to avail the benefit of Voluntary Compliance Encouragement Scheme 2013 and take benefit of interest and penalty and subsequent prosecution.
AMENDMENT TO BYE-LAWS OF RECOGNISED STOCK EXCHANGES WITH RESPECT TO NON-COMPLIANCE OF LISTING AGREEMENT

INTRODUCTION

SEBI vide their recent circular dated 30th September, 2013 has based on feedback from various stakeholders, decided to streamline the processes and procedures provided under the Listing Agreement entered into between the Company and the concerned Stock Exchanges where the shares of the Company is listed. SEBI had so far considered those non-compliances of certain listing conditions and has considered as grounds for suspension of trading by the recognised stock exchanges.

Whereas in the recent circular No CIR/MRD/DSA/31/2013 dated 30th September, 2013 has made Amendment to bye-laws of recognised stock exchanges with respect to non-compliance of certain listing conditions and adopting Standard Operating Procedure for suspension and revocation of trading of shares of listed entities for such non compliances.

ANALYSIS OF CIRCULAR

Pursuant to the said Circular it has been decided that recognised stock exchanges shall use imposition of fines as action of first resort in case of such non compliances and invoke suspension of trading in case of subsequent and consecutive defaults. In order to maintain consistency and uniformity of approach among the companies who are in default of the certain clauses of Listing Agreement, SEBI had decided to lay down bye-laws for the recognised stock exchanges.

OBJECTIVE OF THE CIRCULAR:

- Uniform fine structure for non-compliance of certain clauses of the listing agreement.
- Standard Operating Procedure (SOP) for suspension and revocation of suspension of trading in the shares of listed entities.

LIABILITY ON PROMOTER/ PROMOTER GROUP AS REPORTED UNDER CLAUSE 35:

In order to ensure effective enforcement of listing conditions, it is decided by SEBI to bring in place appropriate system to enforce the liabilities of listed entities and their promoters/promoter group as disclosed under clause 35 of the Listing Agreement to the respective Stock Exchanges. In case if the Companies had not made relevant disclosures about the promoters/promoter group, it is decided by SEBI that the last mentioned Promoters/ Promoter Group should not exit from the listed entity.

Accordingly, it has been decided that during the process of the suspension of the trading/ revocation of trading as provided in the SOP issued by SEBI vide their circular dated 30th September, 2013, the concerned recognised stock exchange shall intimate the details of the concerned non-compliant entity and its promoter/promoter group to the depositories. On receipt of such intimation, the depositories shall freeze or unfreeze, as the case may be, the entire shareholding of the promoter and promoter group in such entity.
IMPOSITION OF FINE – FIRST RESORT BY STOCK EXCHANGES:

1. The Stock exchange shall impose fine on listed entities for non-compliance with certain clauses of the listing agreement due to non-submission/delay in submission of reports/documents to recognised stock exchange as under:

<table>
<thead>
<tr>
<th>RELEVANT CLAUSE</th>
<th>FINE</th>
<th>FINE FOR SUBSEQUENT AND CONSEQUENTIAL NON-COMPLIANCE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Listing agreement -Clause 31</td>
<td>In case non-compliance continues for more than 5 days, Rs.1,000 per day till the date of compliance</td>
<td>Rs. 2,000 per day till the date of compliance</td>
</tr>
<tr>
<td></td>
<td>If non-compliance continues for more than 15 days additional fine of 0.1% of paid up capital of the entity or Rs.1 crore, whichever is less</td>
<td>If non-compliance continues for more than 15 days additional fine of 0.1% of paid up capital of the entity or Rs.1 crore, whichever is less</td>
</tr>
<tr>
<td></td>
<td>Paid up capital as on first day of the financial year in which the non-compliance occurs.</td>
<td></td>
</tr>
<tr>
<td>Listing agreement -Clause 35</td>
<td>Rs. 1,000 per day till the date of compliance.</td>
<td></td>
</tr>
<tr>
<td>Listing agreement -Clause 41</td>
<td>Rs. 5,000 per day till the date of compliance.</td>
<td>Rs. 10,000 per day till the date of compliance.</td>
</tr>
<tr>
<td></td>
<td>If non-compliance continues for more than 15 days additional fine of 0.1% of Paid Up capital of the entity or Rs.1 crore, whichever is less.</td>
<td>If non-compliance continues for more than 15 days additional fine of 0.1% of Paid Up capital of the entity or Rs.1 crore, whichever is less</td>
</tr>
<tr>
<td>Listing agreement -Clause 49</td>
<td>Rs.1,000 per day till the date of compliance.</td>
<td>Rs. 2,000 per day till the date of compliance.</td>
</tr>
</tbody>
</table>

2. The amount of fine realized as per the above structure shall be credited to the “Investor Protection Fund” of the concerned recognised stock exchange.

