

**JULY  
2023  
07**

# **STUDENT COMPANY SECRETARY**

**[e-Journal for Executive & Professional Students]**





# STUDENT COMPANY SECRETARY

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July 2023

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*President*

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*Vice-President*

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**PREPARED BY DIRECTORATE OF ACADEMICS**

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**Dear Students,**

The days that stand between the examination and declaration of results are those filled with immense anticipation. The uncertainty accompanying is something only a fellow Student can understand and no amount of empathy from anyone can suffice. As you smile and nod, your heads in agreement to this, let me tell you that as a student, each stage of Examination has brought with it these exact set of feelings. Even today as we decide upon the nitty gritty, as we finalise the examinations, the results, the supporting classes the Mock Tests, our own experiences come in handy at every step of decision making.

And it seem only right that the time in between these two important junctures is used equally judiciously. It is with this intent that the Institute, each year celebrates the month of July as the Student month - the month of personality development, honing our soft skills, realise the various facets of professionalism beyond the covers of books.

Each and every event planned and placed on the calendars of July is well thought about and comes from a place of in-depth understanding of various Traits and skills expected from Governance Professionals both in employment and in practice.

And we at ICSI, expect each one of you to utilise these opportunities, this entire month, to the best of your capabilities and abilities and even further step out of your comfort zones to enjoy and learn new stuff.

For some, if stage is a matter of fear and fright, what better prepared way to get over it with a well prepared declamation, debate or moot court fight. Similarly, if self portrayal and promotion is not a strong suit why not show up and learn the finer aspects of interviewing skills.

Friends, the idea behind this entire month long activities is to give you a closer to home opportunity to connect with your Chapters, and in the company of your friends, learn new traits - ones that your seniors, mentors and ideals portray.

Remember nothing is impossible, it is the attitude of a person that determines the success or failure. Lifelong learning with patience and perseverance is the only key to have a command over knowledge and achieving excellence.

Keep learning ! Keep enlightening yourself !!

Warm regards,

**(CS Manish Gupta)**

*President*

The Institute of Company Secretaries of India



**Dear Students,**

While the month of June brings with it the trials of Examination, the month of August becomes the season where the results and fruits of the seeds sown, watered and nurtured are reaped. The month in between, the 31 days of July, however, is the period where the discussions about the future course of action are initiated. The ifs and buts, the moments of uncertainty fill the days and the nights are spent dreaming of a great professional future.

For us at ICSI, where on one hand the preparations of the result are in full swing; the celebrations of Student Month are being organized Pan India, on the other. All the Regional Offices, the Chapters, the Managing Committees and the In-charges, are seen working relentlessly and tirelessly to bring to the students, the best of experiences, in terms of faculty, in terms of learning and in terms of development; and that for us is a matter of great pride.

But the true and real delight is when the students come forward and extend their wholehearted participation in all the activities making our efforts successful. It is both comforting and appreciative to witness the realisation amongst our students to be forthcoming in learning new skills and polish the brilliance of the existing ones, to render themselves a thorough professional even before embarking upon the real journey of serving the corporate world.

And this in true sense is the achievement of our mission *“to develop high calibre professionals facilitating good corporate governance”*. Friends, the world is witnessing sweeping changes in various sectors and dimensions, and with that fact as given, our learning should never come to cessation.

Keep learning ! Keep growing !

Warm regards,

**(CS Asish Mohan)**

*Secretary*

The Institute of Company Secretaries of India

## RECENT INITIATIVES FOR STUDENTS

- The **Student Company Secretary e-journal** for Executive / Professional programme students of ICSI has been released for the month of **June, 2023**. The same is available on the Institute's website at the weblink: <https://www.icsi.edu/e-journals/>
- The **Student Company Secretary journal** for Executive / Professional programme students of ICSI containing the academic inputs i.e Articles, Practice Mentor, Regulatory Updates, Case Snippets etc. has been released for the month of **June, 2023**.
- The **CSEET Communique (e-bulletin)** for the month of **June, 2023** containing the latest updates /concepts through articles /write-ups and sample questions in respect of Papers of the CSEET has been placed on the ICSI website. The same is also available at the CSEET Portal at the Institute's website at the weblink: <https://www.icsi.edu/student-n/cseet/cseet-e-bulletin/>
- **Info Capsule** is being issued as an update on daily basis for members and students, covering latest amendments on various laws for the benefit of our members and students. The same is available on the ICSI website at the weblink: <https://www.icsi.edu/infocapsule/>
- Release of Publication on '**FAQs on Section 8 Companies (Under Companies Act, 2013)**' at 24<sup>th</sup> National Conference of Practising Company Secretaries held on June 16-17 at Vishakhapatnam.
- **Organising Samadhan Diwas**

Samadhan Diwas was launched by the Institute on 27<sup>th</sup> February, 2021 with the objective of providing "on-the-spot" resolution to issues/grievances of trainees and trainers. During the Samadhan Diwas, the officials of Directorate of Training interact with the trainees and trainers and provide them the resolution to their grievances.

The 33<sup>rd</sup> Samadhan Diwas was organised on 19<sup>th</sup> July, 2023 through virtual mode.

The purpose of the Samadhan Diwas is to facilitate the stakeholders to resolve their queries on the spot. In the Samadhan Diwas students get opportunity to present their cases and directly interact with the ICSI officials.

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# *Academics*





# Articles

- **Merger of HDFC & HDFC Bank - Exploring Legal and Business Dimensions**
- **Reconnoitering Financial Governance of Professionally Managed and Family Owned Businesses - A Study of Selected Companies Listed under NSE ESG Index**

## Merger of HDFC & HDFC Bank - Exploring Legal and Business Dimensions \*

### Introduction

The term Merger and Amalgamation (M&A) has not been defined under the Companies Act, 2013. M&A is often known to be a single terminology. However, there is a thin difference between the two. 'Merger' is the fusion of two or more companies, whereby the identity of one or more is lost resulting in a single company whereas 'Amalgamation' signifies the blending of two or more undertakings into one undertaking, blending enterprises loses their identity forming themselves into a separate legal identity.

There may be amalgamation by the transfer of two or more undertakings to a new or existing company. 'Transferor company' means the company which is merging also known as amalgamating company in case of amalgamation and 'transferee company' is the company which is formed after merger or amalgamation also known as amalgamated company in case of amalgamation.

A merger is a legal consolidation of two entities into one entity which can be merged together either by way of amalgamation or absorption or by formation of a new company. The Board of Directors of two companies approve the combination and seek shareholders' approval. After the merger, the acquired company ceases to exist and becomes part of the acquiring company. Some recent examples are PVR/INOX Merger and HDFC LTD/HDFC BANK Merger.

*HDFC LTD/HDFC BANK Merger:* India's largest housing finance company, HDFC Ltd and the largest private sector bank, HDFC Bank, merged in 2022 in one of the biggest financial deals in India. The \$40 billion deal will result in a single entity.

Let us discuss details about HDFC LTD/HDFC BANK Merger.

### Brief about the Companies

**HDFC Investments Limited (Transferor Company No.1)** is a Systemically Important Non-Deposit Taking Non-Banking Financial Company registered with the Reserve Bank of India (RBI) and is primarily engaged in the business of making investments in equity shares, preference shares, venture funds, mutual funds and other securities.

\* **Chittaranjan Pal, Deputy Director, The ICSI**

*Views expressed in the Article are the sole expression of the Author and may not express the views of the Institute.*

**HDFC Holdings Limited (Transferor Company No.2)** is also a Systemically Important Non-Deposit Taking Non-Banking Financial Company registered with the RBI and is primarily engaged in the business of making investments in equity shares, preference shares, venture funds, mutual funds and other securities.

**Housing Development Finance Corporation Limited (Transferee Company/ Amalgamating Company)** is principally engaged in the business of providing finance to individuals, corporates and developers for the purchase, construction, development and repair of houses, apartment and commercial properties in India through its branches in India and overseas offices supported by network of agents for sourcing loans as well as deposits.

**HDFC Bank Limited (Amalgamated Company)** is registered with RBI as a banking company under the provisions of the Banking Regulation Act, 1949.

Transferor Companies are wholly-owned subsidiaries of the Transferee Company/ Amalgamating Company and that the entire paid-up share capital of the respective Transferor Companies are held by the Transferee Company/ Amalgamating Company. Transferor Companies and Transferee Company/ Amalgamating Company are promoter companies of the Amalgamated Company.

Transferee Company/ Amalgamating Company and the Amalgamated Company are both listed on BSE Limited (“BSE”) and National Stock Exchange Limited (“NSE”)

### **Composite Scheme of Amalgamation**

Sanction of Composite Scheme of Amalgamation among Transferor Companies, Transferee Company and Amalgamated Company sought before the Hon’ble NCLT under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and in compliance with the provisions of the Income Tax Act, 196

*The Scheme, inter alia, provides for the:*

- (a) Amalgamation of the Transferor Company No. 1 and the Transferor Company No. 2 (together referred to as the “Transferor Companies”) with and into the Transferee Company/Amalgamating Company, with effect from the Appointed Date and the consequent dissolution of the Transferor Companies without being wound up; and
- (b) Amalgamation of the Transferee Company/Amalgamating Company with and into the Amalgamated Company, with effect from the Appointed Date and the consequent dissolution of the Transferee Company/Amalgamating Company without being wound up, and the issuance of the New Equity Shares (as defined in the Scheme) to the equity shareholders of the Transferee Company/

Amalgamating Company as on the Record Date (as defined in the Scheme) in accordance with the Share Exchange Ratio.

### **Rationale and Benefits of the Scheme**

- the Amalgamation, through the Scheme, shall enable the Amalgamated Company to build its housing loan portfolio and enhance its existing customer base;
- the Amalgamation is based on leveraging the significant complementarities that exist amongst the parties to the Scheme. The Amalgamation would create meaningful value for various stakeholders including respective shareholders, customers, employees, as the combined business would benefit from increased scale, comprehensive product offering, balance sheet resiliency and the ability to drive synergies across revenue opportunities, operating efficiencies and underwriting efficiencies, amongst others;
- the Amalgamated Company is a private sector bank and has a large base of over 6.8 Crore customers. The bank platform will provide a well-diversified low cost funding base for growing the long tenor loan book acquired by the Amalgamated Company pursuant to the Amalgamation;
- the Amalgamated Company is a banking company with a large distribution network that offers product offerings in the retail and wholesale segments. The Amalgamating Company is a premier housing finance company in India and provides housing loans to individuals as well as loans to corporates, undertakes lease rental discounting and construction finance apart from being a financial conglomerate. A combination of the Amalgamating Company and the Amalgamated Company is entirely complementary to, and enhances the value proposition of, the Amalgamated Company;
- the Amalgamated Company would benefit from a larger balance sheet and network which would allow underwriting of larger ticket loans and also enable a greater flow of credit into the Indian economy;
- the Amalgamating Company has invested capital and developed skills and has set up approximately 464 (Four Hundred and Sixty Four) offices across the country. These offices can be used to sell the entire product suite of both the Amalgamating Company and the Amalgamated Company;
- the loan book of the Amalgamating Company is diversified having cumulatively financed over 90 lakh dwelling units. With the Amalgamating Company's leadership in the home loan arena, developed over the past 45 years, the Amalgamated Company would be able to provide to customers flexible mortgage offerings in a cost-effective and efficient manner;
- the Amalgamated Company has access to funds at lower costs due to its high level of current and savings accounts deposits (CASA). With the amalgamation of the

Amalgamating Company with the Amalgamated Company, the Amalgamated Company will be able to offer more competitive housing products;

- the Amalgamating Company's rural housing network and affordable housing lending is likely to qualify for Amalgamated Company as priority sector lending and will also enable a higher flow of credit into priority sector lending, including agriculture;
- the Amalgamation will result in reducing the Amalgamated Company's proportion of exposure to unsecured loans;
- the Amalgamating Company has built technological capabilities to evaluate the credit worthiness of customers using analytical models and has developed unique skills in financing various customer segments. The models have been tested and refined over the years at scale and the Amalgamated Company will benefit from such expertise in underwriting and financing of mortgage offerings;
- the Amalgamated Company can leverage on the loan management system, comprising rule engines, IT tools and rules, agents connected through a central system;
- the Amalgamation is expected to result in bolstering the capital base and bringing in resiliency in the balance sheet of the Amalgamated Company;
- the Transferor Companies are Systemically Important Non - Deposit Taking Non - Banking Financial Companies and are also wholly owned subsidiaries of the Amalgamating Company. The Amalgamation shall result in a simplified corporate structure;
- the Amalgamation would therefore be in the best interest of the shareholders of the respective parties to the Scheme and shall not in any manner be prejudicial to the interests of the concerned shareholders or the creditors or general public at large.

### **Chronological Events & Regulatory Approvals of Merger**

- Board of Directors of the Transferor Company No. 1, the Transferor Company No. 2, the Transferee Company/Amalgamating Company and the Amalgamated Company in their respective meetings held on April 3, 2022, April 3, 2022, April 4, 2022 and April 4, 2022 have approved the proposed Scheme.
- The Transferee Company/Amalgamating Company and the Amalgamated Company had entered into an Implementation Agreement dated April 4, 2022, setting out the manner of effecting the Scheme and the rights and obligations of

the respective parties in relation to the Scheme. The principal objectives of the Implementation Agreement are to

- set out the agreement between the parties in relation to the Scheme;
  - provide the detailed mechanism for giving effect to the Scheme and the related matters upon the Scheme coming into effect or being terminated/withdrawn; and
  - provide appropriate representations and warranties by the parties.
- BSE Limited (“BSE”) and National Stock Exchange Limited (“NSE”) by their separate letters all dated July 2, 2022 have respectively given their “no adverse observation/ no-objection” to the Transferee Company/Amalgamating Company and the Amalgamated Company to file the Scheme with this Tribunal.
  - Transferee Company/ Amalgamating Company and the Amalgamated Company had jointly filed the necessary notification form with the Competition Commission of India on June 20, 2022. The Competition Commission of India vide its letter dated August 12, 2022 has provided its approval to the Scheme.
  - Pursuant to the application made by the Amalgamated Company to the RBI, RBI by its letter dated July 4, 2022 has granted its ‘no-objection’ to the Scheme.
  - Hon’ble National Company Law Tribunal, Mumbai Bench, Mumbai on October 14, 2022 in its Order has directed convening of a meeting of the Equity Shareholders of HDFC Bank Limited (“Amalgamated Company”) for the purpose of considering, and if thought fit, approving the arrangement embodied in the Composite Scheme of Amalgamation among HDFC Investments Limited and HDFC Holdings Limited and Housing Development Finance Corporation Limited and the Amalgamated Company and their respective shareholders and creditors (hereinafter referred to as the “Scheme”) pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and the other applicable provisions thereof and applicable rules thereunder.
  - Meeting of the equity shareholders of the Amalgamated Company held on Friday, November 25, 2022.
  - Pursuant to the application made by the Transferee Company/Amalgamating Company under Regulation 59 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations”), BSE and NSE, by their separate letters both dated December 13, 2022, have granted their in-principle approval under Regulation 59 of SEBI Listing Regulations for transfer of non-convertible debentures issued by Transferee Company/Amalgamating Company to Amalgamated Company.

- The Company Scheme Petition is filed before the Hon'ble NCLT in consonance with Sections 230 to 232 of the Act along with the Order dated October 14, 2022 passed in CA(CAA) No.200/MB/2022 read with Order dated December 16, 2022 passed in CP(CAA) No.243 of 2022 of NCLT.
- The Regional Director, Ministry of Corporate Affairs has filed his Report dated December 21, 2022 setting out his observations on the Scheme. In response to the observations made by the Regional Director, the Transferor Companies, Transferee Company & Amalgamated Company have given necessary clarifications and undertakings by way of a Joint Affidavit dated January 9, 2023.
- Regional Director satisfied with the undertakings given by the Petitioners and states that the Scheme is otherwise not prejudicial to the interests of the shareholders/creditors and the public. The said undertakings are accepted.
- The Official Liquidator had sought for certain clarifications by its letter dated January 4, 2023. The same was replied to by the Transferor Companies/Transferee Company by their letter dated January 9, 2023. The Official Liquidator has duly recorded/ referred to the said reply in its report dated January 12, 2023. Based on the reply given by the Transferor Companies/Transferee Company, amongst others, it has been observed/noticed by the Official Liquidator in its report that the affairs of the Transferor Companies have been conducted in a proper manner.
- Transferor Companies, Transferee Company & Amalgamated Company have complied with all the requirements as per the directions of NCLT and have filed the necessary affidavits all dated January 7, 2023 before the NCLT showing compliance.

