



PLACEMENT
BROCHURE



**THE INSTITUTE OF
Company Secretaries of India**

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

www.icsi.edu

सत्यं वद। धर्मं चर।

Satyam Vada, Dharmam Chara
(Speak the Truth, Abide by the Law)



The dynamics of the Boardroom are changing in view of Contemporary developments. Living the spirit of above Shaloka from Taittiriya Upanishad, the Company Secretaries are viewed as 'Saarthis' of their Boards. They are indeed Chief Governance Officers or Key Managerial Personnels of their respective organizations today, who need to put in place structures, policies, and procedures that comply with best practices as Good Governance is not just a function of compliance but results from 'the dedicated people' who work day and night for the organization to create a culture of Governance. Therefore, Corporate Boards all over the world are realizing that they require a diversity of specialist skills to govern their companies and therefore, are looking for 'advisors' to provide this expertise in the form of Company Secretaries."

Good Governance itself relates to 'Self Governance' and 'National Governance' as the Father of the Nation, Mahatma Gandhi opined that Good Governance is always directed towards the upliftment of the downtrodden, the people who are fallen like that of 'Ram Rajya'. We need expert professionals who play a multitude of roles and can stroll the path starting from Self Governance, Good Governance, Corporate Governance and finally 'National Governance'.

I take this opportunity to invite your esteemed organization to join hands with ICSI for inducting excellent Company Secretaries in your team and paving the way for Good Governance in your organisation. I am sure that these budding Company Secretaries will become an asset to your organization.

Best wishes

CS (Dr.) Shyam Agrawal
President, ICSI

ABOUT THE INSTITUTE

The Institute of Company Secretaries of India (ICSI) is a statutory national professional body set up under an Act of Parliament, i.e. The Company Secretaries Act, 1980 for the regulation and development of the profession of Company Secretaries. The ICSI has nationwide presence having its headquarters at New Delhi, four Regional Offices at New Delhi, Chennai, Kolkata and Mumbai and 69 Chapters spread all over India.

With a glorious past, meaningful present and a bright future ahead, the Institute continuously strives to achieve excellence in all its endeavours. Devoted to professional excellence for over four decades, ICSI has set benchmarks in the realms of professional education, training, examination, continuing professional development, Corporate Governance and beyond. From course curriculum to a well-designed professional exposure, the institute make sure that every single student Company Secretary graduating from ICSI lives up to the reputation that comes with this title.

The Companies Act 2013, which has come into force recently brackets Company Secretaries in the category of Key Managerial Personnel and holds them responsible for implementation of all relevant laws applicable to the companies. It envisages a much larger role for them in the areas of secretarial audit, restructuring, liquidation, valuation, governance, secretarial standards and much more.

The students of the Institute are required to undergo training with Companies/Practicing Company Secretaries (PCS)/ Other Entities which are duly registered with The Institute of Company Secretaries of India (ICSI).

The Institute in its endeavour to provide better opportunities in training & practicing to the students of the Institute keeps on taking initiatives from time to time in this direction.

During the course of their studies for passing the Institute's prestigious examinations, our students acquire good knowledge of various Corporate Laws, General, Industrial & Labour Laws, Company Accounts, Cost & Management Accountancy, Direct & Indirect Tax Laws, Financial Management, Capital Market & Securities Laws, Secretarial Audit, Compliance Management, Due-Diligence, Drafting, Corporate Restructuring, Information Technology & System Audit etc.

The Companies find a very hard working hand in the company secretaries which results in building the strength and gives practical exposure to the corporate functioning. This learning serves them all through their life and serves as a stepping stone towards furtherance of a professional career.



COMPANY SECRETARY IN EMPLOYMENT

Company Secretary is a key functionary in the corporate pyramid. With increasing emphasis on the principles of good governance and on compliances, responsibilities of Company Secretary have increased manifolds towards safeguarding the interests of all stakeholders.

The Companies Act, 2013 has enhanced the role of Company Secretary substantially, both in employment and in practice.

A Key Managerial Personnel (KMP)

The Companies Act, 2013 Act confers a special status to Company Secretary as the key managerial personnel and has bracketed him along with Managing Director (MD) or Chief Executive Officer (CEO) or Whole-time Director(s) or Chief Financial Officer (CFO).

Every listed company and every other public company having a paid up share capital of ten crore rupees or more has to appoint a whole time Key Managerial Personnel.

The appointment of whole time KMP has to be made by a Board resolution, which is a testimony of the significance of the role of Company secretary as KMP. Registrar of Companies must be notified of the appointment together with any change of details or the termination of the appointment.