3. Every recognised stock exchange shall review the compliance status of the listed entities within 45 days from the end of the each quarter (for clauses at 35 and 49) and within 15 days from the due date of submissions under the clauses 31 and 41 and issue notices to the non-compliant listed entities to ensure compliance and pay fine as per this circular within 15 days from the date of the notice.

4. If any non-compliant listed entity fails to pay the fine despite receipt of the notice as stated above, the recognised stock exchange may initiate appropriate enforcement action including prosecution.
SUSPENSION OF TRADING - FINAL RESORT BY STOCK EXCHANGES:

1. Criteria for suspension of the trading in the shares of the listed entities are as below:
   - failure to comply with clause 31 of listing agreement with respect to submission of Annual Report for 2 consecutive financial years;
   - failure to comply with clause 35 of listing agreement with respect to submission of shareholding pattern for two consecutive quarters;
   - failure to comply with clause 41 of listing agreement with respect to submission of financial results for two consecutive quarters;
   - failure to comply with clause 49 of listing agreement with respect to submission of corporate governance compliance report for two consecutive quarters;
   - failure to submit information on the reconciliation of shares and capital audit report, for two consecutive quarters;
   - receipt of the notice of suspension of trading of that entity by any other recognised stock exchange on any or all of the above grounds

2. The concerned recognized stock exchange shall send written intimation to the non-compliant listed entity before suspension of trading on any of the above grounds except for 1 (f), calling upon it to comply with respective requirement/s mentioned in clause (a) to (e) above and pay the applicable fine within 21 days of the date of the intimation.

3. If the non-compliant listed entity fails to comply with aforesaid requirement/s and pay fine despite the receipt of the intimation of the recognised stock exchange within the time as aforesaid, the concerned recognised stock exchange shall forthwith intimate the depositories to freeze entire shareholding of the promoter and promoter group of the non-compliant entity. Simultaneously, the recognised stock exchange shall give a 21 days (prior to the proposed date of suspension) public notice on its website proposing suspension of trading in the shares of the non-compliant listed entity.

4. If the non-compliant listed entity complies with respective requirement/s and pays fine five days before the proposed date of suspension, the trading in its shares shall not be suspended on the proposed date and the concerned recognised stock exchange shall intimate to the depositories to unfreeze, after one month from the date of compliance, the shares of the promoter and promoter group of the entity. Simultaneously, the recognised stock exchange shall give a public notice on its website informing compliance by the entity.

5. In case of failure to comply with respective requirement/s and/or pay fine as aforesaid, the recognised stock exchange shall suspend the trading in the shares of a non-compliant listed entity. The entire shareholding of promoter/promoter group of such non-compliant listed entity shall remain frozen till expiry of three months from the date of revocation of suspension.

6. While suspending trading in the shares of the non-compliant entity the recognised stock exchange shall send intimation of suspension to other recognised stock exchanges where the shares of the non-compliant entity are listed. On receipt of such intimation the other recognised stock exchanges shall also suspend trading in the shares of the entity.
7. After 15 days of suspension, trading in the shares of non-compliant entity may be allowed on the "Trade for Trade" basis, on the first trading day of every week for 6 months. In this regard, the recognised stock exchange shall give instruction to its trading members/stock brokers to obtain confirmation from clients before accepting an order for purchase of shares of non-compliant entity on the 'Trade for Trade' basis.

8. The recognised stock exchange shall based on the circular, put in place a system to publish caution message "Trading in shares of the company is under 'suspension and trade to trade basis' and trading shall stop completely if the company remains not compliant for six months " on trading terminals.

REVOCATION OF SUSPENSION OF TRADING :

1. If the non-compliant listed entity complies with the aforesaid requirement/s and pays applicable fine within three months from the date of suspension, the recognized stock exchange may revoke the suspension of trading of its shares.

2. If the non-compliant listed entity complies with the aforesaid requirement/s and pays applicable fine after three months from the date of suspension, the recognized stock exchange may revoke the suspension of trading of its shares after a period of three more months from the date of such compliance.

3. The recognised stock exchange shall, 7 days prior to revocation of suspension of trading in shares of the entity, issue public notice on its website.

4. After 3 months from the date of revocation of the suspension, the recognised stock exchange shall send intimation to the depositories to unfreeze the shares of the promoter and promoter group.