### **Approval of Scheme by NCLT**

Hon'ble NCLT Mumbai Bench, (Court-II) in the Company Scheme Petition No.243 of 2022 connected with Company Scheme Application No.200 of 2022 vide its Order delivered on 17.03.2023 inter alia order that *the Company Scheme Petition appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.*

*The Petitioners are directed to lodge a copy of this Order and Scheme duly certified by the Deputy Registrar, National Company Law Tribunal, Mumbai Bench, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable on the same, if any, within 60 (sixty) days from the date of the Scheme becoming effective in terms of Clause 5.1 (o) of Part B of the Scheme.*

*Petitioner Companies are directed to file a copy of this Order alongwith a copy of the Scheme with the concerned Registrar of Companies electronically in addition to physical copies within 30 days from the receipt of the certified copy of the order along with additional fees, if any.*

*Parties are at liberty to apply to this Tribunal for any directions that may be necessary, including for an extension of the above period.*

*All concerned regulatory authorities to act on a copy of this Order alongwith the Scheme duly authenticated by the Deputy Registrar, National Company Law Tribunal, Mumbai Bench.*

### **HDFC Ltd & HDFC Bank Merge Effective from July 1, 2023**

HDFC Bank in its news release dated June 30, 2023 inter alia stated that HDFC Bank, India's leading private sector bank announced the successful completion of merger of HDFC Ltd., India's premier housing finance company with and into HDFC Bank, following the receipt of all requisite shareholder and regulatory approvals. HDFC Bank and HDFC Ltd. had announced a decision to merge on April 4, 2022, subject to obtaining the requisite consent and approvals and had indicated a time frame of 15 to 18 months for the process to be concluded. The Boards of both the companies at their respective meetings held and noted that the merger would be effective from July 1, 2023.

The merged entity inter-alia brings together significant complementarities that exist between both the entities and is poised to create meaningful value for various stakeholders, including respective customers, employees, and shareholders of both the entities from increased scale, comprehensive product offering, balance sheet resiliency and ability to drive synergies across revenue opportunities, operating efficiencies and underwriting efficiencies..... .

The merger of India's largest Housing Finance Company, HDFC Ltd. with the largest private sector bank in India combines the strengths of a trusted home loan brand with an institution that enjoys a lower cost of funds. The larger net-worth would allow greater flow of credit into the economy. It will also enable underwriting of larger ticket loans, including infrastructure loans and contribute further to nation building and employment generation.

#### **Source:**

1. <https://www.hdfcbank.com/>
2. <https://www.hdfcbank.com/content/bbp/repositories/723fb80a-2dde-42a3-9793-7ae1be57c87f/?path=/Footer/About%20Us/Corporate%20Governance/Composite%20Scheme%20of%20Amalgamation/NCLT-ORDER.pdf>



3. [https://www.hdfcbank.com/content/bbp/repositories/723fb80a-2dde-42a3-9793-7ae1be57c87f/?path=/Footer/About%20Us/News%20Room/Press%20Release/Content/2023/pdf/Press\\_Release\\_HDFC\\_Ltd\\_to\\_merge\\_into\\_HDFC\\_Bank\\_effective\\_July\\_1\\_2023.pdf](https://www.hdfcbank.com/content/bbp/repositories/723fb80a-2dde-42a3-9793-7ae1be57c87f/?path=/Footer/About%20Us/News%20Room/Press%20Release/Content/2023/pdf/Press_Release_HDFC_Ltd_to_merge_into_HDFC_Bank_effective_July_1_2023.pdf)

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## Reconnoitering Financial Governance of Professionally Managed and Family Owned Businesses – A Study of Selected Companies Listed under NSE ESG Index\*

### Abstract

Business organisations across the globe has espoused the fact that for the survival and growth it is imperative that ‘*mother earth*’ needs to be preserved. Regulatory structure and other compliance requirements have made it mandatory for the companies to have Integrated Report providing details pertaining to the initiatives or activities undertaken under the six capitals, i.e., Manufactured capital, Natural capital, Social & Relationship capital, Human capital, Intellectual capital and Financial capital.

In India as per SEBI’s requirements, companies are required to provide Business Responsibility & Sustainability Report, i.e., principle wise performance disclosure encompassing nine crucial principles that lays due emphasis on environmental, social and governance dimensions.

In light of the aforesaid facts and embracing the empirical research approach, this article makes an academic and research endeavour to reconnoitre financial governance of selected professional managed and family-owned companies listed under NSE ESG Index.

The rationale underlying considering NSE ESG index companies for the research study is that majority of stakeholders have proclivity towards ESG compliant corporate houses and society also consider those companies as along with their business objectives also give due emphasis to the betterment, upliftment and preservation of the resources of the society.

To comprehend the financial governance scenario of professionally managed and family owned companies, Piotroski Score have been applied that is whether magnitude of promoters holding ex. Further, this article also delves into stock performance of both professionally management and family owned companies with the assistance of beta value.

**Keywords:** ESG; Piotroski Score; Beta Value

**JEL Classification Code:** G3 (Corporate Finance and Governance)

\* Dr. Akinchan Buddhodev Sinha, Deputy Director, The ICSI

*Views expressed in the Article are the sole expression of the Author and may not express the views of the Institute.*

## Full-length Paper

### Introduction

ESG stands for environmental, social and governance and have occupied prominent place in strategic management of the corporate sector whether in the form of caring for environment by laying thrust on crucial environmental issues like climate change, air and water pollution, deforestation etc.; undertaking of corporate social responsibility related activities; embracing diversity, equity and inclusion (DEI) in case of human capital; strengthening governance through board composition; audit committee structure; executive compensation; whistle blower schemes etc. Moreover, investors opt for responsible investing, i.e., they have proclivity towards the financial instruments issued by such companies who espouses ESG approach.

The elements covered under “E”, “S” and “G” are as under:

#### *i) E- Environmental Factors*

- a) Energy consumption and efficiency.
- b) Carbon footprint, including Green House Gases (GHG) emission.
- c) Waste management.
- d) Air and water pollution.
- e) Biodiversity loss.
- f) Deforestation.
- g) Natural resource depletion.

#### *ii) S-Social Factors*

- a) Fair pay for employees, including a living wage.
- b) Diversity, Equity and Inclusion (DEI) programmes.
- c) Employee experience and engagement.
- d) Workplace health and safety.
- e) Data protection and privacy policies.
- f) Fair treatment of customers and suppliers.
- g) Customer satisfaction levels.
- h) Community relations including the organisation’s connection to and impact on the local communities it operates.

- i) Funding of projects or institutions that help poor and underserved communities.
- j) Support for human rights and labour standards.

### **iii) Governance**

- a) Company leadership and management.
- b) Board compensation including its diversity and structure.
- c) Executive compensation policies.
- d) Financial transparency and business integrity.
- e) Regulatory compliance and risk management initiatives.
- f) Ethical business practices.
- g) Rules on corruption, bribery, conflicts of interest, and political donations and lobbying.
- h) Whistle blower programmes.

### **Literature Review**

Rao Vigneswara KT, H.S. Parameshwar H.S., Ajay Bhima Kotha and Aradhyula Yadav Aditya (2018) in their research study has elucidated that there is a significant positive relationship between promoter shareholding and value of the firms they considered for the research study.

Khatwani Ritesh, Raghuram Gopala, Mishra Mahima and Mistry Janki (2023) conducted a research study on the implications of change in promoter shareholding for small-cap companies, wherein it was observed that one-year returns had no relationship with a change in promoter shareholding, however two-year returns revealed a negative relationship with a change in promoter shareholding.

Kaushik Rishabh (2023) opined that in companies wherein promoters have high stakes then it is a harbinger of company's future prospects. As it is expected that founders of a company must possess robust understanding of its operations, business model, and long-term vision so high involvement of promoters in the business is an indication of their calibre to create business value over a period of time.

### **Research Questions / Hypothesis**

1. Whether there is a significant difference or not in the financial governance of high promoters holding as well as low promoters holding companies listed under the NSE ESG 100 Index considered for the research study with reference to their Piotroski scores?
2. Whether the stocks of the companies having high and low promoters holding ?

## Methodology and Data Collection

1. **Chi-square test:** This non-parametric test assist in finding out that whether there is a significant difference exists or not in the financial governance of the companies considered for the research study in view of the Piotroski scores of those companies.
2. **Beta value:** Beta values will assist in ascertaining the relationship between the stock's return and the market index returns. Based on the values of beta, i.e.,  $B=+1.0$ ,  $B=+0.5$ ,  $B=+2.0$  and negative beta, it will be inferred whether the stocks of the companies selected for beta computation have high or low volatility.

With reference to data collection, secondary data from authentic sources have been considered for conducting the analysis.

## Findings

### *Gauging Performance of ESG Index Companies*

Having discussed about the concept of ESG and what ESG investing involves, it creates paramount academic and research interest to reconnoitre the performance of ESG compliant companies to decipher whether their financial performance is an insinuation of espousing the factors stated under 'E', 'S' and 'G' broadly.

In this regard, Piotroski Score have been applied to measure the financial performance of five companies affiliated to different sectors of Indian economy on random basis. Since Piotroski Score measures the financial performance of a company on nine criteria covered under the following categories: Profitability; Leverage, Liquidity and Source of Funds and Operating Efficiency, which broadly addresses the elements of ESG in the sense that factors of ESG can be applied efficiently by a company only when it performs prodigiously in all the nine criteria clubbed under the aforesaid three broad categories of Piotroski Score.

The nine criteria covered under the Profitability; Leverage, Liquidity and Sources of Funds and Operating Efficiency and their relevance are as under:

### **i) Profitability**

<i>S.No.</i>	<i>Criteria</i>	<i>Piotroski Score</i>
1	Net Income	1
2	Positive Return on Assets in Current Year	1

3	Cash flow from operations being greater than net income (quality of earnings)	1
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### ii) Leverage, Liquidity and Source of Funds

<i>S.No.</i>	<i>Criteria</i>	<i>Piotroski Score</i>
1	Lower amount of long-term debt in the current period compared to the previous year (decreased leverage)	1
2	Higher current ratio in current year, compared to the previous year (more liquidity)	1
3	No new shares issued (lack of dilution of equity)	1

### iii) Operating Efficiency

<i>S.No.</i>	<i>Criteria</i>	<i>Piotroski Score</i>
1	A higher gross margin compared to the previous year	1
2	A higher asset turnover compared to the previous year	1

To comprehend the impact of high and low promoters holding on the Piotroski score of NSE ESG 100 Index companies considered for the research study, Chi-Square Test have been applied. The list of the selected companies having high promoters holding along with their Piotroski scores is provided in table 1.

**Table 1**  
**Companies with High Promoters Holding and Piotroski Score**

<b>ESG Index Companies</b>	<b>Piotroski Score</b>	<b>Promoters Holding (%)</b>
SIEMENS	7	75
HAVELLS	6	59.5
GODREJCP	5	63.2

ACC	4	56.7
HINDUNILVR	7	61.9
HCLTECH	7	60.8
CHOLAFIN	3	51.5
SBIN	6	57.5
DLF	7	75
PIDILITIND	6	69.9
BAJFINANCE	3	55.9
BHARTIARTL	7	55
MARUTI	7	56.5
IRCTC	7	62.4
RELIANCE	6	50.4
TCS	6	72.3
ASIANPAINT	7	52.6
TORNTPHARM	6	71.3
DIVISLAB	7	51.9
NESTLEIND	7	62.8
MOTHERSON	7	64.8
BRITANNIA	7	50.6
HCLTECH	7	60.8
POWERGRID	7	51.3
SUNPHARMA	8	54.5
ATGL	6	74.8

**Source:** Trendlyne

The list of the selected companies having low promoters holding along with their Piotroski scores is provided in table 2.

**Table 2**  
**Companies with Non Promoters Holding and Piotroski Score**

<b>ESG INDEX COMPANIES</b>	<b>PIOTROSKI SCORE</b>	<b>NON-PROMOTERS HOLDING</b>
EICHERMOTORS	6	50.8
M&M	6	80.6
INDUSINDBK	6	83.5
AXISBANK	6	91.8
HDFCBANK	4	74.4
ICICIGI	4	52
HEROMOTOCO	6	65.2
ICICIBANK	6	100
TATAMOTORS	3	53.6
TATAPOWER	7	53.1
HDFC	4	74.4
HINDALCO	7	65.4
TATACONSUM	6	65.6
DRREDDY	7	73.3
CIPLA	8	66.4
PIIND	7	53.9
JSWSTEEL	8	54.6

**Source:** Trendlyne



The selected companies with high and low to medium Piotroski Scores is provided in table 3.

**Table 3**  
**Chi-square Test -Promoters Holding and Piotroski Score**

<i>Promoters Holding</i>	<i>High Piotroski Score</i>	<i>Low to Medium Piotroski Score</i>	<i>Total</i>
<b>High Promoters Holding</b>	15	11	<b>26</b>
<b>Low Promoters Holding</b>	6	11	<b>17</b>
<b>Total</b>	<b>21</b>	<b>22</b>	<b>43</b>

**Null Hypothesis (H0):** *There is no association between magnitude of Promoters Holdings (High or Low) on the Piotroski Score (High or Low to Medium) of the selected NSE ESG 100 Index companies.*

**Alternative Hypothesis (H1):** *There exists an association between magnitude of Promoters Holdings (High or Low) on the Piotroski Score (High or Low to Medium) of the selected NSE ESG 100 Index companies.*

<i>Observed value (O)</i>	<i>Expected value (E)</i>	$(O - E)^2$	$(O - E)^2 / E$
15	13	4	0.31
6	8	4	0.5
11	13	4	0.31
11	9	4	0.44
<b><math>\Sigma[(O - E)^2 / E]=</math></b>			<b>1.56</b>

$$\chi^2 = \Sigma[(O - E)^2 / E] = 1.56$$

$$\text{Degrees of freedom: } v = (r - 1) (C - 1) = (2 - 1) (2 - 1) = 1$$

$$v = 1, \chi^2_{0.05} = 3.84$$

**Decision:** *The calculated value of  $\chi^2$ , i.e. 1.56 is smaller than the table value of  $\chi^2$  that is 3.84, the null hypothesis is accepted or fail to reject the null hypothesis. Hence there is no association between magnitude of Promoters Holdings (High or Low) on the Piotroski Score (High or Low and Medium) of the selected NSE ESG 100 Index companies.*

Now it is of paramount academic and research interests to ascertain the magnitude of volatility of stocks of the companies having high and low promoters holdings considered for the research study. The volatility of the stock is determined through Beta which is the slope of the characteristic regression line. Beta describes the relationship between the stock's return and market index return.

To assess the volatility of the stocks of the companies having high and low promoters holdings five companies with high promoters holdings and low promoters holdings each have been considered, i.e., total ten companies.

The companies taken into account for Beta calculation having high promoters' holdings are as under:

1. **Siemens India Limited**
2. **DLF Limited**
3. **ATGL**
4. **TCS**
5. **Torrent Pharmaceuticals Limited**

The companies considered for Beta calculation having low promoters holdings or professionally managed companies is provided in 6 to 10.

6. **Eicher Motors Limited**
7. **Mahindra & Mahindra Limited**
8. **ICICI Bank**
9. **Hero Motor Corporation**
10. **Tata Motors Limited**

The beta values of companies having high promoters and non-promoters holding along with the inferences is provided in table 4. Computation of beta values have been done in MS-Excel.

**Table 4**  
**Beta values of High and Low Promoters Holding Companies**

<i>S.No.</i>	<i>Companies</i>	<i>Beta Values</i>	<i>Inference</i>
1.	Siemens Limited	0.34	Since beta value is less than 1, it indicates that the stock is less volatile in response to the market index return, as 1 percent change in the market index return causes 0.34% change in the stock return.
2	DLF Limited	1.44	The beta value is more than 1, indicating that it is a volatile stock. It implies that 1% change in the market index return causes 1.44% change in the stock return.
3	Adani Total Gas Limited (ATGL)	1.95	As the beta value is much higher than 1, i.e., 1.95, it may be inferred that it is a highly volatile stock. From the beta value, it implies that 1% change in the market index return resulted into 1.95% change in the stock return.
4	TCS Limited	1.08	The stock is quite volatile as the beta value is 1.08, thereby indicating that 1% change in the market index return causes 1.08% change in the stock return.
5	Torrent Pharmaceuticals Limited	0.39	It is a less volatile stock as evident from the beta value, i.e., 0.39. It means that 1% change in the market index return causes 0.39% change in the stock return.
6	Tata Motors Limited	1.17	A highly volatile stock as the beta value is more than 1, thereby indicating that 1% change in market index return results into 1.17% change in stock return.

7	Mahindra & Mahindra Limited	0.99	The beta value of the stock is less than 1, a portend of relatively less volatile stock.
8	ICICI Bank	0.84	The stock is quite less volatile as the beta value is less than 1, meaning thereby that 1 percent change in market index return causes 0.84% percent change in the stock return.
9	Hero Motor Corporation	0.87	The stock has beta value of 0.87, implying that it is less volatile. In other words, it means that 1% change in market index return 0.87% change in the stock return.
10	Eicher Motors Limited	2.05	This stock is highly volatile as evident from its beta value which stood at 2.05. It can be inferred that 1% change in market index return causes 2.05% change in the stock return.

### Analysis and Discussion

From the aforesaid analysis of the performance of the companies with substantial and minority promoters holding, it may be inferred that financial governance wise as ascertained through Piotroski score both the categories of companies are on the same footing. It is heartening to note that in India both professionally managed and family owned enterprises are adhering to the best corporate governance practices. All the companies considered for the research study are on equal footing with reference to profitability; leverage, liquidity and source of funds and operating efficiency, the three parameters of Piotroski score.

On observing the beta values of the stocks, it may be inferred that both professionally managed companies as well as companies with high promoters holding have volatility in their stocks. However, it is important to note that Siemens India limited despite being a promoters holding company have registered a low volatility in its stock. On the contrary, Eicher Motors limited being a non-promoters holding company have exhibited a high volatility in its stock.

