

IOSI NIRC-ICSI NEWSLETTER

National Best Regional Council (2004, 2007, 2008, 2009, 2010, 2011, 2013, 2014, 2015 & 2016)

Insight



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1 2 Days Induction Programme & 3 Day E-Governance program at Chandigarh. 2 Discussion on INC Form 22A, Under Company Act, 2013.

3 Seminar on Unlocking the Business Valuation-Challenges & opportunities - L-R-CS Devender Suhag, Regional Council Member, NIRC-ICSI, CS Suresh Pandey, Vice Chairman, NIRC-ICSI, CS Ranjeet Pandey, President, ICSI, CS G. S. Sarin, Chairman, NIRC-ICSI, CS Manish Gupta, Council Member, ICSI, CS Hitender Mehta, Council Member, ICSI.

4 Workshop as part of 5 Day Master Class on NCLT at Chandigarh - L-R- CS Anil Kumar, Treasurer, Chandigarh Chapter of NIRC-ICSI, CS G.S.Sarin, Chairman, NIRC-ICSI, Hon'ble Justice (Retd.) Shri R. P. Nagrath, Former Juicier Member NCLT, Chandigarh Bench, Hon'ble Justice Shri Balvinder Singh, Member (Technical), NCLAT, CS Rahul Jogi, Chairman, Chandigarh Chapter, NIRC-ICSI, CS Punit Tangari, Secretary, Chandigarh Chapter, NIRC-ICSI.

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Dear Professional Colleagues,

“TODAYS HUSTLE IS MUSCLE FOR TOMORROW”

It is great to be an entrepreneur. It is great to be in practice or job. Today, all of us are entrepreneurs of sorts. We need to embrace the extra push and effort required to get what we need. It also gives us a decisive advantage, when we need it. We, gain a decisive advantage, when we think like an entrepreneur no matter what the situation. This is what called your "hustle muscle." It means that we should think outside the box and do whatever is necessary to fulfil our objective of satisfying our all stakeholders' needs.

To achieve the desired results one has to be updated all around and the professional world is full of challenges, as day-in and day-out lots of development and amendments are taking place. Keeping all this in the mind, NIRC-ICSI is providing best possible services to all the stakeholders either in form of the learning, capacity building and skill development opportunities by organising series of quality professional development programmes and by continuous improving infrastructure.

In my first address, thought of the NIRC for the year 2019 was shared as “**DEVELOPMENT TO ACHIEVE EXCELLENCE**” and six areas were identified to achieve this. NIRC has started working to achieve those targets and organised series of the programmes in the month of the March & April, 2019. Further NIRC is planning more & more programmes for the coming months. Detailed efforts of the NIRC to achieve targets of the development are as under:-

1. SKILL SET DEVELOPMENT OF THE MEMBERS & STUDENTS:

To improve professional, legal, management and representational Skills of members & students various seminars, workshops and master classes were organised in NIRC & Chapters. Details of programme are listed separately.

2. INFRASTRUTURE DEVELOPMENT:

NIRC has taken various steps to improve the Infrastructure of NIRC as well as of the chapters. Proposals of Ajmer, Allahabad, Alwar, Kota, Shimla, Bhilwara, Faridabad, Jaipur, Jodhpur and Ludhiana were considered.

3. TRAINING AND PLACEMENT DEVELOPMENT:

Towards this initiative various student training programmes were undertaken during the month of March & April 2019. . Details of programme are listed separately. Further Mega Placement Drive is also scheduled for the 17th May, 2019.

4. BRAND BUILDING DEVELOPMENT:

To create brand equity of the ICSI, bonding between all stakeholders to improve visibility, various programmes were held in the presence of the regulators. Further social, print and electronic media were used to disseminate the information.

5. DEVELOPMENT TOWARDS NEW EMPLOYMENT & PRACTICE AREAS:

NIRC is committed to this endeavour and has started working to explore new areas and avenues of employment & practice. We are working on complete & comprehensive plan in this regard. Special efforts are being taken to create awareness among the members about the existing avenues.

6. HEALTH AND SOCIAL SECURITIES DEVELOPMENT:

To create awareness among the members about CSBF, NIRC has designed the ppt and circulated to all the chapters to create awareness among the members. NIRC has marked MAY, 2019 as CSBF MONTH and

special efforts will be undertaken with the help of chapters to enrol more and more members.