5. After revocation of suspension, the trading of shares shall be permitted only in the 'Trade for Trade' basis for a period of three months from the date of revocation and after this period of three months, trading in the shares of the entity shall be shifted back to the normal trading category, after giving prior notice of 7 days to it.

CONCLUSION :

Thus this initiative of SEBI to regulate the compliance level of the Listed Companies is to act in the interests of investors and securities market and without prejudice to the provisions of the Securities Contracts (Regulation) Act, 1956 and Securities Contracts (Regulation) Rules, 1957, recognized stock exchanges. The intention of the circular was thus to take appropriate action in line with the principles and procedures laid down in Annexure I and II of the said circular and any deviation therefore should not dilute the spirit of the policy contained therein. The Circular further states that any necessary and reasonable deviation of the non-compliances shall be on justifiable reasons to be recorded in writing. Thus this circular was issued in the interest of trade and public interest and for the protection of the interests of investors in securities and to promote the development of, and to regulate the securities market.
Special Meeting to solicit the views of the members on the Companies Act, 2013 and the draft rules thereunder – 10th October 2013

A special meeting was organized to solicit the views of the members on the Companies Act 2013. CS Dr. B Ravi, Member, ICSI – SIRC led the meeting. CS Ramasubramaniam C, Treasurer, ICSI – SIRC was also present. The members interacted extensively and gave their views on the Act.

2nd Campus Placement 2013– 25th October 2013

The ICSI – SIRC organized a Campus Placement on 25th October 2013 at ICSI – SIRC House, Chennai for members and students for undergoing 15 months. Around 30 members and 20 students participated in the event. Some of the participants have appeared in more than one company / PCS.

10 companies participated in the campus placement programme for selecting Company Secretaries to their organization. A state public sector organization, The Tamilnadu Adi Dravidar Housing Development Corporation, Chennai also participated in the campus placement programme for selecting CS to their organization. Out of these 10 companies, one placement company conducted interview for their organization and for their two client companies.

5 Companies and 9 Practicing Company Secretaries participated in the campus placement programme for selecting trainees for them. All the Companies / PCS shortlisted their candidates and will conduct final round of interview at their place, finalize the candidates and inform us.

The Campus Placement was organized by the Training and Placement Committee of the ICSI – SIRC comprising of CS Dr. Baiju Ramachandran, Vice Chairman, ICSI - SIRC as its Chairman, its members CS Sandeep S, PCS and CS Soy Joseph, PCS and Ms. Sarah Arokiaswamy, Joint Director, ICSI – SIRO. CS Ramasubramaniam C, Treasurer, ICSI - SIRC was also present at the programme.

The members and students expressed their thanks to the ICSI - SIRC for conducting the campus placement.
16TH EXECUTIVE DEVELOPMENT PROGRAMME, OF THE BANGALORE CHAPTER OF THE ICSI HELD FROM 14TH TO 24TH OCTOBER 2013 AT THE CHAPTER PREMISES

The Bangalore Chapter of the ICSI started its 17th Batch of Executive Development Programme on 14th October 2013 and the programme was validated on 17th July, 2013 at the chapter premises.

CS M. Manjunatha Reddy Chairman, Bangalore Chapter of the ICSI requested for the feedback from the participants, Participants shared their feedback about the programme.

The Chairman addressed the grievances pointed by participants and then distributed the EDP Certificates to the Participants.

The valedictory session concluded with a vote of thanks from Ms. Noor Sumayya, Assistant Education Officer, Bangalore Chapter of the ICSI.

THE 47TH STUDENT INDUCTION PROGRAMME (SIP) HELD FROM 19TH TO 27TH AUGUST 2013 AT THE INSTITUTE OF AGRICULTURAL TECHNOLOGIST

The Bangalore Chapter of the ICSI organised the 47th Student Induction Programme (SIP) on 19th August 2013 at the IAT and was concluded on 27th August 2013.

Ms. Noor Sumayya, Assistant Education Officer, The ICSI, welcomed CS M. Manjunatha Reddy, Chairman and all the participants present for the valedictory session.

The Participants shared their feedback about the SIP Programme.

The Chairman addressed the gathering and distributed the SIP certificates to the 77 participants and Ms. Noor Sumayya, Assistant Education Officer, Bangalore Chapter of the ICSI proposed the vote of thanks.

FULL DAY SEMINAR ON “COMPANIES ACT, 2013” HELD ON 19TH OCTOBER, 2013 AT WHITE HOUSE, THE CAPITOL HOTEL, BANGALORE

The Bangalore Chapter of the ICSI a Full Day Seminar on “Companies Act, 2013” on 19th October, 2013 at White House, The Capitol Hotel, Bangalore.