It is to be noted at this juncture that there are several yardsticks and approaches to determine the performance of a company on the financial governance criterion such as Alpha values, Altman Z-Score Model, Profits after Tax (PAT), Earnings before Interest and Tax (EBIT), DuPont Analysis, Karl Pearson's Correlation Coefficient to measure the

nature and extent of relationship between the stock market index return and stock return in a particular period, Market Adjusted Excess Return etc.

In this research paper two approaches that is extent of promoters holding and Piotroski score and beta value of the stocks. Hence, it must not be inferred that companies that have displayed high volatility in their stocks are not performing well in financial governance, as other parameters to estimate the financial governance have not been considered.

### **Conclusion**

Whether corporate houses are professionally managed or having high promoters holding, the boards of the companies should strive to espouse best corporate governance practices and enhance business value by embracing the tenets of 'ESG'. In other words, in order to increase the value of business in different ways like increasing profits, production, marketability of the goods produced, business expansions through organic or inorganic growth and so on and so forth, the board of the company should not lose focus on the elements covered under the 'Environmental', 'Social' and 'Governance' dimensions.

This research paper has delved into one facet of corporate governance i.e., financial governance but governance is a broad term and encompasses numerous components. Therefore, as mentioned, even if any company's financial governance does not appear to be optimistic as per the analysis conducted, it should not be surmised that the company is not making any endeavour or not ensuring adherence to the canons of corporate governance, as all the companies are mammoth in size, have large scale operations, employs work force of high calibre across all the hierarchies of the management and contribute significantly under the six capitals covered under Integrated Reporting, i.e., manufactured capital, natural capital, social & relationship capital, human capital, intellectual capital and financial capital. Hence in light of the above discussion, it may be opined that this research study is the 'tip of the iceberg' and more explorations will be conducted in near future.

### **Limitations and Scope for Future Research**

- 1) *Limitations:* The limitations of the research study are as under:
  - i) The research study is based on the secondary data.
  - ii) All the companies listed under NSE ESG 100 Index have not been studied.
  - iii) Due to technical constraints the other parameters of measuring financial governance have not been covered in the research study.

- 2) *Scope for Future Research*: The scope for future research are as under:
- i) Sustainability of the companies covered under NSE ESG 100 Index may be studied through Altman Z-Score Model.
  - ii) The magnitude of risks of the companies covered under the aforesaid category may be explored through Hamada Equation.
  - iii) The governance of the companies may be gauged on BRSR (Business Responsibility and Sustainability Reporting) principles of SEBI, GRI Standards etc.
  - iv) Whitbeck Kisor Model which is a function of three financial variables, i.e., growth rate of earnings, dividend payment rate (D/E) and risk in the growth rate that is deviation in the growth rate of stock may be applied on the NSE ESG 100 index companies to assess their financial governance.

## References

1. “Siemens Limited Shareholding Pattern, Accessed from <https://trendlyne.com/equity/share-holding/1237/SIEMENS/31-03-2022/siemens-ltd/>
2. “Havells India Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/525/HAVELLS/31-03-2022/havells-india-ltd/>
3. “Godrej Consumer Products Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/476/GODREJCP/31-03-2022/godrej-consumer-products-ltd/>
4. “ACC Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/22/ACC/31-03-2022/acc-ltd/>
5. “Hindustan Unilever Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/560/HINDUNILVR/latest/hindustan-unilever-ltd/>
6. “HCL Technologies Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/531/HCLTECH/latest/hcl-technologies-ltd/>
7. “DLF Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/337/DLF/latest/df-ltd/>
8. “Pidilite Industries Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/1037/PIDILITIND/latest/pidilite-industries-ltd/>

9. "Bajaj Finance Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/150/BAJFINANCE/latest/bajaj-finance-ltd/>
10. "Bharti Airtel Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/187/BHARTIARTL/latest/bharti-airtel-ltd/>
11. "Maruti Suzuki India Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/842/MARUTI/latest/maruti-suzuki-india-ltd/>
12. "Indian Railway Catering & Tourism Corporation Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/167028/IRCTC/latest/indian-railway-catering-tourism-corporation-ltd/>
13. "Cholamandalam Investment & Finance Company Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/262/CHOLAFIN/latest/cholamandalam-investment-finance-company-ltd/>
14. "Reliance Industries Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/1127/RELIANCE/latest/reliance-industries-ltd/>
15. "Tata Consultancy Services Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/1372/TCS/latest/tata-consultancy-services-ltd/>
16. "Asian Paints Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/117/ASIANPAINT/latest/asian-paints-ltd/>
17. "Torrent Pharmaceuticals Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/1409/TORNTPHARM/latest/torrent-pharmaceuticals-ltd/>
18. "Divi's Laboratories Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/336/DIVISLAB/latest/divi-s-laboratories-ltd/>
19. "Nestle India Limited Shareholding Pattern", Accessed from <https://trendlyne.com/equity/share-holding/930/NESTLEIND/latest/nestle-india-ltd/>

20. “Samvardhana Motherson International Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/878/MOTHERSON/latest/samvardhana-motherson-international-ltd/>
21. “Britannia Industries Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/220/BRITANNIA/latest/britannia-industries-ltd/>
22. “Power Grid Corporation of India Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/1057/POWERGRID/latest/power-grid-corporation-of-india-ltd/>
23. “Sun Pharmaceuticals Industries Limited Shareholding Pattern”, Accessed from <https://trendlyne.com/equity/share-holding/1316/SUNPHARMA/latest/sun-pharmaceutical-industries-ltd/>
24. Kaushik Rishabh (2023). “Promoter Holding: What is it? And how does it impact your investments”, Insider by Finology, Accessed at <https://insider.finology.in/behavioral-finance/promoter-holding>
25. Khatwani Ritesh, Raghuram Gopala, Mishra Mahima and Mistry Janki (2023). “Impact of Change in Promoters’ Shareholding Pattern on the Performance of Small-Cap-Value Equity Stocks in the National Stock Exchange of India”, Journal of Risk and Financial Management, Accessed from [https://mdpi-res.com/d\\_attachment/jrfm/jrfm-16-00032/article\\_deploy/jrfm-16-00032-v2.pdf?version=1674053233](https://mdpi-res.com/d_attachment/jrfm/jrfm-16-00032/article_deploy/jrfm-16-00032-v2.pdf?version=1674053233)
26. “ESG Investing and Analysis”, Accessed from <https://www.cfainstitute.org/en/research/esg-investing>
27. “Lowest Piotroski Score in BSE 500”, Accessed from [https://trendlyne.com/stock-screeners/fundamentals/PITROSKI\\_F/piotroski-score/lowest/index/BSE500/bse-500/](https://trendlyne.com/stock-screeners/fundamentals/PITROSKI_F/piotroski-score/lowest/index/BSE500/bse-500/)
28. “Highest Piotroski Score in BSE 500”, Accessed from [https://trendlyne.com/stock-screeners/fundamentals/PITROSKI\\_F/piotroski-score/highest/index/BSE500/bse-500/](https://trendlyne.com/stock-screeners/fundamentals/PITROSKI_F/piotroski-score/highest/index/BSE500/bse-500/)
29. “Historical Stock Prices of Siemens Limited”, Accessed from <https://finance.yahoo.com/quote/SIEMENS.NS/history/>
30. “Historical Stock Prices of DLF Limited”, Accessed from <https://finance.yahoo.com/quote/DLF.NS/history/>
31. Rao Vigneswara KT, H.S. Parameshwar, Ajay Bhima Kotha and Aradhyula Yadav Aditya (2018). “The Impact of Promoter Shareholding on Firm Value and Financial Performance: Empirical Evidence from Listed Firms in India”, Pacific Business



- Review International, Vol 11, Issue 5, Accessed from [http://www.pbr.co.in/2018/2018\\_month/Nov/9.pdf](http://www.pbr.co.in/2018/2018_month/Nov/9.pdf)
32. “Historical Stock Prices of Adani Total Gas Limited”, Accessed from <https://finance.yahoo.com/quote/ATGL.NS/history/>
  33. “Historical Stock Prices of Tata Consultancy Services Limited”, Accessed from <https://finance.yahoo.com/quote/TCS.NS/history/>
  34. “Historical Stock Prices of Torrent Pharmaceuticals Limited”, Accessed from <https://finance.yahoo.com/quote/TORNTPHARM.BO/history/>
  35. “Historical Stock Prices of Tata Motors Limited”, Accessed from <https://finance.yahoo.com/quote/TATAMOTORS.NS/history/>
  36. “Historical Stock Prices of Mahindra & Mahindra Limited”, Accessed from <https://finance.yahoo.com/quote/M&M.NS/history/>
  37. “Historical Stock Prices of ICICI Bank”, Accessed from <https://finance.yahoo.com/quote/ICICIBANK.NS/history/>
  38. “Historical Stock Prices of Hero MotorCorp Limited”, Accessed from <https://finance.yahoo.com/quote/HEROMOTOCO.NS/history/>
  39. “Historical Stock Prices of Eicher Motors Limited”, Accessed from <https://finance.yahoo.com/quote/EICHERMOT.NS/history/>

*To access the working of beta values of the companies considered for the Research study :*



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**THE INSTITUTE OF  
Company Secretaries of India**  
**भारतीय कम्पनी सचिव संस्थान**  
**IN PURSUIT OF PROFESSIONAL EXCELLENCE**  
Statutory body under an Act of Parliament  
(Under the jurisdiction of Ministry of Corporate Affairs)

20<sup>th</sup> July, 2023

## **Attention Students**

### ***Applicability of the Finance Act, 2022 for December, 2023 Examinations***

Students may note that, for December 2023 Session of Examination, Finance Act, 2022 (i.e. Assessment Year 2023-24 / Previous Year 2022-23) is applicable for the following papers:

#### **Executive Programme (O/S)**

(i) Tax Laws (Module-1, Paper-4)

#### **Executive Programme (N/S)**

(ii) Tax Laws & Practice (Group-2, Paper-7)

#### **Professional Programme**

(iii) Advanced Tax Laws (Module-1 Paper-2)

Students are also required to update themselves on all the relevant Rules, Notifications, Circulars, Clarifications, etc. issued by the CBDT, CBIC & Central Government, on or before 31<sup>st</sup> May, 2023 for December, 2023 Examination.

**Dte. of Academics**

# Regulatory Updates

## COMPANY LAW

- **The Limited Liability Partnership (Amendment) Rules, 2023**

*(Ministry of Corporate Affairs notification no. G.S.R. 411(E) dated June 02, 2023)*



The Ministry of Corporate Affairs (MCA) vide its notification dated June 02, 2023 has notified “the Limited Liability Partnership (Amendment) Rules, 2023”. The amendment revised the format of LLP Form No. 3, which pertains to “Information concerning Limited Liability Partnership Agreement and changes, if any.”

*For details:*

<https://www.mca.gov.in/bin/dms/getdocument?mds=iiQZzbSNrcRVS%252F9wRBqOew%253D%253D&type=open>

- **The Companies (Accounts) Second Amendment Rules, 2023**

*(Ministry of Corporate Affairs notification no. G.S.R. 408(E) dated June 02, 2023)*



The Ministry of Corporate Affairs (MCA) vide its notification dated June 02, 2023 has notified “the Companies (Accounts) Second Amendment Rules, 2023”. According to the notification a new proviso to rule 12(1B) of the Companies (Accounts) Rules, 2014 has been inserted stating about filing norms for Form CSR-2.

*For details:*

<https://egazette.gov.in/WriteReadData/2023/246244.pdf>

- **Relaxation in paying additional fees in case of delay in filing DPT-3 for Financial Year ended on 31st March 2023 up to 31st July 2023**

*(Ministry of Corporate Affairs General Circular no 06/2023 dated June 21, 2023)*



The Ministry by issuing general circular has stated that, due date for filing Form DPT-3 (Return of deposits) is 30th of June 2023 for the Financial Year ended on 31st March 2023. Keeping in view the transition of MCA-2 1 Portal from Version -2 to Version -3, it has been decided by it to allow companies to file Form DPT-3 for the financial year ended on 31<sup>st</sup> March 2023 without paying additional fees up to 31st July 2023.

*For details:*

<https://www.mca.gov.in/bin/dms/getdocument?mds=GZbzY8G5s24kITjoGKWLQQ%253D%253D&type=open>

## DIRECT TAX

## Notifications

- **Pension fund 2743298 Ontario Limited notified for exemption u/s 10(23FE) of Income Tax Act, 1961 [Notification No. 36 Dated June 7, 2023]**

The Central Government specifies the pension fund, namely, 2743298 Ontario Limited (PAN: AACCCZ0130B), as the specified person for the purposes of the Explanation 1 of Section 10(23FE) sub-clause (iv) of clause (c) in respect of the eligible investment made by it in India subject to the fulfilment of the certain specified conditions.



For details:

<https://incometaxindia.gov.in/communications/notification/notification-36-2023.pdf>

- **CBDT revises Forms relating to Advance Ruling under Section 245Q(1) of Income-tax Act, 1961. [Notification No. 37 Dated June 12, 2023]**

Rule 44-E relates to Application for obtaining an advance ruling under which sub-rule (2) has been revised. The Central Board of Direct Taxes will pronounce the certification of copies of the advance rulings. The following Forms have been substituted:



- Form No. 34C- Form of application by a non-resident applicant for obtaining an advance ruling
- Form No. 34D- Form of application by a resident applicant seeking an advance ruling in relation to a transaction undertaken or proposed to be undertaken by him with a non-resident.
- Form No. 34DA- Form of application by a resident applicant seeking an advance ruling, in relation to a transaction which has been undertaken or is proposed to be undertaken.
- Form No. 34E- Form of application by a resident falling within such class or category of persons as notified by Central Government for obtaining an advance ruling.
- Form No. 34EA- Form of application by a person for obtaining an advance ruling.

For details:

<https://incometaxindia.gov.in/communications/notification/notification-37-2023.pdf>

- **CBDT introduces additional member for resolving differences of opinion in Advance Rulings under Income Tax [Notification No. 38 Dated June 12, 2023]**

The CBDT has made amendments to the e-advance rulings Scheme, 2022. The scheme is now called the e-advance rulings (Amendment) Scheme, 2023. The Board for Advance Rulings will consider the applicant's response and provide an opportunity of being heard through video conferencing or video telephony. The Board will pronounce the advance ruling on the specified question and send a copy to the applicant and the relevant authority.



In case of differing opinions among the Board members, the matter will be referred to the Principal Chief Commissioner of Income-tax (International Taxation), who will nominate a member from another Board for Advance Rulings, and the decision will be based on the majority opinion.

*For details:*

<https://incometaxindia.gov.in/communications/notification/notification-38-2023.pdf>

- **Cost Inflation Index FY 2023-24 [Notification No. 39 Dated June 12, 2023]**

Cost Inflation Index	FY 2023-24	348
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*For details:*

<https://incometaxindia.gov.in/communications/notification/notification-39-2023.pdf>

- **CBDT Notifies New Form 10IEA for Opting & withdrawing from New Tax regime for FY 2023-24 [Notification No. 43 Dated June 21, 2023]**

The Finance Act 2023 amended provisions of section 115BAC to provide the reduced tax rates under the new tax scheme for the assessment year 2024-25 and onwards. The new tax scheme is made the default scheme for taxpayers, and its scope also extended to the Association of Persons (AOP), Body of Individuals (BOI) and Artificial Juridical Person (AJP). The Central Board of Direct Taxes (CBDT) has notified Income-tax (Tenth Amendment) Rules, 2023 to implement consequential changes. These rules modify the existing rules 2BB, 3, and 5, and also introduce a new Rule 21AGA.



*For details:*

<https://incometaxindia.gov.in/communications/notification/notification-43-2023.pdf>

- **CBDT approves University of Patanjali' for Social Science Research under Section 35 of Income Tax Act [Notification No. 44 Dated June 23, 2023]**

The Central Government approves 'M/s Patanjali Yog Peeth Nyas, Delhi (PAN: AABTP0560H) for its university unit 'University of Patanjali', Haridwar' under the category of 'University, College or Other Institution' for research in 'Social Science or Statistical Research' for Section 35(1)(iii) of the Income-tax Act, 1961 read with rules 5C and 5E of the Income-tax Rules, 1962.



*For details:*

<https://incometaxindia.gov.in/communications/notification/notification-44-2023.pdf>

- **CBDT amends rules pertaining to registration, approval & activities of Institutions, trusts & funds [Notification No. 45 Dated June 23, 2023]**

The CBDT vide the Income-tax (Eleventh Amendment) Rules, 2023, has made amendments to Rule 2C, Rule 11AA, and Rule 17A, as well as various forms (Form No. 10A, Form No. 10AB, Form No. 10AC, Form No. 10AD, Form No. 10B, and Form No. 10BB) related to Charitable Trusts and NGO. These changes will be effective from



October 1, 2023.

*For details:*

<https://incometaxindia.gov.in/communications/notification/notification-45-2023.pdf>

- **Deemed Arm's Length Price for Assessment Year 2023-2024 [Notification No. 46 Dated June 26, 2023]**

CBDT notifies the deemed arm's length price for assessment year 2023-2024. The notification introduces a tolerance range for wholesale trading and other cases in international transactions or specified domestic transactions. In the case of wholesale trading, the tolerance range is set at one percent, while for all other cases, it is set at three percent. The deemed arm's length price will be applicable for assessment year 2023-2024.