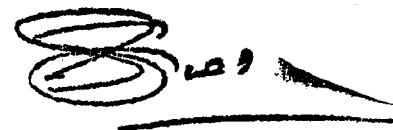
NIRC-ICSI is planning to organise various programs during the month of May 2019. The details of all these programs are published elsewhere in the newsletter for your benefit. Further, we take this opportunity to request all of you to attend all these programs in large number and take the benefit of listening to rich deliberations of the eminent speakers and also the strength in these programs encourages the organisers to organise more and more quality professional development programs.

We, further take this opportunity to appeal all the members to kindly participate in the Mega Campus Placement Drive scheduled for 17th May, 2019 and join hands with NIRC for helping our younger colleagues.

Further, NIRC is planning to make the ICSI-NIRC Newsletter more informative and useful for our members. Hence, we take this opportunity to invite all of you to join hands with NIRC in this initiative and contribute articles on contemporary issues i.e. Legal Updates, FAQs and Checklists on various matters relating to the Corporate Laws for the purpose of publishing the same in the NIRC Newsletter. Please send your valuable suggestion(s) , if any at chairman.nirc@icsi.edu. or chairmannirc2019@gmail.com. Let's take a pledge to take the Profession of Company Secretaries to greater heights and glories.

Lastly, I am concluding my address with the quote of one of the Greatest Cricketer Sachin Tendulkar :

“When People throw stone at you, convert them into milestones.”



CS G S Sarin
Chairman
NIRC-ICSI

Moratorium under Insolvency and Bankruptcy Code, 2016 Facility or a tool

Sanyam Goel, Practicing Company Secretary and Insolvency Professional
Pranay Agrawala, Advocate Supreme Court of India

I. Introduction

One will hear little argument or dispute to the statement “the Insolvency and Bankruptcy Code, 2016 (“IBC”) is a pathbreaking legislation in the history of Corporate Law in India”. Its enactment is a moment etched in the memories of most professionals in the field of debt and recoveries, both seasoned and new.

The IBC was put into effect in the month of December, 2016. Due to its recent enactment, the jurisprudence of the IBC is still evolving. Various judgements of the Adjudicating Authorities (“Hon’ble National Company Law Tribunal”) across India, the Hon’ble National Company Law Appellate Tribunal and the Hon’ble Supreme Court continually address the questions arising out of the wide range of issues regarding the implementation of the IBC.

II. Law Surrounding Moratorium

2.1 When an application under the IBC, under Section 7 (Financial Creditor); Section 9 (Operational Creditor); or Section 10 (Corporate Debtor suo-motu), is admitted by the Hon’ble National Company Law Tribunal the ensuing procedure remains the same under IBC, for each.

2.2 As a part of this prescribed procedure, the IBC provides for a time bound ‘Resolution’ of a company (being the ‘Corporate Debtor’ under the IBC) against whom an application has been admitted by the Hon’ble National Company Law Tribunal.

2.3 The primary effects of admission of such an application under the IBC are as follows:

- i. suspension of powers of board of directors of the Corporate Debtor;
- ii. appointment of an Interim Resolution Professional for management of affairs of Corporate Debtor; and
- iii. commencement of a moratorium period of 180 days from the date of admission of the application.

2.4 The Statutory provisions relating to this moratorium are contained in Sections 13 and 14 of the IBC. The relevant portions of these are reproduced below for the benefit of the reader:

“Section 13-Declaration of moratorium and public announcement.

(1) *The Adjudicating Authority, after admission of the application under section 7 or section 9 or section 10, shall, by an order –*

- (a) *declare a moratorium for the purposes referred to in section 14;*
- (b) *...*
- (c) *...*

Section 14-Moratorium

(1) *Subject to provisions of sub-sections (2) and (3), on the insolvency commencement date, the Adjudicating Authority shall by order declare moratorium for prohibiting all of the following, namely: -*

- (a) *the institution of suits or continuation of pending suits or proceedings against the corporate debtor including execution of any judgement, decree or order in any court of law, tribunal, arbitration panel or other authority;*
- (b) *transferring, encumbering, alienating or disposing off by the corporate debtor any of its assets or any legal right or beneficial interest therein;*
- (c) *any action to foreclose, recover or enforce any security interest created by the corporate debtor in respect of its property including any action under the Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (54 of 2002);*
- (d) *the recovery of any property by an owner or lessor where such property is occupied by or in the possession of the corporate debtor.*

(2) *...*

(3) *...”*

2.5 For the purpose of this discussion, the relevant portion of Section 14 is Sub-Section (1)(a) which prohibits the institution of new suits against the Corporate Debtor or continuation of old pending suits or proceedings against the Corporate Debtor. This also includes the execution of any judgement, decree or order in any court of law, tribunal, arbitration panel or other authority.