CS M. Manjunatha Reddy, Chairman, Bangalore Chapter of the ICSI delivered the welcome address and introduced the Speakers.

First Technical Session on “Directors - A change in role play”

CS Dwarkanath Coin his presentation dealt with Meetings of Board and Its Powers as per Section 173 of Companies Act 2013. The Requirements and Procedures under draft Rules, Notice period of Board Meeting, Mode of issuing of notice was dealt in details. He then focused on Section 174 Quorum for Meetings of Board and relevant condition for passing of resolution by circulation as per sec 175. he further broght light on new section 178 of Nomination and remuneration committee and Stakeholders Relationship Committee, Audit Committee. There was a detailed presentation and discussion on Sec 180 to 195 of Companies of act 2013.

CS M. Manjunatha Reddy, Chairman, Bangalore Chapter of the ICSI proposed the vote of thanks.
Second Technical Session on “CS- Span your Wings under Companies Act, 2013”

CS S Kannan, Immediate Past Chairman, Bangalore Chapter of the ICSI introduced the Speaker CS Dr. B. Ravi, (Past Chairman, SIRC of the ICSI), Company Secretary in Practice, Chennai.

Dr. B. Ravi presented on “CS- Span your Wings under Companies Act, 2013” and highlighted the immense opportunities available for Company Secretaries

CS S Kannan, Immediate Past Chairman, Bangalore Chapter of the ICSI proposed the vote of thanks

Third Technical Session on “Classics of Class Action Suit & NCLT”

CS H.M Dattatri, Secretary, Bangalore Chapter of the ICSI welcomed and introduced the speaker, CS A.M. Sridharan, Company Secretary in Practice, Chennai.

CS A.M Sridharan, in his presentation emphasized on the impact of Section 430 and 268 of NCLT and brought up a comparative overview of NCLT as pre Companies Act 1956 & 2013. The Procedure before NCLT and NCLAT, Application of Limitation Act, Appeal to NCLAT & Supreme Court and its respective section were dealt in details. He also explained in detail the Contempt of Powers, Mediation and conciliation and Class action suit under Sec 37 and Sec 245 of new act. He then gave an overview of US procedural Class Action Suit.

Thereafter in the fourth technical session CS M.R. Gopinath, Company Secretary in Practice, Bangalore presented on “Companies Act, 2013 - A Judicious Scrutiny”

There was a lively interaction by the 166 Members present.

CS H. M Dattatri, Secretary, Bangalore Chapter of the ICSI proposed the vote of thanks.

CAREER AWARENESS PROGRAMME CONDUCTED DURING THE MONTH OF OCTOBER 2013

The Bangalore Chapter of the ICSI conducted a Career Awareness Programme on Career as a Company Secretary for Degree Students of SJRC College, Bangalore on 9th October 2013.

Ms. Noor Sumayya explained in detail the course offered by the Institute and the criteria for eligibility for the course, examination, requirements of training etc, the role of a Company Secretary and importance of the profession of Company Secretary in the changing economic scenario.

She also highlighted the opportunities available to anyone who has completed the Company Secretaryship course. She further enumerated the emerging areas of practice and the changing role of a Company Secretary. She also focused on what would be the mindset and preparation required from a student who wanted to pursue the Company Secretaryship Course Brochures containing brief details of the Company Secretaryship Course were distributed to the students.
COIMBATORE CHAPTER

3rd Session of 5 day Class room session on Companies act, 2013 held on 04th October, 2013

In continuation of the 5 day class room session organized by the Coimbatore Chapter, the Chapter organized 3rd Session focusing on Accounts of Companies and Audit and Auditors On 04th October, 2013

CA G.Ramaswamy, Immediate Past President, ICAI and CSA.R.Viswanathan, Practicing Company Secretary, Coimbatore.Delivered on “Chapter IX Accounts and Audit and Chapter X Audit and Auditors”. More than 63 members and students. The session carried a members credit hour of 1 and student professional development hour of 2 respectively.

4th Session of 5 day Class room session on Companies act, 2013 held on 11th October, 2013

In continuation of the 5 day class room session organized by the Coimbatore Chapter, the Chapter organized 4th Session focusing on Chapter XIV Inspection, Inquiry and Investigation, Chapter XVIII Removal of Names of Companies from Registrar of Companies, Chapter XXV Companies to Furnish information and statistics On 11th October, 2013

Dr.M.ManuneethiCholan, Registrar of Companies, Coimbatore was the Chief Guest for the day. CS V.AhaladhaRao, Practising Company Secretary, Hyderabad and Shri.V.P.Sivadasan, Assistant Registrar of Companies, Coimbatore.Delivered on “Chapter XIV Inspection, Inquiry and Investigation, Chapter XVIII Removal of Names of Companies from Registrar of Companies, Chapter XXV Companies to Furnish information and statistics”. More than 67 members and students. The session carried a members credit hour of 1 and student professional development hour of 2 respectively.