Appointment as CS in other Companies

Whole time Company Secretary is also required to be appointed in other companies which have a paid up share capital of five crore rupees or more.

In short, a company secretary is to be appointed in following companies:

- a) private company whose paid up capital is ` 5 crores and above
- b) public company whose paid up capital is above ` 5 crores upto ` 10 crores
- c) public company whose paid up capital is above ` 10 crores- CS to be appointed as KMP as mentioned above.

QUALIFICATIONS

In accordance with Company Secretaries Act, 1980 a “Company Secretary” means a person who is a member of the Institute of Company Secretaries of India.

FUNCTIONS AND DUTIES

Other than the traditional roles, the Companies Act, 2013 (Act) codifies the functions and duties of Company Secretary:

- reporting to the Board about compliance with the provisions of the Act, the rules made there under and other laws applicable to the company.
- ensuring that the company complies with the applicable secretarial standards issued by Institute of Company Secretaries of India and approved by Central Government.



- providing to the directors of the company, collectively and individually, such guidance as they may require, with regard to their duties, responsibilities and powers;
- facilitating the convening of meetings and attending Board, committee and general meetings and maintaining the minutes of these meetings;
- obtaining approvals from the Board, general meeting, the government and such other authorities as required under the provisions of the Act;



- representing before various regulators, and other authorities under the Act in connection with discharge of various duties under the Act;
- assisting the Board in the conduct of the affairs of the company;
- assisting and advising the Board in ensuring good corporate governance & in complying with the corporate governance requirements and best practices; and
- discharging such other duties as have been specified under the Act or rules;

REPORT ON ANNUAL GENERAL MEETING

Every listed public company is required to prepare a report on each annual general

meeting including the confirmation to the effect that the meeting was convened, held and conducted as per the provisions of this Act and the rules made thereunder. The report is also required to be signed by company secretary of the company;

Additional Duties

The Company Secretary is invariably required to take on a variety of additional administrative duties. Typically, these may include:

- Risk Management
- Communication with various stakeholders, such as shareholders,
- Government, regulatory Authorities, etc.
- Advising on Company Management
- Advising on business policy, strategy and planning
- Advising on corporate social responsibility
- Advising on sustainability reporting
- Advising on brand equity & image building
- Office management
- Managing Intellectual property rights of the company

Only CS as Compliance Officer in Listed Companies

Under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2014 (Listing Regulations), the Company Secretary has to be mandatorily appointed as compliance officer except for units of Mutual Funds listed on Stock Exchanges.

COMPANY SECRETARY – AN EXPERT BEYOND THE COMPANIES ACT

In addition to the Companies Act, 2013, a Company Secretary renders his services in the area of various corporate and economic laws, Taxation Laws, Foreign Exchange Management Act, Consumer Protection Act, Depositories

Act, Environment and Pollution Control Laws, Labour and Industrial Laws, Co-operative Societies Act.

A gist of the services rendered by Company Secretaries beyond Companies Act is enlisted below:

- Public Issue, Listing & Securities Management
- Advisor/consultant in issue of shares & other securities.
- Drafting of prospectus/offer for sale/letter of offer/ other documents related to issue of securities and obtaining various approvals.
- Listing/delisting of securities with recognized stock exchange.
- Private placement of shares and other securities.
- Buy-back of shares.
- Raising of funds from international markets ADR/GDR/ FCCBs/ FCEBs/ ECB.
- Due diligence.

Takeover Code and Insider Trading

- Ensuring compliance of the Takeover Regulations and other applicable laws and rules.
- Acting as Compliance Officer and ensuring compliance with Prohibition of Insider Trading Regulations.

Finance and Accounting Services

- Determination of appropriate capital structure.
- Analysis of capital investment proposals.
- Budgetary controls.
- Preparation of Project Reports and Feasibility Studies.

Taxation Services

- Advisory services to companies on tax management and tax planning under Income-Tax, Excise and Customs Laws, Services Tax and VAT.

- Preparing/reviewing various Returns and Reports required for compliance with the tax laws and regulations.

International Trade and WTO Services

- Advising on matters related to IPRs under TRIPs Agreement of WTO.
- Advising on matters relating to antidumping, subsidies and countervailing duties.
- Advising on and issuing certificates in respect of Foreign Trade Policy and Procedures.



- Advising on Intellectual Property licensing drafting of Agreements.
- Acting as registered Trade Marks Agent.

Information Technology

- Compliance with cyber laws.
- Conducting Board Meetings through video-conferencing and teleconferencing.
- Advising on IT related IPR.
- Developing management reports and controls.