III. Interpretation and Meaning

3.1 In common parlance, the term ‘suit’ can simply be considered an ongoing case in a court of appropriate jurisdiction wherein

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'court' may include a quasi judicial body or a tribunal as well. It is noteworthy that the term used by the Legislature, in Section 14(1) (a) is 'proceedings'. To understand this term, we look into the interpretation of the term and intention of the Legislature in its use of such a wide term.

3.2 Typically, we follow the rules of interpretation and accordingly we shall first look at the definition of the term 'proceedings'. To this effect, the IBC does not give any specific definition of the term 'proceedings'. Further, a look at allied legislations i.e. the Companies Act, 2013 or the erstwhile Companies Act, 1956 also do not shed any light on the understanding or meaning of the term 'proceedings' used in Section 14 of the IBC. It is seen that the dictionary meaning of the term proceeding is an "event or a series of activities involving a set procedure".

3.3 In absence of any specific definition provided in the statute, we are forced to study Section 14 (1)(a) and look at the context in which this term appears. The opening lines of Section 14(1)(a) prescribe a moratorium prohibiting the institution of suits and continuation of suits against the Corporate Debtor. Accordingly, applying the principle of ejusdem generis and reading the Section 14 as a whole, the term 'proceedings' may be at best construed as judicial/legal proceedings, which may be instituted or may be continuing against the Corporate Debtor. Such proceedings could be proceedings before Income Tax Authority, GST Authority, and Arbitration Proceedings so and so forth.

3.4 The Hon'ble Courts have, however taken a slightly different approach. Vide its judgment in the matter of *Shah Brothers Ispat Pvt. Ltd. Vs. P. Mohanraj & Ors.*¹ the Hon'ble Appellate Tribunal clarified that the proceedings under Section 138 of Negotiable Instrument Act, 1881 will not be affected by the provisions of Section 14 of the IBC. The Hon'ble Appellate Tribunal has observed:

"In fact no criminal proceeding is covered under Section 14 of I&B Code."

As a result of this judgment, criminal proceedings under any Law for the time being in force are considered to stand outside the purview of the moratorium period prescribed under Section 14 of the IBC.

3.5 By excluding the application of the moratorium under Section 14 of the IBC, the Hon'ble Courts have sought to give shape to the meaning of proceedings to generally exclude proceedings wherein the resultant punishment could be imposition of penalty or imprisonment or otherwise. This has given some direction to the interpretation of the term 'proceedings' used in Section 14 of the IBC, but is still does not settle the issue. To get a deeper

understanding of the of what proceedings should be covered by the moratorium under Section 14 of the IBC, we see what the section seeks to achieve.

4. Rationale behind the Moratorium

4.1 In various judicial pronouncements, the Hon'ble Courts have defined the purpose of the moratorium period prescribed in Section 14 of the IBC. Most recently, in the matter of *Swiss Ribbons Pvt. Ltd. Vs. Union of India*, the Hon'ble Supreme Court (in Para 12) of its detailed judgment has stated that the moratorium imposed by Section 14 is in the interest of the corporate debtor itself, it exists to preserve the assets of the corporate debtor during the resolution process.

4.2 Further, with respect to this moratorium period, the Bankruptcy Law Reform Committee ("BLRC") stated that one of the goals of having an insolvency law is to ensure the suspension of debt collection actions by the creditors, and provide time for the debtors and creditors to re-negotiate their contract. This requires a moratorium period in which there is no collection or other action by creditors against debtors.

4.3 The primary purpose of imposition of a moratorium period is to preserve the assets of the Corporate Debtor so as to protect the interest of the Creditors who would be filing their respective claims under the provisions of IBC and to whom such assets (which are subject matter of any suit or proceeding) would be distributed either under the Resolution Plan or in Liquidation Proceedings.