5th Session of 5 day Class room session on Companies act, 2013 held on 18th October, 2013

In continuation of the 5 day class room session organized by the Coimbatore Chapter, the Chapter organized 5th Session focusing on Chapter XV Compromises, Arrangements and Amalgamations, Chapter XX Winding up, Chapter XVI Prevenion of oppression and Mismanagement, Chapter XXVII National Company Tribunal and Appellate Tribunal, Chapter XXVIII Special courts On 18th October, 2013

Shri.A.K.Mylsamy& CS P.Suman, A.K.Mylsamy& Associates, LLP, Chennai. Delivered on “Chapter XV Compromises, Arrangements and Amalgamations, Chapter XX Winding up, Chapter XVI Prevenion of oppression and Mismanagement, Chapter XXVII National Company Tribunal and Appellate Tribunal, Chapter XXVIII Special courts”. More than 60 members and students. The session carried a members credit hour of 1 and student professional development hour of 2 respectively.

The programme carried Members credit hour of 1 and student professional development hour of 2 respectively.

HYDERABAD CHAPTER

Full day seminar on Companies Act, 2013

On 20th October Chapter has organized the Full day seminar on Companies Act, 2013 at FAPCCI. CS L Jayaraman, Company Secretary in Practice, CS B Pavan Kumar, Director B5 Corporation Limited and CA Ganesh Bala Krishnan, Partner Deloitte Haskins & sells Hyderabad were the speakers for the Seminar. CS R Ramakrishna Gupta, Chairman of Hyderabad Chapter addressed the gallery and welcomed the Speakers and members and students for the Seminar and spoke that everyone attended the programme utilize the opportunity to clarify their doubts and queries in relation to the new Companies Act, 2013.

CS L Jayaraman dealt with Chapters XI & XII that is Role of Directors & Related party transactions of the Companies Act, 2013.

Members attended the Seminar and interacted with the speaker about the about the Role of Directors & Related party transactions of the Companies Act, 2013 and probe the questions relating to Companies Act, 2013 and clarified their doubts with the speakers.

CS R Ramakrishna Gupta Presented a Memento to CS L Jayaraman.

The morning session completed successfully and CS P.G. Issac Raj, Secretary of Hyderabad Chapter proposed a vote of thanks.
Inauguration of 28th Student Induction Programme

On 23rd October, Chapter has organised the 28th Student Induction Programme for the students. Smt. Dr. B. T. Suneetha, Professor Osmania University, inaugurated the session by lighting the Lamp. CS Vasudeva Rao Devaki, Vice Chairman of the Chapter presided over the function and addressed the gathering and congratulated the students for choosing the Company Secretary Course and opting Hyderabad Chapter for Student induction Programme. He explained the purpose of the Induction programme and why institute has made this programme mandate for students pursuing executive. He advised the students to follow the decorum of the institute to become a professional, he also suggested the students to utilize the opportunity of learning skills as well as living skills which are the pre requisite to achieve the success.

CS SS Marthi congratulated the students for choosing SIP at Hyderabad Chapter and advised the students have a open mind for learning and bringing out the best from whatever resources are available. He also spoke that the students shall follow the time management and should be discipline to get success in the examination and life battle.

Smt Dr. B. T. Seetha addressed the Students and spoke that students should be active and progressive to achieve the success in the Examination, she spoke that the bookish knowledge is not sufficient for career, students shall develop their skills while being as a student only, students should utilise every resource and opportunity to develop their skills positive attitude and good character to build a strong career of self as well as nation. She spoke about the importance of Communication skills, Attitude and good behaviour for the growth of the position in career.

CS P.G. Issac Raj P.G, Secretary of the Chapter proposed a vote of thanks.

Valedictory session of 28th Student Induction Programme

On 31st October, Chapter has organised the Valedictory Session of 28th Student Induction Programme. Prof. V. S. S. Kumar Principal of college of engineering Osmania University was the Chief guest and CS. R.Ramakrishna Gupta Chairman of the Chapter presided over the function.