*For details:*

<https://incometaxindia.gov.in/communications/notification/notification-46-2023.pdf>

### Circular

- **CBDT extends the timeline for submission of Quarter 1 TDS/TCS Statement [Circular No. 9 Dated June 28, 2023]**

The CBDT has eased compliance for taxpayers by extending time limit for furnishing the statement of Deduction of tax and Collection of Tax for the first quarter of the financial year 2023-24, initially due on July 15 and July 31, 2023 respectively has been deferred to September 30, 2023.



*For details:* [incometaxindia.gov.in/communications/circular/circular-9-2023.pdf](https://incometaxindia.gov.in/communications/circular/circular-9-2023.pdf)

- **CBDT issues Frequently Asked Questions (FAQs) for removal of difficulty on issues pertaining to TCS on LRS and purchase of overseas tour program package [Circular No. 10 Dated June 30, 2023]**

The Central Board of Direct Taxes (CBDT) has clarified following points on FAQs regarding the implementation of changes related to Tax Collection at Source (TCS) on the Liberalised Remittance Scheme (LRS) and the purchase of overseas tour program packages.



- No TCS on Expenditure through International Credit Cards
- Combined Threshold of Rs 7 Lakh Applicable for TCS on LRS
- Threshold of Rs. 7 Lakh per financial year per individual
- Rs 7 Lakh Threshold for Remitter and not for Authorized Dealer
- Independent Thresholds for TCS on LRS and Overseas Tour Packages
- TCS on Rs 3 Lakh Remitted under LRS for Overseas Tour ?
- Scope of Remittance under LRS for Medical Treatment and Education
- TCS on Purchase of Overseas Tour Program Packages

*For details:*

<https://incometaxindia.gov.in/communications/circular/circular-10-2023.pdf>

## BANKING LAWS

- **Guidelines on Default Loss Guarantee (DLG) in Digital Lending (Notification no. RBI/2023-24/41 DOR.CRE.REC.21/21.07.001/2023-24 dated June 08, 2023)**

Arrangements between Regulated Entities (REs) and Lending Service Providers (LSPs) or between two REs involving Default Loss Guarantee (DLG), commonly known as FLDG, has since been examined by the Bank and it has been decided to permit such arrangements subject to the certain guidelines. DLG arrangements conforming to these guidelines shall not be treated as 'synthetic securitisation' and/or shall also not attract the provisions of 'loan participation'.



For details: <https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=12514&Mode=0>

- **Framework for Compromise Settlements and Technical Write-offs (Notification no. RBI/2023-24/40DOR.STR.REC.20/21.04.048/2023-24 dated June 08, 2023)**

The Reserve Bank of India has issued various instructions to Regulated Entities (REs) regarding compromise settlements in respect of stressed accounts from time to time, including the Prudential Framework for Resolution of Stressed Assets dated June 7, 2019, which recognises compromise settlements as a valid resolution plan. With a view to provide further impetus to resolution of stressed assets in the system as well as to rationalise and harmonise the instructions across all REs, as announced in the Statement on Developmental and Regulatory Policies released on June 8, 2023, it has been decided to issue a comprehensive regulatory framework governing compromise settlements and technical write-offs covering all the REs.



For details: <https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=12513&Mode=0>

- **Master Direction on Minimum Capital Requirements for Operational Risk (Notification no. RBI/DOR/2023-24/103DOR.ORG.REC.22/21.06.050/2023-24 dated June 26, 2023)**

The Reserve Bank of India being satisfied that it is necessary and expedient in the public interest to do so, hereby issues the Master Direction on Minimum Capital Requirements for Operational Risk. All existing approaches viz. Basic Indicator Approach (BIA), The Standardised Approach (TSA)/ Alternative Standardised Approach (ASA) and Advanced Measurement Approach (AMA) for measuring minimum Operational Risk Capital (ORC) requirements shall be replaced by the new Standardised Approach with coming into effect of these Directions. The provisions of these Directions shall apply to all Commercial Banks (excluding Local Area Banks, Payments Banks, Regional Rural Banks, and Small Finance Banks).



For details: <https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=12520&Mode=0>

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# *Legal Maxims*

S. No.	Legal Maxim	Meaning	Example
1	<i>Actionable per se</i>	The very act is punishable, and no proof of damage is required.	The Act of violating the Traffic Rules are <i>actionable per se</i> .
2	<i>Ab initio</i>	From the beginning	The Contract between A and B is void <i>ab initio</i> .
3	<i>Jus cogens</i>	Compelling law	No state or individual may deviate from or violate some human rights rules that are recognized as <i>Jus cogens</i> under international law such as the prohibitions on torture and slavery.
4	<i>Lex loci</i>	The law of the place	In a contract dispute arises between two companies based in different countries, the <i>Lex loci</i> principle was used by the court and ruled that the contract should be governed by the laws of the country where it was signed.
5	<i>Nemo dat quod non habet</i>	No one gives what he does not have	Karan purchased a car from Arjun for Rs. 5 lakh. Later it was found that Arjun has stolen this car from someone else. According to the principle of <i>Nemo dat quod non habet</i> , Karan does not acquire the valid ownership of the car, because Arjun does not have the right to sell the stolen property.

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# *Legal World*

## CORPORATE LAWS

*PRAGA TOOLS CORPORATION v. C. A. IMANUAL & ORS[SC]*

*Civil Appeal No. 612 of 1966*

*J.M.Shelat & Vishishtha Bhargava, JJ. [Decided on 19/02/1969]*

*Equivalent citations: 1969 AIR 1306; 1969 SCR (3) 773; 1969 SCC (1) 585 (1969) 39 Comp Cas 889.*

**Companies Act,1956 read with constitution of India- Article 226 and government company-writ petition filed by workers to set aside the settlement – High Court allowed the same-whether correct-Held, No. Whether writ of mandamus lies against a company-Held, No.**

**Brief facts :** The Appellant had two rival unions and a settlement was entered into with one union. Workers challenged this settlement before the High court under writ seeking a declaration that the settlement was null and void. In this petition the company was made a party and the conciliation officer was not made a party. Though the High court held that writ petition is not maintainable against a company, yet it gave the declaration. The appellant company challenged this before the Supreme Court.

**Decision :** Appeal Allowed.

**Reason :** Thus the only question which arises in this appeal is, whether in the view that it took that the writ petition was not maintainable against the company, the High Court could still grant the said declaration.

In our view the High Court was correct in holding that the writ petition filed under Art. 226 claiming against the company mandamus or an order in the nature of mandamus was misconceived and not maintainable. The writ obviously was claimed against the company and not against the conciliation officer in respect of any public or statutory duty imposed on him by the Act as it was not he but the company who sought to implement the impugned agreement.

The grievance of the company, however, is that though the High Court held rightly that no such petition was maintainable, it nevertheless granted a declaration in favour of three of the said workmen, a declaration which it could not issue once it held that the said writ petition was misconceived. The argument was that such a declaration, if at all, could only issue against public bodies or companies or corporations set up or controlled by statutes in respect of acts done by them contrary to or in breach of the provisions of such statutes. If a public authority purports to dismiss an employee otherwise than in accordance with mandatory procedural requirements or on grounds other than those sanctioned by the statute the courts would have jurisdiction to declare its act a nullity.

The High Court, however, relied on two decisions of this Court as justifying it to issue the said declaration. But neither of these two decisions is a parallel case which could be relied on. In the first case, the declaration was granted not against a company, as in the present case, but against the State Government and the declaration was as regards the invalidity of certain clauses of a notification issued by the Government in pursuance of power under s. 5 of the Minimum Wages Act, 1948 on the ground that the said clauses were beyond the purview of that section. In the second case also, certain rules made under the Cochin Tobacco Act of 1081 (M.E.) and the Travancore Tobacco Regulation of 1087 (M.E.) were declared void ab initio. These cases were therefore not cases where

writ petitions were held to be not maintainable as having been filed against a company and despite that fact a declaration of invalidity of an impugned agreement having been granted.

In our view once the writ petition was held to be misconceived on the ground that it could not lie against a company which was neither a statutory company nor one having public duties or responsibilities imposed on it by a statute, no relief by way of a declaration as to invalidity of an impugned agreement between it and its employees could be granted. The High Court in these circumstances ought to have left the workmen to resort to the remedy available to them under the Industrial Disputes Act by raising an industrial dispute thereunder. The only course left open to the High Court was therefore to dismiss it. No such declaration against a company registered under the Companies Act and not set up under any statute or having any public duties and responsibilities to perform under such a statute could be issued in writ proceedings in respect of an agreement which was essentially of a private character between it and its workmen.

High Court, therefore, was in error in granting the said declaration. The result is that the appeal must be allowed and the said declaration set aside.

*CENTRAL BOARD OF TRUSTEES v. KUMAR RAJAN & ANR [NCLAT]*

*Company Appeal (AT) (CH) (Ins) No. 268/2021*

*M. Venugopal & Shreasha Merla. [Decided on 21/06/2023]*

**Brief facts:** Petitioner lodged a claim with the RP which was allowed only to the extent of about 35%. The application against the rejection of the balance claim was rejected by the NCLT. Aggrieved the appellant appealed to the NCLAT.

**Decision :** Allowed.

**Reason :** It is submitted by the Learned Counsel for the Appellant that the RP had classified them as 'Operational Creditors' without approving the Notice of the Adjudicating Authority based on the ratio laid down by this Tribunal in the matter of Jet Aircraft Maintenance Engineers Welfare Association Vs Ashish Chhawchharia, Resolution Professional of Jet Airways (India) Ltd. & Ors. reported in Company Appeal (AT) (CH) (Ins) No. 752/2021 which relied upon the Apex Court Judgment in the matter of Sunil Kumar Jain vs Sundaresh Bhatt, reported in Civil Appeal No. 407/2023, dated 30/01/2023.

Initially, the Claim Petition under Form F was filed for Rs. 23,74,92,674/- (Rupees Twenty Three Crores Seventy Four Lakhs Ninety Two Thousand Six Hundred and Seventy Four Only) before the 'Interim Resolution Professional' ("IRP") on 26/02/2020. Thereafter a revised claim in Form F was filed for Rs. 30,46,31,880/- (Rupees Thirty Crore Forty Six Lakhs Thirty One Thousand Eight Hundred and Eighty Only) on 21/10/2020 and the same was also admitted by the RP. It is submitted that the EPFO would have to be paid in priority to all other claims and that even in Liquidation Proceedings, the EPFO is outside the waterfall mechanism provided under Section 53 of the Code. However, the RP intimated them that they are entitled to only 35.13% of the total admitted claim of Rs. 30,46,31,880/- (Rupees Thirty Crore Forty Six Lakhs Thirty One Thousand Eight Hundred and Eighty Only).

In the aforementioned Judgment [Maharashtra State Cooperative Bank Limited vs. Assistant Provident Fund Commissioner & Others, (2009) 10 SCC 123] a clear direction was given to the successful resolution applicant to make payment of the admitted claims towards provident fund dues. The Hon'ble Apex Court has laid down that the share of workmen dues shall be kept outside the

liquidation assets and the concerned workmen / employees shall have to be paid the same, out of such Provident fund, Gratuity Fund, if any available.

Keeping in view, the afore noted principle is applicable to the facts of this case, the instant Company Appeal is allowed with a direction to include these amounts in the Resolution Plan.

*K K ROPEWAYS LTD v. BILLION SMILES HOSPITALITY PVT LTD [NCLAT]*

*Comp. App (AT) (CH) (INS.) No. 246 / 2021*

*M. Venugopal & Shreasha Merla. [Decided on 12/06/2023]*

**Insolvency and Bankruptcy Code,2016 read with Arbitration and Conciliation Act,1996- Operational creditor obtained a exparte arbitration award against the corporate debtor- this award was challenged by the corporate debtor and the petition was pending final adjudication- operational creditor filed CIRC petition to execute the award- whether tenable- Held, No.**

**Brief facts:** The Appellant (Operational Creditor) had obtained an ex-parte arbitral award against the Respondent (Corporate Debtor). The said award was challenged by the Respondent under section 34 of the Arbitration and Conciliation Act,1996 ("the Act"). In order to execute the said award, the Appellant filed the main petition CP (IB) No. 276 / BB / 2019, which was dismissed by the Adjudicating Authority (National Company Law Tribunal', Bengaluru Bench) on the ground of pre-existing debt. Aggrieved, the Appellant preferred the present appeal.

**Decision :** Dismissed.

**Reason :** The primordial question that arises for determination in the instant Appeal is that whether the main petition filed by the Appellant is, per se, maintainable for the purpose of executing the award.

By virtue of the arbitration clause as per Agreement, the Appellant had secured the ex-parte award and as against the same the Respondent filed an appeal in terms of Section 34 of the Act. The very fact that an appeal was filed against the ex-parte award by the Respondent, prima facie there exists a pre-existing dispute.

As far as the present case is concerned, this Tribunal points out that the award came to be passed based on the rental dispute, and when the appeal was filed by the Respondent against the award the operational debt can only considered to be under dispute in the considered opinion of this Tribunal.

It cannot be gainsaid that, for initiating a Corporate Insolvency Resolution Process, against the Corporate Debtor, there ought to be no real dispute existing between the respective Parties to the Debt wed in question. So long as the arbitration award was challenged under the relevant Section of the Arbitration and Conciliation Act, 1996, the Operational Debt in the instant Appeal is considered to be under dispute as opined by this Tribunal.

The other candid fact that weighs against the Appellant is that the main Petition was filed on 20.06.2019, of course, after a gap of about four months from the date of demand notice dated 21.02.2019, and no reasons were assigned for the delay in not taking the diligent steps by the Appellant, towards the implementation of the Award, in accordance with Law.

In so far as the amount awarded in Award, is not disputed, and in reality, due to efflux of time, the interest, gets added on the Award Due Amount. As such, the difference in the amount, mentioned in the Demand Notice, dated 21.02.2019, in the main Petition, and in service Record of Default, with the Information Utility, produced by the Appellant with Affidavit, dated 09.03.2021, will not exhibit any incompatibility, so as to be of any assistance, to the Respondent / Corporate Debtor.

In the light of foregoing detailed discussions, on a careful consideration of the contentions advanced on the side of the Appellant, and keeping in mind of the facts and circumstances of the case, in a conspectus fashion, this Tribunal, comes to an inescapable, inevitable and irresistible conclusion that the view arrived at by the Adjudicating Authority in dismissing the main petition filed by the Appellant, for recovering the sum awarded in arbitration proceedings is free from any legal errors. Consequently, the appeal sans merits.

*HASMUKHLAL MADHAVLAL PATEL v. AMBIKA FOOD PRODUCTS PVT. LTD[SC]*

*Civil Appeals No. 8194 & 8195 of 2018*

*K.M. Joseph & B.V. Nagarathna, JJ. [Decided on 15/06/2023]*

**Companies Act, 2013 - oppression and financial mismanagement- increase of authorised capital and allotment of shares- disputes arose between three groups of shareholders over allotment of shares - whether a case of oppression- Held, No.**

**Brief facts:** The first respondent is a closely private limited company. It had three groups of shareholders. H.M. Patel Group (30.80%), Sheth Group (45%) and V.P. Patel Group (24.20). The authorised share capital of the company was increased from Rs.1 crore to 2 Crore and the additional shares were allotted which was the reason for the disputes between these three groups. V.P.Patel Group and Sheth Group filed petitions against the company and H.M Patel Group alleging financial mismanagement and oppression.

NCLT, Ahmedabad Bench disposed of the petitions by upholding the increase of the share capital and with respect to allotment of shares and other allegations by issuing certain directions. NCLAT also affirmed substantially the order passed by the NCLT. The modification was only in regard to paragraph-92C (supra) of the Order of the NCLT. The NCLAT substituted the words 'financial year 2008-2009' in place of '2009- 2010'. Affirming the rest of the directions, the Appeals were disposed of. It is this Order, which was impugned in the Appeals before the Supreme Court.

**Decision :** Partly allowed.

**Reason :** The bone of contention between the parties has narrowed down to one issue. The appellants take exception to the Order of the NCLAT, affirming the direction of the NCLT, by which, allotment of shares in respect of the increased share capital, was to be made to all the existing shareholders of the company as on 18.12.2009, in proportion to their shareholding. It was the further direction in paragraph-92A (supra) of the NCLT, that in case, if any of the shareholders is not willing to subscribe for additional shares, then, those shares shall be allotted to other shareholders, taking their options again, proportionate to their shareholdings.

The position under the Companies Act, 1956, under Section 81, remained the same in that it is only the company, in its General Body Meeting, which could increase the Authorised Capital. The position still continued that call it increase in Subscribed Capital, it must be within the limits of the Authorised Capital.

By the Resolution dated 18.12.2009, the Board of Directors had not actually purported to increase the Authorised Capital. The contents of the last paragraph of the Resolution, makes it abundantly

clear that the Board of Directors was aware that the power lay with the General Body of shareholders to bring about an increase in the Authorised Capital. It has, no doubt, undertaken to resolve to issue further capital, even though it could be said that as on 18.12.2009, there was 'no further capital' subsisting in terms of the limit of Rs.1 crore, which constituted the Authorised Capital as on 18.12.2009. The Resolution to allot the shares in 1:1 ratio and the indication that shares, which are not applied for, could be the subject matter of allotment to other shareholders, were all to become operative upon the applications being considered. The Minutes further reveal that the consideration of the application was to await the increase in the Authorised Capital in a duly constituted meeting of the General Body of shareholders.