4.4 The Hon'ble Adjudicating Authority, in their judgments, have noticed that many promoters have field a Section 10 application for initiation of CIRP proceedings against their companies, just to draw undue and mala-fide benefit of the provisions of Section 14 in order to stall the various proceedings going against them in different forums. The abovementioned judgment of Hon'ble National Company Appellate Tribunal, in *Shah Brothers (Supra)*, that the criminal proceedings are out of the purview of Section 14 have thwarted such efforts as well.

V. Conclusion

The full scope and meaning of the moratorium prescribed under Section 14 of the IBC is still unknown. However, judicial pronouncements and other aids to interpretation lead us to know that the moratorium is to be applied in cases where the Corporate Debtor would suffer harm, such that it may hamper the resolution process or the rights of those claiming under the resolution process. The moratorium will not, however, apply to such proceedings that are criminal in nature and carry penal provisions.

¹ Company Appeal (AT) (Insolvency) No. 306 of 2018

Tuning organization structure to the demands of the global corporation

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The perspective

Contemporary multinational corporations are among the most sophisticated organizations in the world. One of the focal determinants of their success is a well-selected, effectively implemented and smoothly functioning organizational structure which aligns and relates parts of an organization, so it can carry out its strategy and achieve its objectives. Organizational structure refers to the way that an organization arranges people and jobs, and configures its operating units and how they interact to meet business needs.

It is often said that the success of an organization achieving its goals largely depends on whether its internal structure is geared towards its strategy. Processes, technology, people and culture are sine qua non for predicting the success of the company. Organization structures are fundamental to translating business strategy into action. Integrating cornerstones of the structure is critical for a competitive advantage. Robust structures bring operational efficiencies and ensure profitable growth.

Problems created by a misaligned organizational structure

Rapid reorganization of business units, divisions or functions can lead to ineffective, misaligned organizational structures that do not support the business. Poorly conceived reorganizations may create significant problems, including the following:

- Structural gaps in roles, work processes, accountabilities and critical information flows can occur when companies eliminate middle management levels without eliminating the work, forcing employees to take on additional responsibilities.
- Diminished capacity, capability and agility issues can arise when a) lower-level employees who step in when middle management is eliminated are ill-equipped to perform the required duties and b) when higher-level executives must take on more tactical responsibilities, minimizing the value of their leadership skills.
- Disorganization and improper staffing can affect a company's cost structure, cash flow and ability to deliver goods or services. Agile organizations can rapidly deploy people to address shifting business needs.
- Declining workforce engagement can reduce retention, decrease customer loyalty and limit organizational performance and stakeholder value.

Organization structure design

An organization can be structured in many different ways, depending

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on its objectives. The structure of an organization will determine the modes in which it operates and performs. Organizational structure allows the expressed allocation of responsibilities for different functions and processes to different entities such as the branch, department, workgroup, and individual.

Five elements create an organizational structure: job design, departmentation, delegation, span of control and chain of command. These elements comprise an organizational chart and create the organizational structure itself. "Departmentation" refers to the way an organization structures its jobs to coordinate work. "Span of control" means the number of individuals who report to a manager. "Chain of command" refers to a line of authority.

Most current organizational structures—from the functional designs of 19th century. This model makes sense in a world where the primary business goal is to consolidate common resources into disparate functions that can produce repeatable outputs. Put another way, when you know what you are doing tomorrow, you can set about doing so in the most efficient way possible. Today's 'exponential organizations' are not only putting competitors out of business, they are upending entire industries overnight. In the 1950s, the average lifespan of an S&P 500 organization was around 60 years. Now, it's about 15 years—and continues to decline. Lean start-ups are moving with purpose, speed and agility to reshape markets. By contrast, most major corporations are heavily layered, bureaucratic and stifled by complex webs of reporting lines that weigh-down leadership and smother talent. In order to compete in this environment, organizational structure should evolve to unlock the potential within enterprises and unleash the latent power in networked teams. Under this new model, predictable efficiency gives way to rapid adaptability. The following are various organization structure models adopted by global corporations.

Global Product division structure

The product division takes responsibility for global operations in their specific product area in global product structure. It provides a fairly straightforward way to effectively manage a variety of businesses and products around the world. And each division's manager is responsible for planning, organizing, and controlling all functions for the production and distribution of its products for any market in the world. The global product structure is great for standardizing production and sales but it also has some problems such as the product divisions do not work well together, competing instead of cooperating in some countries; and some countries may be ignored by product managers.