CS R. Ramakrishna Gupta addressed the gathering and welcomed the Chief Guest and explained about the Student Induction Programme. He spoke on how success can be achieved, how a student should think about the career, thinking influence for the Goal setting, the process which should follow to qualify the Company Secretary Program, how to analyse the details and advised the students to be innovative and read the news papers, Journals to improve the communication Skills.

Prof. V. S. S. Kumar addressed the gathering and he spoke on importance of communication skills and Leadership Qualities. He also discussed on Sharpness is to achieve success in Smart way, he advised students that every time we need to update our self otherwise we cannot move forward in career, he also advised that the tomorrows problem cannot be solved with yesterday's technology so keep on updated and develop the skills.

Students also spoke on this occasion and shared their views and gave feed back on 7 days sessions.

CS Issac Raj P.G, Secretary of Chapter addressed the students and advised the students to develop the skills from attending different programmes conducted by the institute and other available resources, he appreciated the students for their participation in SIP and proposed a vote of thanks.
Professional Development Programme on “Deciphering The New Company Law”

The Kochi Chapter of The Institute of Company Secretaries of India organized a one day Professional Development Programme on 5th October 2013(Saturday) on the Companies Act, 2013. This was the 07th programme of Kochi Chapter on the new law.

The Programme started at 9.30 am. CS. Jayan K, Chairman of Kochi Chapter delivered the welcome address. CS. Dwarakanath C., Chairman, SIRC of the ICSI formally inaugurated the programme by lighting the eternal lamp and he delivered the inaugural address. The SIRC Chairman and CS. V Sreedharan, former Central Council Member, ICSI felicitated three foundation students - Ms. Kavitha Ramesh Kumar, Mr. Sandeep Joy N. and Mr. Sunil C.R. who secured 02nd, 24th and 25th ranks respectively in the foundation examination of ICSI held in June 2013.

After the Inaugural ceremony CS. V Sreedharan started the first session on the topic “Companies Act, 2013 – Key issues”. He enunciated the key issues of the Act and also discussed the provisions of Annual General Meeting, Board Meeting, Vacation of Office of Directors, Loan to Directors etc. His session was concluded with an open house, wherein the delegates very actively participated in discussions.

The second session was lead by CS. Dwarakanath C. He spoke on the Board of Directors and its powers. He touched upon all relevant provisions of Board Meeting, Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee etc. Morning sessions concluded with the vote of thanks delivered by CS. Asish Mohan, Vice Chairman, Kochi Chapter.

The third session was resumed after the lunch break, which was handled by Adv. Anil D Nair, Kochi. He spoke on the various aspects of Rectification, Oppression & Mismanagement and Amalgamation under the new regime. He elucidated the emerging scope of company secretaries in the areas of Mergers and Amalgamations.

The fourth and final session was about the key aspects of “General Meetings”. The subject was managed by CS. Dwarakanath C. This was followed by an interactive session between speaker, members and students.

INTERSTATE QUIZ COMPETITION – QUIZA FESTA

The Kochi Chapter of ICSI along with its Students’ Forum organised an intrastate quiz competition – “QUIZA FESTA” - on 6th of October, 2013 at Renewal Center, Kaloor. There were 22 participants from chapters all across Kerala. They were divided into 11 teams, each of which had 2 participants.

The program started off with a warm welcome speech by students’ forum chairman Mr. Dijo Mathew, followed by the inaugural address of CS. Jayan K., Kochi Chapter Chairman. CS Premjith was the quiz master. The quiz competition started off with an elimination round. Each team was given a set of 30 questions to be answered within 20 minutes. Of these, 6 qualifying teams were selected for rest of the competition. They were named as Axis, Birla, Cipla, DLF, Essar, and Fortis. The entire competition was divided into a total of 9 rounds, and at the end of each round, the audience were asked a question. The first round revolved around many sections of global literature. For every right answer the team was awarded 10 points and the passed questions were awarded 5 points. This rule remained the same for the entire quiz expect for a few rounds. The next round was about the awards and achievements by famous personalities. Followed by this was the round which was dedicated fully to business entrepreneurs and advancements in the field of commerce. The fourth round was Science and Technology round which put a spotlight on the current technological advancements on a global perspective. It was then followed by current affairs round which stirred the brain of all the contestants. It then paved way to the most interesting round—the audio round, where the contestants had to identify the voice played. The round did not have pass option which made it more competitive. Followed by this was the “who am I?” round, where each team was given 5 clues, one after the other. The team answering in the first clue was rewarded 25 points, answering in the second clue gave them 20 points, the third clue reduced to 15 and so on. Then came the last and the final round, do or die round. This really spiked up the tension in every contestant, as it was their last round to score maximum points. Here each team was asked 5 questions, one after the other. The main feature was that, only a right answer, to each question would take them to the next one.