Corporate Laws Advisory Services

Advising companies on compliance of legal and procedural aspects, particularly under:

- SEBI Act, SCRA and Rules and Regulations made thereunder Listing Agreement.
- Depositories Act.
- Foreign Exchange Management Act.
- Environmental and Pollution Control Laws.
- Labour and Industrial Laws.
- Co-operative Societies Act.
- Mergers, Amalgamations and Strategic Alliances.
- Foreign Collaborations and Joint Ventures.
- Setting up Joint Venture/Wholly owned subsidiaries abroad.
- Competition Policy and Anti Competitive Practices.

- Intellectual Property Rights – Protection, Management, Valuation and Audit.
- Drafting of Legal Documents.

Representation Services

Representing on behalf of a company/ other persons before:

- Company Law Board.
- National Company Law Tribunal.
- Competition Commission of India & Competition.
- Appellate Tribunal.
- Securities Appellate Tribunal.
- Registrar of Companies.
- Consumer Forums.
- Telecom Disputes Settlement and Appellate Tribunal.
- Tax Authorities, and
- Other Quasi-judicial bodies and Tribunals.

Arbitration and Conciliation Services

- Advising on arbitration, negotiation and conciliation in commercial disputes between parties.
- Acting as Arbitrator/Conciliator in domestic and international commercial disputes.
- Drafting Arbitration/Conciliation Agreement/Clause.



Do you wish to hire a CS? - ICSI can help you.

To provide better opportunities to the its members, the Institute keeps on taking initiatives from time to time in this direction. In this endeavour, we need your support and kind cooperation as under :

For placement of young “Company Secretaries” in your esteemed organisation:-

We wish to request you that whenever you wish to hire a full time Company Secretary for your organisation, please contact us at the coordinates given below. We shall be more than happy to provide you the solutions.

We have an exclusive place reserved for “Job opportunities for CS” at Institute's website. We shall upload your requirements there without any charges/fees and you will directly receive resumes of interested and eligible candidates.

For taking “CS students as trainee” in your esteemed organisation:-

As you may kindly be aware, the students of the Institute are required to undergo training with Companies/Practicing Company Secretaries (PCS)/Other Entities which are duly registered with The Institute of Company Secretaries of India (ICSI).

In order to impart training to CS students, the Companies are kindly required to register themselves with the Institute of Company Secretaries of India. The registration criteria for companies is a minimum of paid share capital of Rs.50 lacs or more. The Company is also required to pay monthly stipend to the student trainees as per guidelines of the Institute.

Application for registering companies for imparting training to CS students is to be submitted online through Institute's website www.icsi.edu. The process is very simple and takes less than 10 minutes and needs the following 2 bare minimum attachments:

- i) Scanned copy of request letter on letter head of the Company for registration of Company for imparting training to CS students duly signed by authorised signatory under the rubber stamp of the Company and
- ii) Duly authenticated copy of one appropriate page of latest audited balance sheet on which

paid up share capital of Company is mentioned.

It may please be noted that it is the discretion of the Company to decide the number of trainees they would like to accommodate.

In view of the above, we sincerely request you to register your company also for imparting training to CS students, so that future generation of budding company secretaries may also get benefit of learning professional skills under your able guidance. In case your company is already registered, we request you to register your group company (ies), having requisite paid up capital.

We further wish to request you that whenever you wish to engage some “CS students as trainee” in your organisation, please contact us at the coordinates given below. We shall be more than happy to provide you suitable candidates for the same.

We have an exclusive place reserved for “Training opportunities for students” at Institute's website. We shall upload your requirements there without any charges/fees and you will directly receive resumes of interested and eligible candidates.

Participation In Campus Placements :-

Alternatively, you can also participate at the campus placements drives held time to time at key locations like New Delhi, Mumbai, Kolkata, Chennai, Hyderabad, Ahmedabad, Bangalore, Noida etc. without any participation charges/fee.

We shall be glad to provide further information/clarification, if any, on hearing from you. For any further details, your goodself may kindly organise to write to :

Dr. S. K. Jena,
Director (Training & Placement)
email id : sk.jena@icsi.edu
or contact at telephone no. 0120-4082107.