Global functional division structure

It aims to focus the attention of key functions of a firm, wherein each

functional department or division is responsible for its activities around the world. For instance, the operations department controls and monitors all production and operational activities; similarly, marketing, finance, and human resource divisions co-ordinate and control their respective activities across the world. Such an organizational structure takes advantage of the expertise of each functional division and facilitates centralized control. MNEs with narrow and integrated product lines, such as Caterpillar, usually adopt the functional organizational structure.

Global geographic structure

Under the global geographic structure, a firm's global operations are organized on the basis of geographic regions. It is generally used by companies with mature businesses and narrow product lines. It allows the independent heads of various geographical subsidiaries to focus on the local market requirements, monitor environmental changes, and respond quickly and effectively.

Global matrix structure

It is an integrated organizational structure, which super-imposes on each other more than one dimension. The global matrix structure might consist of product divisions intersecting with various geographical areas or functional divisions. Unlike functional, geographical, or product division structures, the matrix structure shares joint control over firm's various functional activities. Such an integrated organizational structure facilitates greater interaction and flow of information throughout the organization. Since the matrix structure has an in-built concept of interaction between intersecting perspectives, it tends to balance the MNE's perspective, taking cross-functional aspects into consideration.

Transnational network structure

The trans-national network structure is designed around 'nodes', which are the units responsible for coordinating with product, functional and geographic aspects of an MNE. Thus, trans-national network structures build-up multidimensional organizations which are fully networked. Transnational model is the most advanced kind of international organization. It allows for the attainment of benefits inherent in both global and multi-domestic strategies. The key of a transnational organization is adaptation to all environmental situations and achieving flexibility by capitalizing on knowledge flows, which take the form of decisions and value-added information, and two-way communication throughout the organization. Decision making and knowledge generation are distributed among the units of a transnational organization.

Business Case for revisiting organization structure

Today, organizational structures are changing swiftly—from virtual organizations to other flexible structures. The future will likely bring functional, product and matrix organizational structures. However, as companies continue to evolve and increase their global presence, future organizations may embody a fluid, free-forming organization, member ownership and an entrepreneurial approach among all members. Today's global operating environment is too unpredictable

to rely on organizational structures devised over a century ago in order to adapt and respond to new challenges. Businesses today operate in an environment that is far more complex and competitive than at any time in history. Markets are increasingly interconnected; businesses have become borderless; and technology continually disrupts business models. These and other factors make managing large enterprises more challenging than ever.

No organizational design is perfect or permanent. Smart executives recognize that they must make trade-offs that are appropriate to the economic climate, competitive context, and corporate history. A hallmark of a well-aligned organization is its ability to adapt and realign as needed. To ensure long-term viability, an organization must adjust its organization structure to fit new economic realities without diminishing core capabilities and competitive differentiation. Organizational realignment involves closing the structural gaps impeding organizational performance based on the following tenets:

Aligning Business Strategy with Organizational Structure

Business strategy is a function of a company's internal makeup and its external environment. Change management initiatives are used to continually adjust the strategy over time so companies can achieve their evolving performance goals. When leaders implement a new strategy without cascading the changes throughout an organization's structure, they are setting themselves up for a strategic failure. Every company should align its business strategy with a deliberate organizational structure to secure a competitive market position. Creating an appropriate structure will result in a more productive workplace environment that improves staff communications and innovation.

Leverage the networked teams

Traditional functional organizational structures consolidate scarce talent in siloed teams and then provide required support to the rest of the enterprise. The transnational companies today need to adopt to a new design – one that creates cross-functional, autonomous teams organized by specific outcomes. These new networks of teams cannot be led by traditional managers. To be successful, team members should be inspired by confident, knowledgeable leaders who can provide cross functional coaching and development with a focus on team dynamics to drive the desired outcomes. Instead of becoming another version of a tangled matrix organization, this new model of networked teams should be transparent, digitally aligned, scalable and adaptable.

Collaborative mindset

A corporate structure based on networked teams looks nothing like the traditional, two dimensional, hierarchical organization chart made up of 'boxes and wires'. Truly agile companies are complex systems that require a holistic understanding of the connection points between teams in order to be successful. Adopting a systems mindset is an essential step in building a nimble, flexible, team-centred organizational structure. A successful organization can no longer simply be the sum of its functional parts, no matter how efficient or well-designed those parts might be. The era of the visionary leader needs to give way to a system that harnesses the power of many managers at once. This is

the essence of utilizing a systems mindset in organizational design. To compete successfully in today's fast-paced, ever changing business environment, organizations should share risk and harness collaborative action. Connected teams are smarter than the individuals that comprise them.