With sheer enthusiasm and excitement, the final round crowned the team BIRLA as the winners of this competition, followed by ESSAR in the second and DLF in the third position. The concluding session began with the prize distribution ceremony, where CS S.P. Kamath and CS N Balasubramanian, past Chairmen of Kochi Chapter awarded the winners with trophy and cash award. M/s. Amalgam Group of Companies supported the event and M/s. Directus Consultants Private Limited sponsored the first prize.
INVESTOR AWARENESS PROGRAMME

The Madurai Chapter organized an Investor Awareness Programme on 19.10.2013 at Sri Saradha Niketan College for Women, Amaravathipudur, near Karaikudi, Sivaganga District. Dr. S. Selvarani, Principal of the College welcomed the dignitaries and students. In her speech, she highlighted the importance of the awareness program particularly amongst students and the need for inculcating savings habit in the interest of family and nation. Prof. Dr. M. Selvam, Dean, Faculty of Management, Alagappa University, Karaikudi, in his presidential address gave an overview of the Indian economy and the types of investment made by Indians for various purposes. Dr. V. Balachandran, FCS, Professor of Corporate Secretarialship, Alagappa University, in his address, explained about the investment opportunities, financial planning, precautions to be taken by the investor before making investment, mode of making complaints to SEBI, role of SEBI towards investor protection, the redressal agencies, tips for investment etc., Mr. C. Thangapandian, Branch Manager, M/s. Religare Securities, Madurai, spoke about the changing trends of investment habits of investors, derivatives, currency trading and the role of various agencies in safeguarding the investors. The queries raised by the participants were replied by the speakers of the programme. CS. S. Kumararajan, Chairman, Madurai Chapter lauded the role of ICSI in propagating the investor awareness program among all sections of society throughout India and proposed a vote of thanks. CS. D. Sivasubramaninan, Senior Member of the Madurai Chapter and CS. P. Rajavel, Treasurer participated in the meeting. Mr. T. Raja chapter office in charge made all arrangements in the college for the conduct of the program. About 120 undergraduate students and faculty members of the college from Arts, Science and computer courses attended the program.

CAREER AWARENESS PROGRAMMES

On 03.10.2013 Madurai chapter organized a career awareness programme at Vivekananda College, Tiruvedagam, Madurai. Shri. S. Kumararajan, Chairman, Madurai chapter explained about the CS course, structure, fees, and employment opportunities/ avenues in practice for the students. 1st year B.com, BBA students are attended the programme. Shri. T. Raja, Chapter office in charge distributed the course brochures to the participants.
COMPANY SECRETARIES BENEVOLENT FUND – IMPORTANCE

“BE BENEVOLENT TO YOUR FAMILY. REGISTER FOR CS BENEVOLENT FUND TODAY”

This is an appeal to all our members who are not members of CSBF to kindly register for the same as this is the only benefit which we can pass it on to our family members. Your membership to the fund will go a long way in strengthening the corpus of the fund, which will result in the Institute being able to provide a higher amount of Financial Assistance to members and their families in time of need.

CSBF Life membership subscription increased from Rs.5,000/- to 7,500/- w.e.f. 1-4-2012.

What you need to do is very simple:

1. Download and take print of the application form for CSBF-www.icsi.edu
2. Fill the required information
3. Draw a cheque or DD for Rs. 7500/- in favour of Institute of Company Secretaries of India, payable at Chennai towards one time membership fee to CSBF.

Alternatively, log into www.icsi.in pay online and join the fund.

Advantages to you:

1. Contribution to the Fund is a noble cause.
2. Members of the ICSI after becoming the member of CSBF get the additional security shield for the life.

The CSBF can provide much needed financial assistance in such cases if the corpus of the Fund increases substantially which is possible if more number of members are enrolled for the fund.

Our object is to make 100% registration by our esteemed members from Southern Region. I earnestly request all the members to join for this campaign so that we can help our own family as well as the families of our fellow members in times of distress.

The significant importance of becoming a Member in the Company Secretaries Benevolent Fund is to help the members who are in distress and need financial help. Due to low enrolment for the Benevolent Fund, the Institute is not in a position to extend the required benefit to the Members and therefore, it is an opportune time to become Members of the Benevolent Fund and thus extend full support to the Members who are in distress through the Fund. One time fee payable to become a member under the Fund is Rs.7500/- [Rs.7500/- w.e.f. 1.4.2012], which may be sent by way of crossed cheque/demand draft favoring “Company Secretaries Benevolent Fund” payable at New Delhi. For further details please contact ICSI-SIRO, Chennai.