It is, no doubt, true that the proper way of doing it could have been to pass a Resolution after the shareholders resolved to increase the Authorised Capital. It is equally true that such a Resolution was passed on 27.01.2010. The question is, as to whether the act of the Board of Directors attracted the opprobrium of it being an act of oppression. We would think that the decisions of the Board of Directors on 18.12.2009, understood as a whole, only means that the Resolution to issue further capital was to become effective only after the Authorised Capital was duly increased. This is not a case where the Board of Directors had resolved to allot the shares otherwise disregarding the mandate of Section 81 of the Act. What is more shares have been offered on a ratio of 1:1 to the existing shareholders. They were given the choice of refusal or to apply for more or lesser number of shares. This is not a case where the Resolution was to allot the further shares to the Directors or Members of their Group alone. There is a concurrent finding that the decision to go in for increase in capital, viz., Authorised Capital, was not vulnerable to attack. The decision was based on the advice given by the Bank. The purpose of the Board of Directors to increase the capital has been admittedly found to be bona fide. An incidental gain, namely the change in the shareholding pattern is entirely the inevitable result of the refusal of the respondent's groups to apply. We cannot proceed on the basis that the appellants foresaw and deliberately planned the whole affair. If only the respondents had applied, the situation would not have happened.

As far as the aspect that, the purported object was shown as generating fresh funds but in place of Rs.90 lakhs only Rs.21 lakhs was brought in goes, the fact that the paid-up capital was apparently shown as credited by cancelling loans due by the company to the appellants group, should not prevent this Court from overlooking the fact that the debt-equity ratio has undoubtedly been improved. It must be borne in mind that the whole idea was to get funds from the Bank for the expansion of the company. The case of the respondents that there were loans due to them also may not advance their case. It would have been different if the respondents had applied and sought adjustment of the consideration by cancelling loans given by them to the company and it was rejected.

On the whole, in the facts, the appellants cannot be described as having acted in a defective or in an unfair manner, in the matter of allotment of further shares particularly when the contention of the respondents about the bona fides of the decision to increase the authorised capital has been found in favour of the appellants. The appeals are partly allowed. The direction to allot shares in the impugned order is set aside. The order for conducting audit will remain undisturbed. There will be no order as to costs.



## COMPETITION LAW

*COAL INDIA LTD v. COMPETITION COMMISSION OF INDIA (SC)*

*Civil Appeal No.2845 of 2017 with connected appeals*

*K.M. Joseph, B. V. Nagarathna & Ahsanuddin Amanullah, JJ.[Decided on 15/06/2023]*

**Competition Act,2002 read with Coal Mines Nationalisation Act- abuse of dominance-whether CCI has jurisdiction to inquire into the allegation with respect to a nationalised coalmine company- Held, Yes.**

**Brief facts :** The second respondent had provided information to the CCI which the CCI proceeded to consider and it found the abuse of dominant position by the appellants. The appellant appealed to the Competition Appellate Tribunal, which affirmed the findings and conclusion recorded by the CCI on various facets of abuse of dominant position. The abuse of dominant position was ascribed to the appellants and the appeal was dismissed. Aggrieved by the dismissal of the appeal, the Appellant approached the Supreme Court.

**Decision :** Dismissed.

**Reason :** The principal bone of contention of the appellant appears to be that Coal India Limited, the first appellant (hereinafter referred to as 'CIL') being a monopoly created by a statute and what is more important, geared and duty bound to achieve the objects declared in Article 39(b) of the Constitution of India and the second appellant, Western Coalfields Limited, a subsidiary company of the first appellant cannot be bound by the Competition Act, 2002 (hereinafter referred to as the 'Act'). In other words, having regard to the very object and purpose for which it was brought into being and the law surrounding such a body, applying the Act would produce such anomalous results as would stultify the sublime goal enshrined in Article 39(b) as also the statute under which CIL witnessed its birth.

Since it was found that there were proceedings pending before the Commission/Tribunal wherein a similar question would directly arise, transfer petitions were filed to call for such proceedings to this Court. It is hence, that the Transfer petitions which we are dealing with came to be allowed. This is however, on the understanding that the Court would not go into the merits of the individual cases but would confine itself to ruling on the question of law raised by the appellants, viz., the applicability of the Act to them.

We must proceed on the basis that there is no challenge to the Act. This means that we must take the Act as it is and place an interpretation on it as would be most suitable in accordance with well-established principles. In other words, this is not a case where the Court has been invited to pronounce on the vires of the Act.

We may bear in mind that Government Departments are also expressly covered within the expression 'enterprise' under the Act. No doubt, Departments discharging sovereign functions are excluded but save those Government departments which are excluded, the Government Departments being State, are equally obliged to bear in mind the Directive Principles. The radical nature of the law contained in the Act has made a perceptible departure from the erstwhile law contained in the MRTP Act. We have noticed Section 3 of the MRTP Act, which sought to protect Government entities, as provided therein, from the reach of the MRTP Act. The fact that Government Departments, which follow policies of the Government, are expected to comply with the Act, has a deep impact on the contentions of the appellant that they are outside of the purview of the Act. It would involve elevating the appellants to a status above that of a Government Department to approve of the argument that Article 39(b), would allow the appellants to resist action under the

Act, when it does not allow the Government Department, under which, in fact, the appellants operate to do so.

It is, undoubtedly, true that there has been a vesting of rights in regard to the mines under the Nationalisation Act. Still further, there has been a vesting under Section 5 of the Nationalisation Act of the rights of the lessee in the first appellant. Under Section 11 of the Nationalisation Act, the power of general superintendence, direction, control and management of the vested mins, vest in the first appellant-Company. If Section 28 of the Act is evoked and a direction is given to order division, undoubtedly, it would be inconsistent with the provisions of the Nationalisation Act.

Section 54 of the Act gives power to the Central Government to exempt from the application of the Act or any provision and for any period, which is specified in the Notification. The ground for exemption can be security of the State or even public interest. It is not as if the appellants, if there was a genuine case made out for being taken outside the purview of the Act in public interest, the Government would be powerless. We say no more.

We would hold that there is no merit in the contention of the appellants that the Act will not apply to the appellants for the reason that the appellants are governed by the Nationalisation Act and that Nationalisation Act cannot be reconciled with the Act. This is subject to the appellants having all the rights to defend their actions under the law and as indicated hereinbefore. The transferred cases shall be sent back so that they may be dealt with on their own merits. The transferred cases are disposed of.

## LABOUR LAW

*BATRA HOSPITAL & MEDICAL v. BATRA HOSPITAL EMPLOYEES UNION[DEL]*

*LPA No. 99 of 2018 & CM NO. 49958/2022*

*Najmi Waziri & Sudhir Kumar Jain ,JJ. [Decided on 26/05/2023]*

**Section 32 of the Payment of Bonus Act,1965 read with section 80G Income tax Act,1961-hospital run by a charitable trust- Tax exemption certificate granted by Income tax- whether exempted from payment of bonus act based on this tax certificate- Held, No.**

**Brief facts:** The employees of the appellant hospital raised an industrial dispute claiming bonus under the Payment of Bonus Act,1965 (the Act). The labour Tribunal rejected the contention on the ground that the appellant is a charitable trust and exempted from the provisions of the Act. On appeal, the Single Judge reversed the judgement of the Tribunal and held that the Appellant is covered under the Act. Aggrieved by the judgement of the Single Judge, the Appellant had challenged the same under Letters Patent Appeal.

**Decision :** Dismissed.

**Reason :** The Act was enacted with objective to provide for the payment of bonus to persons employed in certain establishments on the basis of profits or on the basis of production or productivity. Section 1 of the Act provides that the Act shall apply to every factory and every other establishment in which twenty or more persons are employed on any day during an accounting year. Section 32 of the Act exempts certain classes of employees from their entitlement to bonus. The hospitals which are "established not for the purposes of profit" are exempted from the applicability of the Act by virtue of sub-clause (c) of clause (v) of section 32 .

After analytical and critical analysis of material on record including impugned judgment we are of view that the learned Single Judge rightly did not agree with above findings of the Tribunal while observing that these findings are presumptuous in nature and the Tribunal did not disclose how or why it presumes that a Trust which sets up hospitals which provide free treatment to needy patients is not working "for the purpose of profit". It is difficult to accept the contention that the appellant could be regarded as established "not for the purpose of profit". The learned Single Judge has observed that profits were in fact earned by the appellant but were funnelled back into the appellant Hospital to enhance its services and as a result thereof, the appellant Hospital had expanded, from a small institution in 1986 to a 312-bedded hospital as on the date of the Award and must have been further expanded manifold. The earning of the profit would necessarily entail the responsibility of sharing some part of such profit with the employees or workmen whose effort have significantly contributed towards the earning of the profit which is mandate of the Act and it would not fair for the appellant to evade this responsibility.

In his cross-examination, MW1 has admitted that the appellant hospital was not in possession of any material to establish that poor persons were given free treatment by the appellant Hospital, in fact he admitted that the Hospital was running on the basis of the income received from patients, apart from donations received by it. The said witness failed to identify the location of the display or any notice or intimation to the general public that the appellant Hospital was being run on charitable purposes. Most strikingly, the management's witness was unable to name even a single patient who had been given free treatment by the appellant Hospital. MW1 also admitted that the appellant Hospital has issued a booklet mentioning the rates of various services rendered by it but could not recall information regarding providing of free treatment in any of the brochures issued by the appellant Hospital.

The learned Single Judge in para no.49 of the impugned judgment observed that perusal of the certificates issued to the appellant Hospital under section 80G of the Income Tax Act reveals that they have been issued under sub-section (5) thereof and exemption under sub-section (5) of section 80G of the Income Tax Act is available "to donations to any institute or fund referred to in sub-clause (iv) of clause (a) of sub section (2) only if it is established in India for a charitable purpose.." and further observed that as per arguments advanced on behalf of the appellant Hospital there is no real difference between the expressions "established not for the purpose of profit" and "established for a charitable purpose" and the certificates issued to appellant Hospital under section 80G of the Income Tax Act effectively conclude the factual position that the appellant-Hospital was established not for the purpose of profit.

The learned Single Judge has rightly rejected the said argument by observing that the definition of "charitable purpose" as contained in clause (15) of section 2 of the Income Tax Act defeats the said contention, because it would be hazardous to presume that every organization which is certified under section 80G of the Income Tax Act would be entitled ipso facto to immunity from the applicability of the Act and the word "charitable purpose" as used in section 80G(5) of the Income Tax Act may not readily be equated with the words "not for the purpose of profit", as used in section 32(v)(c) of the Act.

In our view observation of the learned Single Judge made in impugned judgment that the objects and purposes of the Income Tax Act and the Act are distinct and different from each other. Consequently, the purpose of grant of exemption in respect of donations made to an organization certified under section 80G of the Income Tax Act would be distinct from the purpose of granting immunity to an organization or institution from the applicability of section 32(v)(c) of the Payment of Bonus Act. The appellant has neither placed on record any notification to prove that the equipment imported by the appellant Hospital was exempted from levy of any statutory duty.

In the background of above facts, we are of the considered opinion that the appellant Hospital cannot be regarded as established "not for the purpose of profit" as required by section 32(v)(c) of the Payment of Bonus Act and the dominant purposed of the appellant is manifestly to earn the profit. We are in agreement with the findings of the learned Single Judge that the impugned Award was passed on assumptions and presumptions and without considering the material evidence on record including statements of the witnesses and the contents of the affidavits filed by them. The impugned Award cannot be sustained on facts or in law. There is no merit in the appeal. The appellant Hospital is not entitled for exemption under section 32 (v)(c) of the Act. It is liable to pay bonus to its employees as per mandate of the Act. The appellant Hospital is directed to comply with directions in terms of para 59 of the impugned judgment.

## GENERAL LAW

*K.C. NINAN v. KERALA STATE ELECTRICITY BOARD & ORS [SC]*

*Civil Appeal No 2109-2110 of 2004 with connected appeals*

*Dr.D.Y. Chandrachud, P.S.N.Rao & Hima Kholi, JJ. [Decided on 19/05/2023]*

**Electricity laws- outstanding dues by predecessor owner of the premises- disconnection of electricity- successor denied reconnection without paying the outstanding dues of the predecessor- whether correct and tenable-Held, Yes.**

**Brief facts:** The nineteen cases in this batch of appeals follow a similar pattern of facts. The supply of electricity was discontinued due to the failure of the previous owners to pay the dues for consumption of electricity on the premises. The previous owners had borrowed money or raised loans on the security of their premises. In some cases, the erstwhile owner went into liquidation. The premises were sold in auction sales generally on an "as is where is" basis. The new owners, who purchased the properties in auction, applied for new electricity connections for the premises to which electricity had been disconnected for failure to pay the dues. The Electric Utilities refused to provide an electricity connection unless the auction purchaser paid the dues of the previous owner. This refusal was derived from powers conferred under subordinate legislations, notifications, electricity Supply Codes or state regulations. The denial of electricity supply resulted in the institution of petitions under Article 226 before the High Court, leading to the judgments which are in appeal.

**Decision & Reason :** The Court, after elaborately discussing the electricity laws, concluded as under:

The conclusions are summarised below:

- a. The duty to supply electricity under Section 43 of the 2003 Act is not absolute, and is subject to the such charges and compliances stipulated by the Electric Utilities as part of the application for supply of electricity;
- b. The duty to supply electricity under Section 43 is with respect to the owner or occupier of the premises. The 2003 Act contemplates a synergy between the consumer and premises. Under Section 43, when electricity is supplied, the owner or occupier becomes a consumer only with respect to those particular premises for which electricity is sought and provided by the Electric Utilities;

- c. For an application to be considered as a 'reconnection', the applicant has to seek supply of electricity with respect to the same premises for which electricity was already provided. Even if the consumer is the same, but the premises are different, it will be considered as a fresh connection and not a reconnection;
- d. A condition of supply enacted under Section 49 of the 1948 Act requiring the new owner of the premises to clear the electricity arrears of the previous owner as a precondition to availing electricity supply will have a statutory character;
- e. The scope of the regulatory powers of the State Commission under Section 50 of the 2003 Act is wide enough to stipulate conditions for recovery of electricity arrears of previous owners from new or subsequent owners;
- f. The Electricity Supply Code providing for recoupment of electricity dues of a previous consumer from a new owner have a reasonable nexus with the objects of the 2003 Act;
- g. The rule making power contained under Section 181 read with Section 50 of the 2003 Act is wide enough to enable the regulatory commission to provide for a statutory charge in the absence of a provision in the plenary statute providing for creation of such a charge;
- h. The power to initiate recovery proceedings by filing a suit against the defaulting consumer is independent of the power to disconnect electrical supply as a means of recovery under Section 56 of the 2003 Act; i. The implication of the expression "as is where is" basis is that every intending bidder is put on notice that the seller does not undertake responsibility in respect of the property offered for sale with regard to any liability for the payment of dues, like service charges, electricity dues for power connection, and taxes of the local authorities; and j. In the exercise of the jurisdiction under Article 142 of the Constitution, the Electric Utilities have been directed in the facts of cases before us to waive the outstanding interest accrued on the principal dues from the date of application for supply of electricity by the auction purchasers.

*B AND T AG v. MINISTRY OF DEFENCE [SC]*

*Arbitration Petition (C) No. 13 of 2023*

*Dr. D.Y.Chandrachud & J.B. Pardiwala, J. [Decided on 18/05/2023]*

**Arbitration and Conciliation Act,1996- Section 11(6)- respondent encashed the bank guarantee towards liquidated damages- petitioner continued negotiations- negotiations failed- arbitration application filed to appoint the arbitrator- whether arbitrator to be appointed-Held, No.**

**Brief facts :** The Petitioner had entered into an agreement with the Respondent for the supply of 15668 sub-machine guns under a Fast Track Procedure. The dispute between the parties arose in relation to the alleged wrongful encashment of warranty bond by the respondent. This action on the part of the respondent, i.e., of encashing Liquidated Damages (LDs) for the requisite amount was on account of delay in the supply of goods beyond the contractual time period. Further, the respondent on 26.09.2016 deducted the amount for recovery of applicable LDs. The amount was consequently, credited into the Government Account as per the instructions contained in the letter dated 11.08.2016 issued on behalf of the President of India.

Despite the aforesaid, the parties continued to engage themselves in "bilateral discussions" with a view to explore the possibility of resolving the dispute regarding imposition of the LDs and encashment of the WBG. However, the respondent vide its letter dated 22.09.2017 informed the

petitioner, that all actions taken by the respondent were in accordance with the terms of the Contract, and that the petitioner was given sufficient opportunity to present its case.

In these circumstances, the petitioner approached the Supreme Court for the appointment of arbitrator.

**Decision :** Dismissed.

**Reason :** On a conspectus of all the aforesaid decisions what is discernible is that there is a fine distinction between the plea that the claims raised are barred by limitation and the plea that the application for appointment of an arbitrator is barred by limitation.

“Cause of action” means the whole bundle of material facts, which it is necessary for the plaintiff to prove in order to entitle him to succeed in the suit. Cause of action becomes important for the purposes of calculating the limitation period for bringing an action. It is imperative that a party realises when a cause of action arises. If a party simply delays sending a notice seeking reference under the Act 1996 because they are unclear of when the cause of action arose, the claim can become time-barred even before the party realises the same.