Build a flexible organization

Building a flexible organization involves steps that can launch your transformation to becoming an adaptable organization. • Understand the formal and informal networks in your business. • Make organization design decisions based on systems thinking and avoid seeing your company as an organization chart and Identify opportunities to break functional silos, while organizing around outcomes and flattening your structure as much as possible. • Have a clear vision and vocal Executive commitment to making the new model work and driving culture change. • Enhance transparency and empower employees to be autonomous to improve decision-making. • Use data and tools to increase visibility to the networks of complex organization interactions.

Unlock the potential of flexible organization

Organizations have evolved in stages over time. Formal functional hierarchies gave way to matrixes and then to culture-based models. The disruption caused by technological advances is accelerating the speed of this evolution. To be successful in today's highly competitive, rapidly changing environment, organization must learn from failed businesses and leap-frog to the next stage of evolution: The flexible organization comprised of networks of teams that is agile enough to rise to new challenges, nimble enough to collaborate across functions, and powerful enough to adapt to constant change.

In sync with global strategy

To survive and develop in International environment, an organization's structure must provide sufficient information processing for coordination and control while focusing employees on specific functions, products, or geographic regions. Managers must choose and decide whether to emphasize global standardization or national responsiveness (globalization strategy or multi-domestic strategy). For entering global market, organization designs should suit to the need both of global standardization and national responsiveness depending on situation, type of product and service etc. Finding the right structure for organization that works best for particular company is very important. If using the wrong structure, organization will have the poor communication, poor product development, poor customer service and a lot of other problems.

Organizing for speed, agility and adaptability

In the past, most organizations were designed for efficiency and effectiveness, leading to complicated and siloed organizations. The resulting business models, which were based on predictable commercial patterns, are unsuited to an era of unpredictability and disruption. Instead of mere efficiency, successful organizations must be

designed for speed, agility, and adaptability to enable them to compete and win in today's global business environment.

Building in accountability

Empowering people to make decisions and relying on networks of interactions does not mean that people are no longer accountable for results. In fact, one objective of an agile network is to use goal-setting to support success. In teams, accountability becomes more transparent. Individual and team goals and metrics should be shared for everyone to see. The sense of accountability this can create is critical to team and corporate effectiveness. Indeed, among 17 top practices in high-impact leadership, an organization's ability to clearly define decision-making practices and clarify accountability featured among the top drivers of outstanding financial outcomes.

Configuring the Global-Local Balance

Multinationals need to make trade-offs global scale and local responsiveness by taking into account taking into account a complex mix of factors including: industry, size, desired levels of synergies, access to skilled people, and the roles of scale, innovation and responsiveness in the business model Managers seek these trade-offs by varying configuration of each structural element and distributing resources among them. Companies that sought greater scale tended to have a single global shared service unit. Underwood Financials, for example, has a single global shared service unit in Singapore that serves all business units worldwide over three work shifts. While first-line support was available 24x7, more sophisticated level 3 support is still centralized at headquarters. Microsoft operates three regional shared services units, covering North America, Europe-Middle East-Africa and Latin America, and Asia respectively.

Conclusion

Organizational structure aligns and relates parts of an organization, so that it can achieve its maximum performance. The structure chosen affects an organization's success in carrying out its strategy and objectives. Organizational structure is the method by which work flows through an organization. It allows groups to work together within their individual functions to manage tasks. Traditional organizational structures tend to be more formalized—with employees grouped by function (such as finance or operations), region or product line. Less traditional structures are more loosely woven and flexible, with the ability to respond quickly to changing business environments

Organization design is more than “boxes and wires” precisely because complex issues such as authority, decision-making and employee interactions cannot be dealt with through the blunt instrument of structure and reporting lines. The main objective of an organization design is to develop and implement a correct corporate strategy. From a decision-making process perspective, the most important parameter is the right balance of local and global influences.

Women Empowerment in India

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"I am a Woman Phenomenally. Phenomenal Woman, that's me." —Maya Angelou

The most famous saying said by Pandit Jawaharlal Nehru is *"To awaken the people, it is the women who must be awakened. Once she is on the move, the family moves, the village moves the nation's moves."*

Women since ages have been struggling to be socially and professionally recognised as equivalent to men. There are many incidents in a woman's personal and professional life, where her abilities are undermined against that of man's; having an adverse effect on her overall personality.