WORDS OF APPRECIATION



“ I am delighted to know that the membership of the Institute of Company Secretaries of India has reached the figure of 50,000. The fact that such a large number of very enterprising and bright young people are becoming Company Secretaries also indicates the width of opportunities that is available to them in the Profession. As larger and larger corporatisation of Indian business is taking place, it is absolutely necessary that they are run on professional lines. Recently, the taxation rebate that we have given to smaller companies will also encourage a lot of sole proprietorship and private partnership firms to convert themselves into companies. So, I foresee a future where number of the companies is going to increase and obviously the need for Company Secretaries is going to increase, because, they are professionally trained and qualified as to how to run these companies and to complete all the legal formalities in the establishment and the counselling of the Companies. The fact that the Institute has come of age with such a large membership is a great occasion. I wish all its members and the Institute a Big Success. Thank You.”

Arun Jaitely

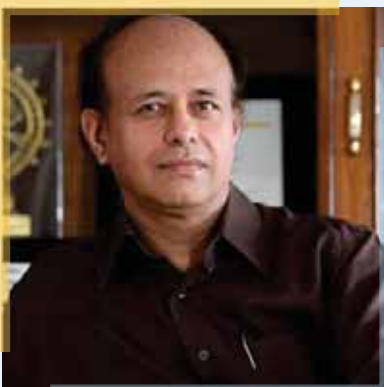
Union Minister of Finance and Corporate Affairs



“ The Institute of Company Secretaries of India has attained a remarkable mark by reaching the milestone of 50,000 members. On this occasion, I congratulate ICSI, President CS (Dr.) Shyam Agrawal, and all ICSI members. At the same time, I have an expectation from the Institute and its members that they should play their role as Corporate Governance professionals with full dedication and responsibility while act as 'Conscience Keepers' of the companies and watch over those black sheeps in the corporate sector who play foul by taking advantage of some existing legal loopholes. For ensuring setting up Good Governance practices, I think, ICSI members have a monumental role to play while acting as 'advisor' to the corporate sector. I know ICSI will keep on guiding the way of its professionals to establish best governance practices in Indian Corporate Sector and contribute to a great extent to the objective of Government of India for making India a world leader in Governance.”

Arjun Ram Meghwal

Union Minister of State for Finance & Corporate Affairs



“ On the occasion of the Institute of Company Secretaries of India enrolling 50,000 members, I would like to congratulate the Institute for its continued endeavours for the Indian Corporate Sector. The challenges faced by the Corporate Sector can be resolved by adhering to the best practices in Corporate Governance wherein Company Secretaries have an important role to play. The Institute must, therefore, strive to empower its members to achieve greater professional heights by enhancing the quality standards and reaffirming commitment to the highest standards of professional excellence & transparency. I wish the Institute the very best in all endeavours in this direction.”

Tapan Ray

Secretary, Ministry of Corporate Affairs



“The Industry wants someone who can understand the Business, the Corporate Laws that have a clear understanding of the business and economic scenario in the Country. A Company Secretary who is an in-house compliance manager, consultant and advisor to the board of the company is the one whom the board of directors readily look upon, a face that the investors recognise and an occupant of a position entrusted by regulators to ensure compliance.”

Narayan Murthy, Co-founder, Infosys Limited



“A Company Secretary has to educate the management, he has to educate the independent director, he has to educate the staff & their senior management.”

Deepak Parekh, Chairman
Housing Development Finance Corporation



“Each of you students once you pass out you will be carrying the torch of insuring that India moves to maximum governance.”

Uday Kotak
Executive Vice Chairman and Managing Director
Kotak Mahindra Bank

While pursuing the Company Secretary course, our students study the following subjects:

- 1 Company Law
- 2 Cost and Management Accounting
- 3 Economic and Commercial Laws
- 4 Tax Laws and Practice
- 5 Company Accounts and Auditing Practices
- 6 Capital Markets and Securities Laws
- 7 Industrial, Labour and General Laws
- 8 Advanced Company Laws and Practice
- 9 Secretarial Audit, Compliance Management and Due Diligence
- 10 Corporate Restructuring, Valuation and Insolvency
- 11 Information Technology and Systems Audit
- 12 Financial, Treasury and Forex Management
- 13 Ethics, Governance and Sustainability
- 14 Advanced Tax Laws and Practice
- 15 Drafting, Appearances and Pleadings

Areas, inter-alia, where Company Secretaries provides useful services:

- 1 Secretarial Department
- 2 Legal & Compliance Management
- 3 Intellectual Property Rights
- 4 Risk Management
- 5 Personnel & General Administration (Industrial & Public Relations)
- 6 Corporate Governance & Corporate Social Responsibility
- 7 Capital Markets
- 8 Finance & Accounts (including Costing, Management Accounting, Internal Audit & Taxation)

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

MISSION "To develop high calibre professionals facilitating good corporate governance"

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