We once again go back to the facts of the present case. Even according to the petitioner, the disputes arose between the parties in relation to the wrongful encashment of bank guarantee vide letter dated 16.02.2016 for Euro 201,793.75 (“BG”) and for wrongful imposition of liquidated damages to the tune of Euro 399,0240.10. We are at one with the learned ASG that this was the “Breaking Point”. What is more important is the fact that the respondent on 26.09.2016, deducted the amount towards recovery of the liquidated damages. The requisite amount was credited into the Government account in accordance with the instructions contained in the letter dated 11.08.2016. This was the end of the matter. To say that even thereafter, the petitioner kept negotiating with the respondent in anticipation of some amicable settlement would not save the period of limitation.

The plain reading of the aforesaid letter would indicate that the disputes between the parties had cropped up way back in the year 2014 itself. This is evident by the date 24.10.2014 figuring in the aforesaid letter dated 24.02.2016. The letter indicates that after the disputes arose between the parties, the petitioner tried to offer its explanation and put forward its case vide letter dated 24.10.2014. The respondent by letter dated 24.02.2016 clarified or rather informed the petitioner that the justifications put forward by the petitioner vide its letter dated 24.10.2014 were duly considered and thereafter, a final decision was taken for encashment of the liquidated damages. Therefore, the petitioner is not justified in saying that it continued to negotiate till 2019. The mere bald assertion in this regard is not sufficient as observed by this Court in *Geo Miller (supra)*. The entire history of the negotiation between the parties must be specifically pleaded and placed on record. It is only after the entire history of negotiation is pleaded and placed on record that the Court would be in a position to consider such history so as to find out what was the “Breaking Point” at which any reasonable party would have abandoned efforts at arriving at a settlement and contemplated referral of the dispute for arbitration.

At the cost of repetition, we state that when the bank guarantee came to be encashed in the year 2016 and the requisite amount stood transferred to the Government account that was the end of the matter. This “Breaking Point” should be treated as the date at which the cause of action arose for the purpose of limitation.

Negotiations may continue even for a period of ten years or twenty years after the cause of action had arisen. Mere negotiations will not postpone the “cause of action” for the purpose of limitation.

The Legislature has prescribed a limit of three years for the enforcement of a claim and this statutory time period cannot be defeated on the ground that the parties were negotiating.

The case on hand is clearly and undoubtedly, one of a hopelessly barred claim, as the petitioner by its conduct slept over its right for more than five years. Statutory arbitrations stand apart.


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# *Case Snippets*



## COMPANY LAW

Case Title	Judgment / Conclusion	QR Code
<p><i>Union of India and another vs. Deloitte Haskins and Sells LLP &amp; Anr. Supreme Court criminal appeal nos. 2305-2307 of 2022, 03.05.2023</i></p>	<p><b>Resignation of Auditor will not end proceedings under Section 140(5)</b></p> <p>The Apex Court held that the subsequent resignation of an auditor after the application is filed under section 140(5) by itself shall not terminate the proceedings under section 140(5). Resignation and/or removal of an auditor cannot be said to be an end of the proceedings under section 140(5).</p> <p>The Supreme Court upheld the constitutional validity of Section 140(5) of the Companies Act, 2013 and held that that the provision is "neither discriminatory, arbitrary and/or violative of Articles 14, 19(1)(g) of the Constitution of India". It is required to be noted that the role of auditors cannot be equated with directors and/or management. Auditors play very important role in the affairs of the company and therefore they have to act in the larger public interest and all other stakeholders including investors etc. Chapter X of the Act specifically for the "Audit and Auditors" looking to the importance of the auditors. Therefore, section 140(5) cannot be said to be discriminatory and/or violative of Article 14 of the Constitution of India".</p>	



*Student Services*

## IMPORTANT ALERTS / ANNOUNCEMENTS FOR STUDENTS

**PRE-EXAM TEST IS EXEMPTED FOR STUDENTS WHO UNDERGO CLASSES AT REGIONAL AND CHAPTER OFFICES (SUBJECT TO MEETING THE CONDITIONS)**

**Key highlights on Switchover from Old Syllabus (2017) to New Syllabus (2022) for CS Executive Programme students**

[https://www.icsi.edu/media/webmodules/key\\_highlights\\_switchover\\_20022023.pdf](https://www.icsi.edu/media/webmodules/key_highlights_switchover_20022023.pdf)

**ONLINE PROFESSIONAL PROGRAMME PASS CERTIFICATE DECEMBER,2022 SESSION AT DIGILOCKER PLATFORM**

[https://www.icsi.edu/media/webmodules/Announcement\\_reg\\_Professional\\_Programme\\_Pass\\_Certificate\\_December\\_2022\\_Session.pdf](https://www.icsi.edu/media/webmodules/Announcement_reg_Professional_Programme_Pass_Certificate_December_2022_Session.pdf)

**Cut-Off Dates for the year 2023**

[https://www.icsi.edu/media/webmodules/CUT\\_off.pdf](https://www.icsi.edu/media/webmodules/CUT_off.pdf)

**ICSI Study Centres**

[https://www.icsi.edu/media/webmodules/Study\\_Centre.pdf](https://www.icsi.edu/media/webmodules/Study_Centre.pdf)

**Join CSEET classes at ICSI Regional/Chapter Offices**

<https://www.icsi.edu/crt/>

**Details Regarding Class-Room Teaching Centres at Regional /Chapters Offices**

<https://www.icsi.edu/crt/>

**Number of Class-Room Teaching Centres at Regional /Chapters Offices**

<https://www.icsi.edu/media/webmodules/websiteClassroom.pdf>

**Announcement regarding Digital Professional Programme Pass Certificate**

[https://www.icsi.edu/media/webmodules/Announcement\\_03012023.pdf](https://www.icsi.edu/media/webmodules/Announcement_03012023.pdf)

**How to Download E-Professional Programme Certificate from Digi locker**

[https://www.icsi.edu/media/webmodules/How\\_to\\_Download\\_Professional\\_Pass\\_Certificate\\_from\\_Digilocker.pdf](https://www.icsi.edu/media/webmodules/How_to_Download_Professional_Pass_Certificate_from_Digilocker.pdf)

**Chartered Secretary Journal**

**(Up-gradation of the knowledge of the Members and students)**

<https://www.icsi.edu/cs-journal/>

**Donate for the Noble Initiative of the Institute - "SHAHEED KI BETI SCHEME"**

[https://www.icsi.edu/media/webmodules/Shahheed\\_ki\\_beti.jpg](https://www.icsi.edu/media/webmodules/Shahheed_ki_beti.jpg)

## REGISTRATION

1. Registration for CS Executive Entrance Test (CSEET):
  - ✓ Information in detail: [https://www.icsi.edu/media/webmodules/Flyer\\_2023\\_01.jpg](https://www.icsi.edu/media/webmodules/Flyer_2023_01.jpg)
  - ✓ Link to register: [https://smash.icsi.edu/Scripts/CSEET/Instructions\\_CSEET.aspx](https://smash.icsi.edu/Scripts/CSEET/Instructions_CSEET.aspx)
2. Registration for CS Executive Programme:
  - ✓ Information in detail:  
[https://www.icsi.edu/media/webmodules/11112022\\_ICSI\\_Students\\_leaflet.pdf](https://www.icsi.edu/media/webmodules/11112022_ICSI_Students_leaflet.pdf)
3. Renewal of Registration/Registration Denovo (for Executive Programme & Professional Programme Students)
 

Registration of students registered upto and including July 2018 stands terminated on expiry of five-year period on 30<sup>th</sup> June, 2023. All such students whose registration has been expired are advised to seek Registration De novo follow:

  - ✓ Registration De novo link: <https://smash.icsi.edu/Scripts/login.aspx>
  - ✓ Process of Denovo:  
[https://www.icsi.edu/media/webmodules/user\\_manual\\_for\\_reg\\_denovo.pdf](https://www.icsi.edu/media/webmodules/user_manual_for_reg_denovo.pdf)
4. Opportunity for students to validate their registration three months prior to Expiry of Registration
  - ✓ Follow:[https://www.icsi.edu/media/webmodules/14112022\\_Denovo3monthspriortoexpiryofRegistration.pdf](https://www.icsi.edu/media/webmodules/14112022_Denovo3monthspriortoexpiryofRegistration.pdf)
5. Continuation of Registration w.e.f. 3rd February 2020
 

Students will have to keep their registration renewed from time to time even after passing Professional Programme Stage till completion of all the training requirements to become entitled to be enrolled as member of the Institute. Guidelines and process are available at the following url:

  - ✓ Follow:[https://www.icsi.edu/media/webmodules/student/Guidelines\\_ContinuationRegistration.pdf](https://www.icsi.edu/media/webmodules/student/Guidelines_ContinuationRegistration.pdf)
  - ✓ Follow:[https://www.icsi.edu/media/webmodules/Detailed\\_notification\\_continuation\\_of\\_reg\\_proypass\\_stud.pdf](https://www.icsi.edu/media/webmodules/Detailed_notification_continuation_of_reg_proypass_stud.pdf)



### !!ATTENTION STUDENTS!!

Cut- off- Date for Acceptance of Applications for Admission to Executive/ Professional Programme is 31.07.2023 (for appearing in Any one module in December 2023 Examination)

Register online through <https://smash.icsi.edu>

## 6. Registration to Professional Programme:

Students who have passed/completed both modules of the Executive examination are advised to seek registration to Professional Programme through online mode.

The prescribed registration fee is Rs. 12,000/-. Students are also required to remit Rs. 1000/- towards Pre-exam test at the time of registration. Eligibility of students for appearing in the Examinations shall be as under: -

Session	Modules	Cut-off date for Registration	Illustrative Example
June	All	30th November (Previous Year)	All students registered upto 30th November 2022 shall be eligible to appear in examination of All Modules in June 2023 Session.
	One	31st January (Same Year)	All students registered upto 31st January 2023 shall be eligible to appear in examination of any One Module in June 2023 Session.
December	All	31st May (Same Year)	All students registered upto 31st May 2023 are eligible to appear in examination of All Modules in December 2023 Session
	One	31st July (Same year)	All students registered upto 31st July 2023 are eligible to appear in examination of any One Module in December 2023 Session.

While registering for the Professional Programme, students are required to submit their option for the Elective Subject under Module 3.

Notwithstanding the original option of Elective Subject, students may change their option of Elective Subject at the time of seeking enrolment to the Examinations. There will be no fee for changing their option for elective subject, but the study material if needed will have to be purchased by them against requisite payment. Soft copies of the study materials are available on the website of the Institute. Guidelines for Option to change the Elective Subject under module-3 of Professional Programme are available at:

[https://www.icsi.edu/media/website/Guidelines\\_Switchover.pdf](https://www.icsi.edu/media/website/Guidelines_Switchover.pdf)

**Important: The students shall also be required to pass the online pre-exam test in such manner and mode as may be determined by the Council.**

## 7. Re-Registration to Professional Programme:

Students who have passed Intermediate Course/ Executive Programme under old syllabus and are not eligible for seeking Registration Denovo may resume CS Course from

Professional Programme Stage. Detailed FAQ, Prescribed Application Form, etc. may be seen at

<https://www.icsi.edu/media/webmodules/REREGISTRATION.pdf>

## EXEMPTIONS AND SWITCHOVER

### 1. Clarification Regarding Paper wise Exemption:

(a) Students enrolling on the Company Secretary (CS) Course shall be eligible for paper-wise exemption (s) based on the higher qualifications (ICAI (cost)/LLB) acquired by them. Such students' needs to apply for paper wise exemption in desired subject through 'Online Smash Portal complying all the requirements. There is a one-time payment of Rs. 1000/- (per subject). For details and Process please visit:

- ❖ [https://www.icsi.edu/media/webmodules/Paperwise\\_exemption\\_syllabus17.pdf](https://www.icsi.edu/media/webmodules/Paperwise_exemption_syllabus17.pdf)
- ❖ [https://www.icsi.edu/media/webmodules/ATTENTION\\_STUDENTS\\_RECIPROCAL\\_EXEMPTION\\_NEW\\_SYLLABUS\\_2022.pdf](https://www.icsi.edu/media/webmodules/ATTENTION_STUDENTS_RECIPROCAL_EXEMPTION_NEW_SYLLABUS_2022.pdf)
- ❖ [https://smash.icsi.edu/Documents/Qualification\\_Based\\_Subject\\_ExemptionandCancellation\\_Student.pdf](https://smash.icsi.edu/Documents/Qualification_Based_Subject_ExemptionandCancellation_Student.pdf)

(b) The last date for submission of requests for exemption, complete in all respects, is 9<sup>th</sup> April for June Session of examinations and 10<sup>th</sup> October for December session of Examinations. Requests, if any, received after the said cut-off dates will be considered for the purpose of subsequent sessions of examinations only.

(c) The paper wise exemption once granted holds good during the validity period of registration or passing/completing the examination, whichever is earlier.

(d) Paper-wise exemptions based on scoring 60% marks in the examinations are being granted to the students automatically and in case the students are not interested in availing the exemption they may seek cancellation of the same by submitting request through the Online facility available at <https://smash.icsi.edu/scripts/login.aspx> 30 days before commencement of examination.

Session	Cut-off date for Cancellation of Exemption/ Re-submitting the Call-For Documents for Granting Exemption
June Session	1 <sup>st</sup> May
December Session	20 <sup>th</sup> November

User manual for cancellation of Exemption:

- ❖ <https://www.icsi.edu/media/webmodules/USER%20MANUAL%20FOR%20CANCELLATION%20OF%20EXEMPTION.pdf>

If any student appears in the examinations disregarding the exemption granted on the basis of 60% marks and shown in the Admit Card, the appearance will be treated as valid, and the exemption will be cancelled.

- (e) It may be noted that candidates who apply for grant of paper wise exemption or seek cancellation of paper wise exemption already granted, must see and ensure that the exemption has been granted/cancelled accordingly. Candidates who would presume automatic grant or cancellation of paper wise exemption without obtaining written confirmation on time and absent themselves in any paper(s) of examination and/or appear in the exempted paper(s) would do so at their own risk and responsibility and the matter will be dealt with as per the above guidelines.
- (f) Exemption once cancelled on request in writing shall not be granted again under any circumstances.
- (g) Candidates who have passed either module of the Executive/Professional examination under the old syllabus shall be granted the paper wise exemption in the corresponding subject(s) on switchover to the new/latest syllabus.
- (h) No exemption fee is payable for availing paper wise exemption on the basis of switchover or on the basis of securing 60% or more marks in previous sessions of examinations.

## 2. Syllabus Switchover:

Revision of syllabus is a constant exercise by the Institute to ensure up-gradation of knowledge amongst the student community.

*Please Note: -*

- a) All switchover students are eligible to appear in the Online Pre-Examination Test which is compulsory under the new syllabus before enrolling for any examinations. Process For Remitting the Fee for Pre-Examination Test is available in the link:
  - ❖ <https://www.icsi.edu/media/webmodules/PreExamTestProcess.pdf>
  - ❖ <https://www.icsi.edu/media/webmodules/ProcessRemitPretestFeeUnderSyllabus2022.pdf>
- b) Study material is not issued free of cost to the switchover students. Therefore, the student needs to obtain study material, at a requisite cost.
- c) Revert Switchover is not Permissible.
- d) Other details regarding Exemptions and Switchover are available on the student page at the website of the Institute.

## PROCESS/ USER MANUAL TO SWITCHOVER:

- ✓ Login with user ID and password (<https://smash.icsi.edu/Scripts/login.aspx> )
- ✓ Click on Module > Switchover > Apply for Switchover

- ✓ Click on the tab “Request for switchover.”
- ✓ click on the checkbox at the bottom and submit your request. **(Successful message will reflect on your Screen.)**

## IMPORTANT LINKS

- [https://www.icsi.edu/media/webmodules/switchover\\_process.pdf](https://www.icsi.edu/media/webmodules/switchover_process.pdf)
- [https://www.icsi.edu/media/webmodules/Correspondingexemptiona fterswitchover%20-Fnd\\_ExePrg.pdf](https://www.icsi.edu/media/webmodules/Correspondingexemptiona fterswitchover%20-Fnd_ExePrg.pdf)
- [https://www.icsi.edu/media/webmodules/Switchover\\_17092016.pdf](https://www.icsi.edu/media/webmodules/Switchover_17092016.pdf)
- <https://www.icsi.edu/media/webmodules/ICSI%20New%20Syllabus%202022.pdf>

## ENROLLMENT TO EXECUTIVE & PROFESSIONAL PROGRAMME EXAMINATION (REGULATION 35)

- (i) The examinations for the Executive & Professional Programme Stage of CS Course are conducted in June and December every year.
- (ii) The schedule for submission of online application along with the prescribed examination fee for enrolment to June and December Sessions of Examinations are as under:

Session	Period during which the students can submit examination form and fee	Period during which the students can submit examination form and fee (with prescribed fee)
<b>June</b>	The online examination enrollment window is opened tentatively on 27th February and the students may submit the forms upto 25th March without late fee	Students may submit the examination form during 26th March to 9th April with Late Fee.
<b>December</b>	The online examination enrollment window is opened tentatively on 26th August and the students may submit the forms upto 25th September without late fee	Students may submit the examination form during 26th September to 9th October with Late Fee.