Gender disparities, social inequality and petite recognition at different arenas and spheres of life lead to the rise of serious requirement of empowering women. *"These disparities only lead to rise of empowering women"*.

What is Women Empowerment?

"Woman must not accept; she must challenge. She must not be awed by that which has been built up around her; she must reverence that woman in her which struggles for expression."

Empowerment is the process that creates power in individuals, powers to make decisions, power to communicate ideas and power to be economically wise. Empowerment is the main procedural concerns when addressing human rights and development.

The term *"Women Empowerment"* refers to empowering women with education, employment, decision making, and better health in view of an equal and just society.

Women Empowerment is a process to make the women financially independent, educated and progressive, enjoying a good social status.

Empowering women doesn't confine to their basic literacy or general understanding of society & culture. It's letting them breath freely and deciding their own good. Letting them be economically sound and wise and be a benefactor of society.

"Educate a man and you educate an individual. Educate a woman and you educate a family."

It is important for every society, group or communities to incorporate principles empowering women for their very own development. It enhances the quality and the quantity of human resources available for development.

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Women empowerment and gender equality are two pretty strong and important pillars of sustainable development of any country, society or of even a small community. It is been argued since many ages and on & on proven that no development is possible without significant gender equality and empowering women. It is always being established that participation of both men and women are equally required for sustainable growth of any country. A single participation is not much of worth.

We need women at all levels, including the top, to change the dynamic, reshape the conversation to make sure women's voices are heard and heeded, not overlooked and ignored.

Need to rise....!!!

For many years women were forced to occupy the secondary positions in society. They have been degraded to margins even being half to the total population count, leading they were unable to maintain their deserved status.

The needs for empowering women were only felt much needed due to these social inequalities only. It was alarming then to redefine their status quo and led them raise their shoulders high pacing at same speed as the men were. Constitutionally men and women were imparted equal rights, duties and status, but were women truly able to enjoy them? The answer is NO.

Even though there are many reasons that women empowerment is a necessity the one that is majorly alarming and raising the bar of drum rolls is Recognitions. Even today too despite of so many examples women in many countries couldn't get the recognition they deserve specially in underdeveloped and less privileged nations. If given opportunity women are the greatest human resource any country could have. With the genes of great independent women like Indra Nooyi, Lata Mangeshkar, Sushma Swaraj, Saina Nehwal and many more on counts professionally women are not much welcomed in India also. They are not much recognised for the designations they deserved and comparatively paid less.

Empowering women is not just important for their own development but also for the development of the society as a whole. An educated and empowered woman could be a huge benefactor to a society. From nurturing their own family well till running a company women are power house of immense talent.

There are certain jobs that can't be reached to their best capacities without the participations of women. Their nurture and warmth are equally required in many spheres of professional fronts. Be is it nursing

or a teacher or a designer, an eye of women is equally important for professional growths and stability.

To glorify this discussion a recent example that comes to my mind is of "Falguni Nayar" founder of brand Nykaa (Nykaa.com) co running with her daughter Adwaita Nayar.

Falguni Nayar has an amazing backdrop. She was the former Managing Director of Kotak Mahindra Capital Company. She begins Nykaa in the year 2012 as the online retail market of beauty products comprising of various renowned brand. Her company Nykaa raised its fund through several rounds of funding with raising INR 104.3 crores in their last round of funding. In the year 2015 Nykaa launched their first batch of Nail enamels and rest is history. Beside the other well known brands Nykaa.com now offer various products under their own private label.

This is not just one; there are many more examples like it. Giving you the best range of decorative for your home and lifestyle through chumbak.com, Subhra Chandra co founded the brand with her husband Vivek Prabhakar.

These E Gen experts are setting up benchmarks for all of us and raising a question what if all the women present are equally empowered? What could be a different picture? Truly it could life impacting.

Balancing the wheels... 0000

Life of working women is nothing less than a roller coaster ride. Since birth, they are being taught that they have to learn to nurture others life and take care of their household & family chores.

There are many women out there in so called social world who have balanced these wheels incredibly well. They are living guide to working women who aspire to be professionally successful and same equally want to balance their family life.