For clarifications/queries contact Ms. Meenakshi Gupta, Joint Director on telephone no.45341047 or Shri J S N Murthy, Desk Officer.

ICSI-SIRC LIBRARY

The library is having a wide range of facilities including internet access. Quite a number of new books have been added. The refurbished library is having separate enclosures for the members and students in order to enable them to pursue their academic pursuits in calm atmosphere.

Yearly Library Subscription: Rs.500/- for Members and Rs.200 for Students per financial year. [April to March]

For further details please contact ICSI-SIRO, Chennai.

SPARING THE FACILITIES AT ICSI-SIRC HOUSE

The ICSI-SIRC House is having two halls – Dr A C Muthiah Conference Hall and LV B Hall. These halls are being let out to conduct in-house meetings of the companies; arbitration meetings; board meetings; EGM and other similar types of programmes. These halls are having adequate facilities like mike facilities, lift, fully backed power supply, ample parking space. The ICSI-SIRC is centrally located. For further details, please contact, ICSI-SIRO.
Attn Members

Steps for Uploading of scanned image of photograph and signatures by the Members on the Website of the Institute

1. Login to portal www.icsi.edu.
2. Click online services on the right top corner and then click 'Login' on page.
3. Fill the User name: Enter your membership number (like A1234) as per the sample given on the page.
4. Password. Fill the password. In case you do not have a password, you may retrieve your password if your email is already registered in the Institute. Alternatively you may send an email request for password with your ACS / FCS membership number to dd.garg@icsi.edu
5. After login, go to 'Members Option' (from top menu) then click on "My Account"
6. Click on Manage Image
7. Then upload your Photo (passport size) and Signature and click on Upload button.
# ORAL COACHING CLASSES

<table>
<thead>
<tr>
<th>Stage</th>
<th>Date of Commencement</th>
<th>Timings</th>
<th>Fee</th>
<th>Last date for receipt of application</th>
</tr>
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<tbody>
<tr>
<td>Crash Course on Financial, Treasury and Forex Management for December 2013 examination</td>
<td>16.11.2013 &amp; 17.11.2013</td>
<td>10.00 a.m. to 4.00 p.m.</td>
<td>Rs.1250/-</td>
<td>14.11.2013</td>
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<tr>
<td>EXECUTIVE PROGRAMME MODULE –I (Morning)</td>
<td>18.11.2013</td>
<td>6.30 a.m. to 8.30 a.m.</td>
<td>Rs.5600/-</td>
<td>11.11.2013</td>
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<tr>
<td>EXECUTIVE PROGRAMME MODULE –II (Evening)</td>
<td>18.11.2013</td>
<td>6.00 p.m. to 8.00 p.m.</td>
<td>Rs.5200/-</td>
<td>11.11.2013</td>
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<td>Model Examination for December 2013 examination</td>
<td>18.11.2013 to 25.11.2013</td>
<td>10.00 a.m. to 01.00 p.m.</td>
<td>Rs.250/- for Foundation Programme; Rs.300/- per module for Executive and Professional Programme</td>
<td>15.11.2013</td>
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<tr>
<td>Crash Course on Advanced Tax Laws and Practice for December 2013 examination</td>
<td>23.11.2013 &amp; 24.11.2013</td>
<td>10.00 a.m. to 4.00 p.m.</td>
<td>Rs.1250/-</td>
<td>21.11.2013</td>
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<tr>
<td>FOUNDATION PROGRAMME (Morning)</td>
<td>25.11.2013</td>
<td>9.00 a.m. to 11.00 a.m.</td>
<td>Rs.4800/-</td>
<td>11.11.2013</td>
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<td>FOUNDATION PROGRAMME (Evening)</td>
<td>25.11.2013</td>
<td>4.00 p.m. to 6.00 p.m.</td>
<td>Rs.4800/-</td>
<td>11.11.2013</td>
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<tr>
<td>29th Student Induction Programme [SIP]</td>
<td>21st November 2013 to 29th November 2013</td>
<td>10.00 am to 05.00 pm</td>
<td>Rs.1000/-</td>
<td>19.11.2013</td>
</tr>
<tr>
<td>22nd batch - PDP 8 Credit Hours</td>
<td>6th December 2013</td>
<td>10.00 am to 05.00 pm</td>
<td>Rs.300/-</td>
<td>First-come-first served basis</td>
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</tbody>
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For further details, contact:

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Southern India Regional Office  
The Institute of Company Secretaries of India  
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