The eligibility conditions for seeking enrollment to Executive & Professional Programme Examination are as per the cut off available at

[https://www.icsi.edu/media/webmodules/CUT\\_off.pdf](https://www.icsi.edu/media/webmodules/CUT_off.pdf)

- (iii) Students who have registered for the Foundation/Executive Programme on or after 1st June 2019 are required to complete a One Day Orientation Programme in order to become eligible for enrollment on the June/December Examinations.



- (iv) Students who have registered in the Executive/Professional Programme are required to complete Pre-Examination Test to become eligible for enrolment to June/December Examinations.

### PROCEDURAL COMPLIANCE

#### CHANGE OF ADDRESS/CONTACT DETAILS/CREATION OF PASSWORD

##### Process 1: Manual for Change of Mobile number, Email Id

**Step 1: Log in with valid credentials at** <https://smash.icsi.edu/scripts/login.aspx>

Step 2: Change Mobile Number and Email address.

##### Process 2: Process to change correspondence /permanent address.

**Step 1: Log in with valid credentials at** <https://smash.icsi.edu/scripts/login.aspx>

Step 2: To change Correspondence address Step 3: Click on Save Button

##### Process 3: Change/Reset Password

**Step 1: Log in with valid credentials on** [smash.icsi.edu](https://smash.icsi.edu)

**Step 2:** Click on Profile > Change Password or

**Forget password/Reset Password:** <https://smash.icsi.edu/scripts/GetPassword.aspx>

##### Process 4: Change Name/Photograph/Signature

[https://www.icsi.edu/media/webmodules/Change\\_of\\_name\\_photograph\\_signature\\_requests\\_for\\_students\\_are\\_payable\\_now.pdf](https://www.icsi.edu/media/webmodules/Change_of_name_photograph_signature_requests_for_students_are_payable_now.pdf)

#### STUDENT IDENTITY CARD

Identity Card can be downloaded after logging into the Student Portal at:

[www.icsi.edu](https://www.icsi.edu).

**Step 1: Log in with valid credentials on** [smash.icsi.edu](https://smash.icsi.edu)

**Step 2:** Click on Module > Student Services > Identity Card

DEDUCTION OF 30% OF THE TOTAL FEE REMITTED BY THE APPLICANT IN RESPECT OF REGISTRATIONS LYING PENDING FOR MORE THAN A YEAR

Visit for details:


[https://www.icsi.edu/media/webmodules/Fees\\_Refund\\_Guidelines\\_Admission\\_Fees.pdf](https://www.icsi.edu/media/webmodules/Fees_Refund_Guidelines_Admission_Fees.pdf)

## Revision of Syllabus for Candidates appearing in CSEET from November 2023 Session onwards!


The Syllabus of Company Secretary Executive Entrance Test (CSEET) has been revised and applicable from November **2023 CSEET Session onwards**. It shall be comprised of four papers and the nomenclature of the papers is as under:

<b>Part</b>	<b>Subject</b>	<b>Sub Part</b>	<b>Total Marks</b>
1	Business Communication	--	50
2	Legal Aptitude and Logical Reasoning	A - Legal Aptitude (30 Marks) B - Logical Reasoning (20 Marks)	50
3	Economic and Business Environment	A – Economics (25 Marks) B – Business Environment (25 Mark)	50
4	Current Affairs and Quantitative	A – Current Affairs (30 Marks) B – Quantitative Aptitude (20 Marks)	50
<b>Total Marks</b>			<b>200</b>


## ALL STUDENTS INDIA COMPANY LAW QUIZ 2023 FOR CS



G20  
भारत 2023 INDIA



**THE INSTITUTE OF  
Company Secretaries of India**  
भारतीय कम्पनी सचिव संस्थान  
IN PURSUIT OF PROFESSIONAL EXCELLENCE  
Statutory body under an Act of Parliament  
(Under the jurisdiction of Ministry of Corporate Affairs)



75  
Azadi Ka  
Amrit Mahotsav

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**Vision**  
"To be a global leader in promoting good corporate governance"

**Motto**  
सत्यं वद। धर्मं चर। इष्टार्थं कुरु। तृणपत्रेः श्रेष्ठं त्वु कुरु।

**Mission**  
"To develop high calibre professionals facilitating good corporate governance"

# ALL INDIA COMPANY LAW QUIZ 2023

## For CS students



**No Participation Fee**

**All Executive and Professional Programme students of the Institute having a valid registration number as on 31<sup>st</sup> May 2023, shall be eligible to participate in the competition.**

**For registration**


<https://g25.tcsion.com/EFForms/configuredHtml/1677/62659/application.html>

Registration open	Thursday, 20 <sup>th</sup> April 2023 at 10.00 AM	*Prize money*	Executive	Professional
Registration close	Wednesday 31 <sup>st</sup> May 2023, at 5.00 PM		1 <sup>st</sup> Prize Rs. 50,000/-	1 <sup>st</sup> Prize Rs. 50,000/-
Preliminary Round	Friday, 30 <sup>th</sup> June 2023 Online Mode, MCQ Pattern From 10 AM to 5 PM		2 <sup>nd</sup> Prize Rs. 30,000/-	2 <sup>nd</sup> Prize Rs. 30,000/-
Quarter-Final Round	Friday, 14 <sup>th</sup> July 2023 Online Mode, MCQ Pattern From 10 AM to 5 PM		3 <sup>rd</sup> Prize Rs. 20,000/-	3 <sup>rd</sup> Prize Rs. 20,000/-
Semi Final Round	Tuesday, 1 <sup>st</sup> August 2023 Online Mode, MCQ Pattern From 10 AM to 5 PM		*TDS will be deducted as per applicable rates	
Final Round (Physical mode)	Saturday, 16 September 2023		For any query contact at : <a href="mailto:icsi_aiclq@icsi.edu">icsi_aiclq@icsi.edu</a>	

**CS Manish Gupta**  
President, The ICSI

**CS B. Narasimhan**  
Vice President, The ICSI

**CS Asish Mohan**  
Secretary, The ICSI

Connect with ICSI | [www.icsi.edu](http://www.icsi.edu) |  | Online helpdesk : <http://support.icsi.edu>



**THE INSTITUTE OF  
Company Secretaries of India**  
भारतीय कम्पनी सचिव संस्थान  
IN PURSUIT OF PROFESSIONAL EXCELLENCE  
Statutory body under an Act of Parliament

## “शहीद की बेटी” (Martyr's Daughter)

Dear Students,

It is indeed an honour to be a part of an Institute which has attained institutional excellence and is a torch bearer for the cause of Good Corporate Governance.

As part of social responsibility and in alignment towards the initiatives of Government of India the scheme “Shaheed Ki Beti” was launched during the Golden Jubilee ceremony and the Institute got the privilege to confer the first certificate under this scheme to the Prime Minister of India, Sh. Narendra Modi on 4<sup>th</sup> October 2017.

Under 'Shaheed Ki Beti' scheme, the Institute is providing financial support to the girl child of martyrs for her higher education.

A separate fund has been created and the amount accumulated under the Fund “Shaheed ki Beti” is donated to the concerned wing of Ministry of Defence. Institute has already donated Rs. 15 lac under the scheme in the recent past.

**The Institute acknowledges the contribution of the stakeholders who are generously donating towards the “Shaheed Ki Beti” initiative of the Institute on their Birthdays or otherwise.**

Shaheed Ki Beti scheme has given us an opportunity to support our courageous martyred soldiers and their bereaved families. Through this unique scheme, Institute will definitely bring a radical change in the life of families of the valiant martyrs who have laid their lives while upholding the sovereignty and integrity of the country.

**We request all other members and students of ICSI to come forward and contribute for this noble initiative.**

**The amount can be transferred online as per details given below.**

National Electronic Fund Transfer (NEFT) Mandate Form	
(Mandate for Receiving Payment Through NEFT/RTGS)	
Vendor Name	THE INSTITUTE OF COMPANY SECRETARIES OF INDIA
Address of Vendor	C-36-37, ICSI HOUSE, INSTITUTIONAL AREA, SECTOR 62 NOIDA UP 201309
Permanent Account Number (PAN)	AAATT1103F
Particulars of Bank Account	
A. Name of Bank	Indian Bank
B. Name of Branch	Sector 61
C. Address	D-211/2 SECTOR 61 NOIDA 201301
D. City Name	NOIDA
E. IFSC Code (11 digits)	IDIB000N108
F. 9 digit MICR Code appearing on the Cheque Book	110019035
G. Type of Account (10/11/13)	SAVINGS (10)
H Account No.	706959465

**Our small gesture can bring smile to the faces of many bereaved families.**

**Team ICSI.**



## Join online classes at the Regional/Chapter Offices/Study Centres of The ICSI and excel in Examination.

### Pre-exam test is exempted for Class-Room Teaching Students (Condition apply)

#### Dear Student,

As you are aware, the CS Course allows the flexibility of undergoing professional education as per the convenience of the students through distance learning mode.

However, keeping in view the requests of the students, the institute has been arranging Class-Room Teaching facilities as its Regional Offices and many of the Chapter Offices and Study Centres. A list of Offices presently providing the Class-Room Teaching facility may be seen at the following link of the Institute's website: <https://www.icsi.edu/crt>

We recommend the students of the Institute to join the classes conducted by the Regional & Chapter Offices and Study Centres for quality education at nominal fee.

Most of the Regional Chapter offices conduct these classes. Kindly contact your nearest Regional/Chapter Office/ Study Centre. The contact details are available at the following link: <https://www.icsi.edu/media/webmodules/websiteClassroom.pdf>

Besides regular classes, the Institute is also conducting demo classes, mock tests, revision classes, and classes on individual subjects which help students in preparing for the main examination.

The Coaching Classes are organized throughout the year corresponding with each session of CS Examination held in June and December every year.

As you are aware the Pre-Examination Test is compulsory for all students of Executive and Professional Programme under new syllabus. The students undergoing the Class-Room Teaching and pass the requisite tests forming part of the coaching are exempted from appearing in the Pre-Exam Test. The standard procedure for joining the coaching classes at the Regional/Chapter Offices is as under:

Step - 1	Contact the nearest Regional/Chapter Office of the Institute from the list given at the link. <a href="https://www.icsi.edu/media/webmodules/websiteClassroom.pdf">https://www.icsi.edu/media/webmodules/websiteClassroom.pdf</a>
Step - 2	Ascertain the Date of Commencement of Coaching Class and the timings of the classes
Step - 3	Enquire about the availability Demo Classes and if available attend the same as per the schedule
Step - 4	Remit the applicable fess at the Regional/Chapter Office
Step - 5	Attend the Coaching Classes as per the schedule and appear in the CS Main examinations

The Institute shall be able to commence Class-Room Teaching facility at the remaining Chapter Offices also subject to the participation of students.

Team ICSI

**Hurry up! Registration open for  
Company Secretary Executive Entrance Test (CSEET)  
November 2023 Session**

	 <p><b>THE INSTITUTE OF Company Secretaries of India</b> भारतीय कम्पनी सचिव संस्थान IN PURSUIT OF PROFESSIONAL EXCELLENCE Statutory body under an Act of Parliament (Under the jurisdiction of Ministry of Corporate Affairs)</p>	
<p><b>Vision</b> "To be a global leader in promoting good corporate governance"</p>	<p><b>Motto</b> सत्यं वद। धर्मं चर। इच्छते क्वेद ज्ञानते: क्वेदते स्यु क्वेद क्वेद।</p>	<p><b>Mission</b> "To develop high calibre professionals facilitating good corporate governance"</p>
		
<p><b>"UGC Recognises CS Qualification as Equivalent to a Post Graduate Degree." COMPANY SECRETARY EXECUTIVE ENTRANCE TEST (CSEET)</b></p>		
<p><b>HURRY UP</b> Last date of registration for the same will be <b>15<sup>th</sup> October 2023.</b></p>	<p><b>MINIMUM ELIGIBILITY</b> Passed or appearing in the Senior Secondary (10+2) Examination or equivalent.</p>	<p><b>EXEMPTED FROM CSEET</b> (Eligible to Take Direct Admission in CS Executive Programme) Foundation passed of ICSI/Final passed of ICAI/Final passed of ICMAI/Graduates (having minimum 50% marks)/Post Graduates</p>
<p><b>November 2023 session of CSEET</b> is proposed to be held on Saturday, 4<sup>th</sup> November 2023.</p>		
<p>Register Now: <a href="https://smash.icsi.edu/Scripts/CSEET/Instructions_CSEET.aspx">https://smash.icsi.edu/Scripts/CSEET/Instructions_CSEET.aspx</a></p>		
<p>Connect with ICSI <a href="http://www.icsi.edu">www.icsi.edu</a>  Online Helpdesk : <a href="http://support.icsi.edu">http://support.icsi.edu</a></p>		

## ATTENTION STUDENTS!

### ICSI Merit Scholarship for Meritorious Students and Merit-cum Means Assistant Scheme for economically Weaker Students

ICSI is running a Merit Scholarship scheme to recognize the meritorious performance of the students in the Institute's examinations and Merit-cum Means Assistant Scheme for economically needy candidates. The highlights of the schemes are as under –

#### (A) Merit Scholarship

**Award of Merit Scholarship** - The merit scholarship shall be granted purely in order of merit only to a registered students for the Executive Programme/Intermediate or Professional Programme/Final examination, as the case may be.

#### Eligibility

##### 1. For Executive Programme/Intermediate Course -

The candidate should –

- have passed all the papers of Foundation Programme examination at one sitting, in the first attempt, without exemption in any paper and secured at least a minimum of 55 per cent marks in the aggregate; and
- have applied for registration as a student of the Institute by making application in the prescribed form(s) together with the requisite registration fee within three months from the date of declaration of his/her result of the Foundation Programme examination.

##### 2. For Professional Programme/Final Course

The candidate should have passed all the papers included under both modules/groups of Executive Programme/Intermediate examination at one sitting, in the first attempt, without exemption in any paper, and secured at least a minimum of 55 per cent marks in the aggregate

#### Number Of Scholarships –

For Executive Programme/Intermediate Course - 25 in each session or 50 in a year

For Professional Programme/Final Course - 25 in each session or 50 in a year

**Value** - The amount of full scholarship per student will be ₹750 per month.

#### (B) Merit-cum-Means Assistant

**Award of Merit Scholarship** - The financial assistance will be granted only to a registered student.

#### Eligibility

##### 1. For Executive Programme/Intermediate Course –

The candidate should –

- have passed all the papers of Foundation Programme/Foundation examination at one sitting, in the first attempt, without claiming exemption in any paper, and secured a minimum of 50 per cent marks in the aggregate;
- have applied for registration as a student of the Institute by making the application in the prescribed form(s) together with the requisite registration fee and also for financial assistance in the form appended hereto within three months from the date of declaration of his/her result of the Foundation Programme/Foundation examination;
- have an income (if employed or is having an independent source of income) of not more than ₹2,40,000 in a year if living on his/her independent income OR if he/she is dependent on his/her parents/guardian/spouse whether partially or wholly, a combined income from all sources of not more than ₹3,60,000 in a year; and have no other source from which assistance/scholarship is received simultaneously while pursuing the course for company secretaryship.

## **2. For Professional Programme/Final Course**

The candidate should —

- be a bonafide registered student of the Institute;
- have passed all the papers included under both modules/groups of Executive Programme/Intermediate examination in the first attempt, at one sitting, without claiming exemption in any paper, and secured a minimum of 50 per cent marks in the aggregate;
- have an income (if employed or is having an independent source of income) of not more than ₹2,40,000 in a year if living on his/her independent income OR if he/she is dependent on his/her parents/guardian/spouse whether partially or wholly, a combined income from all sources of not more than ₹3,60,000 in a year; and
- have no other source from which any assistance/scholarship is received simultaneously while pursuing the course for company secretaryship.

### **Number Of Scholarships –**

- For Executive Programme/Intermediate Course - 25 in each session or 50 in a year
- For Professional Programme/Final Course - 25 in each session or 50 in a year

### **Value –**

- The financial assistance per student will be ₹500 per month for a period of ten months.
- The candidates selected for the award of assistance shall be exempted from payment of Education Fee and Examination Fee during the period of assistance.

Eligible Students can apply for the above scholarships by filling the requisite form and documents. The detailed guidelines of the above Scholarship schemes are given at the following link –

<https://www.icsi.edu/student-n/examination/examination/>

Team ICSI

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- have passed all the papers of Foundation Programme/Foundation examination at one sitting, in the first attempt, without claiming exemption in any paper, and secured a minimum of 50 per cent marks in the aggregate;
- have applied for registration as a student of the Institute by making the application in the prescribed form(s) together with the requisite registration fee and also for financial assistance in the form appended hereto within three months from the date of declaration of his/her result of the Foundation Programme/Foundation examination;
- have an income (if employed or is having an independent source of income) of not more than ₹2,40,000 in a year if living on his/her independent income OR if he/she is dependent on his/her parents/guardian/spouse whether partially or wholly, a combined income from all sources of not more than ₹3,60,000 in a year; and have no other source from which assistance/scholarship is received simultaneously while pursuing the course for company secretaryship.

## **2. For Professional Programme/Final Course**

The candidate should —

- be a bonafide registered student of the Institute;
- have passed all the papers included under both modules/groups of Executive Programme/Intermediate examination in the first attempt, at one sitting, without claiming exemption in any paper, and secured a minimum of 50 per cent marks in the aggregate;
- have an income (if employed or is having an independent source of income) of not more than ₹2,40,000 in a year if living on his/her independent income OR if he/she is dependent on his/her parents/guardian/spouse whether partially or wholly, a combined income from all sources of not more than ₹3,60,000 in a year; and
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### **Number Of Scholarships –**

- For Executive Programme/Intermediate Course - 25 in each session or 50 in a year
- For Professional Programme/Final Course - 25 in each session or 50 in a year

### **Value –**

- The financial assistance per student will be ₹500 per month for a period of ten months.
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# ICSI SECRETARIAL EXECUTIVE CERTIFICATE

The ICSI Secretarial Executive Certificate is a unique initiative of the Institute of Company Secretaries of India (ICSI) for the CS Students to create a pool of semi qualified professionals.

## ELIGIBILITY

A student who has:-

- passed the Executive Programme;
- completed EDP or any other equivalent programme;
- completed Practical Training as prescribed or exempted therefrom; and
- made an application along with such fee as applicable.

## VALIDITY OF CERTIFICATE

- One calendar year from the date of issue
- Renewable on completion of 4 PDP Hours and payment of annual renewal fee of Rs.1000/-.
- The certificate will be renewed for a maximum period of two years only.

## BENEFITS



Entitled to use the description "ICSI Secretarial Executive".



Seek employment with Practising Company Secretaries



Gain relevant experience with India Inc.



Serve the nation while preparing to become a full-fledged professional.



Eligible to receive the coveted ICSI Journal 'Chartered Secretary'.

Procedure to apply shall be available at <http://bit.do/secicsi>

For queries, please write to [member@icsi.edu](mailto:member@icsi.edu) or contact on Phone No.: **0120-4522000**

Connect with ICSI

[www.icsi.edu](http://www.icsi.edu) | [f](#) [t](#) [in](#) [v](#) [o](#) | Online Helpdesk : <http://support.icsi.edu>



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## LAUNCHING OF ONLINE LICENTIATE ENROLLMENT



### ELIGIBILITY

A student who has:-

- (i) A person who has completed the Final examination or Professional Programme examination of the Institute may, within six months from the date of declaration of results in which he has passed the Final examination or Professional Programme examination can apply for enrolment as a licentiate.
- (ii) An Online application for enrolment as a Licentiate is to be made along with annual subscription of **Rs. 1180/-** (Rs. 1000/- Licentiate subscription + Rs. 180/- towards GST @18% applicable w.e.f. 1st July, 2017)

### VALIDITY OF CERTIFICATE

- (i) A licentiate shall not ordinarily be allowed to renew his enrolment for more than five years after passing the Final examination or Professional Programme examination.
- (ii) The annual subscription of a licentiate shall become due and payable on the first date of April every year
- (iii) Non-payment of annual subscription on or before the thirtieth of June of a year shall disentitle the person to use the descriptive letters Licentiate ICSI & from 1st July of that year, until his annual subscription for the year is received by the Institute. The name of the person so disentitled shall be published in the Journal

The Institute of Company Secretaries of India launches the online module of Licentiate enrollment as a Licentiate of The Institute of Company Secretaries of India in accordance with Regulation 29 of the Company Secretaries Regulations, 1982.

### BENEFITS

Recognition as  
'Licentiate ICSI  
or entitled to use the  
descriptive letters  
Licentiate ICSI

Subscription of  
Chartered Secretary  
Journal

Participate in the activities  
of the Institute, its Regional  
Council or Chapter as the  
case may be, subject to such  
conditions as may be imposed  
by the Council, Regional Council  
or Chapter, as the case may be

Entitled to use  
Library facilities  
of the Institute,  
Regional Council  
or Chapter

Procedure to apply shall be available at <http://stimulate.icsi.edu/>

For queries, please write to [member@icsi.edu](mailto:member@icsi.edu) or contact on phone number 0120-4522000

Connect with ICSI

[www.icsi.edu](http://www.icsi.edu)



Online Helpdesk : <http://support.icsi.edu>

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# *News From Regions*

SIRC

**THE INSTITUTE OF Company Secretaries of India**  
**भारतीय कम्पनी सचिव संस्थान**  
 IN PURSUIT OF PROFESSIONAL EXCELLENCE  
 Statutory body under an Act of Parliament  
 (under the jurisdiction of Ministry of Corporate Affairs)

SOUTHERN INDIA REGIONAL COUNCIL

**75 Azadi Ka Amrit Mahotsav**

**Vision**  
 "To be a global leader in promoting good corporate governance"

**Motto**  
 सत्यं वद। धर्मं चर। Speak the truth; abide by the law.

**Mission**  
 "To develop high calibre professionals facilitating good corporate governance"

**Announces**

The Institute of Company Secretaries of India – Southern India Regional Council is conducting Online Classes for CSEET November, 2023 examination. Students who have registered for CSEET from 16.06.2023 to 15.10.2023 may join the Online Classes. So far 24 batches completed successfully with 1192 students.

**25<sup>th</sup> Batch of Online Classes**  
 for  
**CSEET**  
 (Company Secretary Executive Entrance Test)  
 for November, 2023 Examination)



**Date of Commencement**  
 Monday, 31st July, 2023  
 (Classes may end by Monday, 4th September, 2023)



**Timing of Classes**  
**7.00 A.M. to 9.00 A.M & 06.00 P.M. to 08.00 P.M.**  
 (Monday to Saturday)  
 (Subject to Minimum 18 Students)

**Fees: Rs. 3,500/-** (Fees once paid, will not be refunded)

**Mode of Payment (Online Transfer)**  
 HDFC Bank:Poonamallee High Road Branch  
 Account Name:SIRC of the ICSI  
 SB A/c No:04921110000013-IFSC Code:HDFC0000492




Above registered students will be provided the log in ID & Password for online classes separately by email.

**Students are required to enter their details in the link after making the payment.**  
**Google Form Link: <https://forms.gle/CiaCdwAoUfywkjsk7>**


**For further details contact :**  
 Mr. C Murugan, Executive (Admin), Southern India Regional Office, The Institute of Company Secretaries of India  
 ICSI-SIRC House, No.9, Wheat Crofts Road, Nungambakkam, Chennai – 600034.  
 Phone: 044-28268685/28222212 / Email ID : siro@icsi.edu; chelliah.murugan@icsi.edu

Connect with ICSI | [www.icsi.edu](http://www.icsi.edu) | | Online helpdesk : <http://support.icsi.edu>

EIRC




भारत 2023 INDIA



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EASTERN  
INDIA  
REGIONAL  
COUNCIL



---

**ICSI Vision**  
"To be a global leader in  
promoting good  
corporate governance"

**ICSI Motto**  
सत्यं धर्मः धर्मः धर्मः  
speak the truth; abide by the law

**ICSI Mission**  
"To develop high calibre  
professionals facilitating  
good corporate governance"

## CSEET NOVEMBER 2023 SESSION

### Admission going on

JOIN ONLINE  
CLASSES FOR  
**CSEET**  
CONDUCTED BY  
ICSI-EIRC

Date of Commencement  
**25th August, 2023**

Fees: Rs 2000/-

### Highlights :

- ✓ Online Coaching
- ✓ Affordable fees
- ✓ Renowned Faculties
- ✓ Revision Classes
- ✓ Exam Oriented
- ✓ Doubt Clearing and mock test session

Link for online payment:  
<https://paytm.com/education?src=1&q=fees>

Students who have already paid Rs. 1,000/- during CSEET registration and opted for Oral Tuition Classes at ICSI-EIRC need to pay the balance amount Rs. 1,000/- in the below mentioned account:

A/c. Name:  
**The Institute of Company Secretaries of India-EIRC**

Bank name:  
**Punjab National bank**

Branch: **Shakespeare Sarani, Kolkata**

A/c. No. **3190000100070126**






IFSC: **PUNB0319000**

Please send  
Payment Transaction Id at [uma.joarder@icsi.edu](mailto:uma.joarder@icsi.edu)

For further details, please contact:  
Ms. Uma Banik Joarder  
ICSI- EIRC HOUSE 3A, Ahiripukur 1st Lane, Kolkata- 700019  
Ph: (033) 22902179 / 22901065  
Email Id: [uma.joarder@icsi.edu](mailto:uma.joarder@icsi.edu); [eiro@icsi.edu](mailto:eiro@icsi.edu)

Connect with ICSI

[www.icsi.edu](http://www.icsi.edu)

Online Helpdesk : <http://support.icsi.edu>

Classroom Teaching at ICSI-EIRC



भारतीय कम्पनी सचिव संस्थान  
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EASTERN INDIA REGIONAL COUNCIL



---

**Vision**  
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**Motto**  
सत्यं वद। धर्मं चर।  
वृत्तम् चेत् त्रुतिः शब्दे हि त्वा इत्

**Mission**  
"To develop high calibre professionals facilitating good corporate governance"

Join CS EXECUTIVE CRT classes (Both modules) for December 2023 session by ICSI-EIRC

Admission Going on  
Batch will be commencing from 02nd May 2023  
Registration Going on!



Registered students will be provided the schedule and timing of classes by email.

Students can also pay in cash at ICSI-EIRC counter

For further details, please contact:  
Mr. Sumanta Dutta  
ICSI- EIRC HOUSE 3A, Ahiripukur 1st Lane, Kolkata- 700019  
Ph: (033) 22902973 / 22901065; Email Id: sumanta.dutta@icsi.edu

Students attending CRT classes at EIRC are EXEMPTED from Pre-exam Test

KEY HIGHLIGHTS

- EXPERIENCED FACULTIES
- DOUBT CLEARING SESSIONS
- NOMINAL FEES
- REVISION CLASSES
- EXAM ORIENTED PREPARATION
- ATTRACTIVE WELCOME KIT

\*Fees: ₹ 8,000/- for each module  
₹ 15,000/- for both modules  
₹ 3,500/- for single paper

STUDENTS HAVING FAMILY ANNUAL INCOME OF LESS THAN RS.250,000 MAY GET SPONSORSHIP (subject to approval from respective external authorities)

\* Students desirous to pay through online transfer pay in the below mentioned account:  
A/c. Name: The Institute of Company Secretaries of India-EIRC  
Bank name: Punjab National bank  
Branch: Shakespeare Sarani, Kolkata  
A/c. No. 3190000100070126  
IFSC: PUNB0319000

Students are required to send their details with Payment Transaction Id at sumanta.dutta@icsi.edu after payment of fees.

With best wishes,

CS Soumya Sujit Mishra  
Chairman

CS Anuj Saraswat  
Secretary

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**ICSI Vision**  
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promoting good  
corporate governance"

सत्यं वद। धर्मं चर।

**ICSI Motto**

अपेक्षे चरु तृप्तिः श्रेष्ठे तु चरु ह्यरु

**ICSI Mission**  
"To develop high calibre  
professionals facilitating  
good corporate governance"

## EXECUTIVE DEVELOPMENT PROGRAMME

### 16<sup>th</sup> Batch

(15 Days Classroom Mode)

Monday 31<sup>st</sup> July, 2023 to Thursday, 17<sup>th</sup> August, 2023

#### Venue

"ICSI-EIRC House", 3A, Ahiripukur 1st Lane, Kolkata 700 019

- For registration, please go through: <https://stimulate.icsi.edu/>
- The Participation Fee is Rs.7,000/- (including tea, snacks etc.)
- The outstation participants have to arrange accommodation on their own.
- Duration of training shall be 15 days and attendance on all the days is compulsory.
- Only 50 students will be registered on first come first seat basis.
- Wearing mask and social distancing to be followed strictly.
- There will be two sessions each day from 10am to 5pm.
- Formal dress code to be maintained on each and every day.
- The duration of the programme may be altered/extended/changed depending upon other programme of ICSI-EIRC and the participants have to adhere to such modifications.
- The schedule is tentative, please take written confirmation from EIRO before joining the programme.
- In case one is not able to join the training programme, the information should be conveyed in writing before 5 days of commencement of the programme. In case there is cancellation made by the candidate to attend the batch for EDP, then the amount will refund after 10% deduction in the total fees.

#### For More details please contact:

For any assistance, guidance and clarification please call Ms. Uma Banik Joarder on  
033-22901065 / 22902179 / 22832973 or email at [uma.joarder@icsi.edu](mailto:uma.joarder@icsi.edu);

*P.S. Please adhere to the Guidelines and National Directives for COVID-19 management issued by the Government*

Connect with ICSI

[www.icsi.edu](http://www.icsi.edu)



Online Helpdesk : <http://support.icsi.edu>



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ICSI Vision  
"To be a Global leader in  
promoting good  
governance & transparency"

ICSI Motto  
सत्यं वाचं चर्जं वाचः  
spread the truth while by the law

ICSI Mission  
"To develop high caliber  
professionals, cultivating  
good corporate governance"

## ICSI-EIRC LIBRARY

Free E-Library  
Facility Available

Dear Students & Members,

Keeping in view for the benefit of Students & Members the EIRC of ICSI is promoting the revamped Library at ICSI-EIRC, House. The EIRC library is equipped with English and Hindi News Papers, Latest Books, Reference Materials & Subscriptions of Leading Journals. You all are requested to please come forward with the suggestions for new inclusions.

### Books Available

- ICSI Publications ● ICSI Study Materials ● Books on Case Laws ● Bare Acts ● Taxation
- Scanners ● Reference Books ● Guideline Answers ● Chartered Secretary ● Crackers
- MCQ Books ● General Books ● News Papers

Library facilities is open from 10:00am to 05:45pm on working days

Particulars	Securities Deposit	Annual Subscription	Documents
Students	Rs.500/-	Rs.200/-	Student's / Member's ID Card & 2 Passport size photograph
Member	Rs.2500/-	Rs.200/-	
CRT Students	Rs.500/-	Exempted	

### Terms & Conditions:-

- Two books from the general section will be issued at a time for two weeks.
  - If the issued book is not returned by the due date, the library member may be required to pay a fine of Rs.5/- for each day of default.
  - Where a book is lost or damaged current publisher's price and a surcharge of not exceeding 25% of the price to meet the cost of acquisition shall be charged.
- The security deposit shall be refundable on cessation of membership of library provided there is no book standing in the name of the person and there are no outstanding dues.
- The annual library subscription once paid shall not be refunded under any circumstances.
- The library membership shall be valid for the financial year and may be renewed on the 1st of April each year by paying annual fee.
- Each member of the Library shall observe necessary and due care while handling books and other material.
- Members or readers shall maintain strict discipline inside and around the Library and conduct themselves in a manner conducive to congenial atmosphere for study.
- Every member of the library shall intimate in writing, changes if any, in his/her professional or residential address and contact number or status i.e. a registered student becoming a licentiate or member or a licentiate becoming a member of the Institute within 14 days

*For further details and registration, please contact:*

**Ms. Rukmani Nag / Ms. Uma Banik Joarder, ICSI-EIRC Library**

Phone: 033-2290 1065/2283 2973, Mail at [rukmani.nag@icsi.edu](mailto:rukmani.nag@icsi.edu), [uma.joarder@icsi.edu](mailto:uma.joarder@icsi.edu)

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[www.icsi.edu](http://www.icsi.edu)



Online Helpdesk : <http://support.icsi.edu>



वसुधैव कुटुम्बकम्  
ONE EARTH • ONE FAMILY • ONE FUTURE



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REGIONAL  
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#### Vision

"To be a global leader in promoting good corporate governance"

#### Motto

सत्यं वद। धर्मं चर। इष्टञ्चैव कुरु। तृणमपि कुरु कुरु।

#### Mission

"To develop high calibre professionals facilitating good corporate governance"

# 61<sup>st</sup>

## One Day Orientation Programme (ODOP)

(For Executive Programme Students)



**27th July, 2023**  
**Thursday**  
**10:00 AM to 05:00 PM**



**ICSI-EIRC House,**  
**3A, Ahiripukur 1st Lane,**  
**Beckbagan, Kolkata-700019**

(Last Date of Registration: 26.07.2023 till 01:00 PM)

### Applicability:

One day Orientation programme is applicable to all the newly registered students who have registered in Executive programme after 1st June, 2019. The students are required to attend the One Day Orientation programme within 15 days of Registration in CS course.

**Interested and eligible students are required to submit response for registering in ODOP**

**Please follow the link given below  
to register for ODOP**

**REGISTER  
HERE**

**CS Soumya Sujit Mishra**  
Chairman  
EIRC of ICSI

**CS Anuj Saraswat**  
Secretary  
EIRC of ICSI

### Contact us:

**Mr. Goutam Karmakar**  
email:goutam.karmakar@icsi.edu  
Student Services, EIRO of ICSI,  
Phone: 033-2290 2179/ 2290  
1065

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## Motto

सत्यं वद। धर्मं चर।  
इष्टार्थे तेन त्वाप्ते. अवेष्टे त्पु तेन त्वाय.

## Vision

"To be a global leader in promoting  
good corporate governance"

## Mission

"To develop high calibre professionals  
facilitating good corporate governance"



**THE INSTITUTE OF  
Company Secretaries of India**

**भारतीय कम्पनी सचिव संस्थान**

**IN PURSUIT OF PROFESSIONAL EXCELLENCE**  
Statutory body under an Act of Parliament  
(Under the jurisdiction of Ministry of Corporate Affairs)

### Headquarters

ICSI House, 22, Institutional Area, Lodi Road, New Delhi 110 003  
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