Illustrating the view point lets learn about women who managed their work and personal life magnificently:

<3 Neha Bagaria, is CEO & Founder of "Jobs For Her" a Bangalore based connecting platform which facilitates various job opportunities to women who are on sabbatical, and help them reconnect with their careers. An idea of setting up this platform popped in her mind when she herself took the break of 3.6 years from her career for her child. During that period she learned about the various difficulties women face in order to re-enter in the work field. She adds "during her break from her work she noticed that many of her friends who were highly qualified like lawyers, architects, MBA's were stepping out of their careers and were never returning back due to various re entering barriers.

It's so true women who often take breaks for some time from their career after marriage or child, are not happily welcomed at the professional front addressing that their CV's lack the recent updates or how will they be able to cope the change mindsets.

She further added that, 50% of women dropouts of workforce in India in just 3 years. She truly got committed to re establishing careers of such women and helping them in regaining their long lost confidence, thus launched the "Jobs For Her" on International women's Day in 2015.

3 Purba Kalita, is the other name to the list. She is the co - founder of Salebhai.com, an e - commerce platform for regional goods. She added, "being growing up, studying and working away from homes, she always got the chance to visit her hometown during the vacations only. She missed specialities of her native place. This longing bought the idea of SaleBhai.com, a platform for millions of migrants in India and abroad and lets one discover original and unique products from different regions of India.

Her family was a great support to her and her aspirations, which allowed her stretch her mind and go by far the boundaries.

The list just not ends here. There are many namely Sairee Chahal, Sakshi Vij, Debadutta Upadhyaya, Swati Dayal who have either founded or co - founded many renowned websites and brands. They all are running successful careers while balancing their respective family life.

Women often hold themselves become due their own fear and insecurities. It is important to understand your own fears and challenge them; only then path of success could be achieved. For women, it is foremost to become comfortable in giving equal importance to both their work front and personal life. There should be a thick line between the both, only then women could succeed in competitive business landscape. Women should ally their troop -parents, in - laws, children and most

Importantly their husband. They should care less about the people who don't understand their mindset. A little compromise and sacrifice is desired by all be it a man or woman but at the end humble support that keep the wheels running.

Legal Recognition of women in India Conditions of women have never been same since ancient histories. There were times when women were used to recognise as great scholars enriched with knowledge and intelligence. History too always remarks the story of great women warriors born in India.

Similar history has also lights the downgraded status of women, where they were given secondary position in society. Child marriages, sati pratha, devdasi pratha and many other discriminatory practices were faced by the women.

Many enlightened Indians then also worked for the upliftment and recognitions of women in society as equal. Indian national congress supported the first women's delegations which met the secretary of State to demand Women's political rights in the year 1917. Later, the Child Marriage Restraint Act, 1929 was passed in order to boycott the child marriages through ground level. The Independent India constitution too eyed on the rights of the women and ensures

the gender equality in the Society, some of which are:

/? Preamble: The preamble assures justice, social, economic and political equality, opportunity and dignity to

every individual;

/? Fundamental Rights:

This includes:

•/ Article 14: Right to Equality;

•/ Article 15(1): Prohibition of

discrimination on the basis of

Sex;

• Article 15(3): Empowers the state to take affirmation actions in favour of women;

• Article 16: Equal opportunity to all citizens relating to employment etc.

• Directive Principles of State Policy:

• Some of the important Directive Principles of State Policy:

• Article 39(A) provides that the state to direct its policy toward securing equal rights of men and women to have adequate means of livelihood;

• Article 39(d) mandates the equal pay for equal work; S Article 42 provides that the State to make provision for securing just and humane conditions of work and for maternity relief. 4? Other Constitutional Provisions:

Women were given 33.33 % of the reservation in seat at different levels i.e., at Panchayat, Block and municipality elections vide the Constitutional Amendment in the year 1993.

Some specific rules and relief were enacted by government for the better social conditions of women, which are as follow:

- The Equal Remuneration Act, 1976; /? The Dowry Prohibition Act, 1961; The Immoral Traffic (Prevention) Act, 1956; ^ The Maternity Benefit Act, 1961; The Pre-Conception & Pre-Natal Diagnostic Techniques (Regulation and Prevention of Misuse) Act, 1994; /? The Medical termination of Pregnancy Act, 1971; ^ The Prohibition of Child Marriage Act, 2006; 4? The Sexual Harassment of Women at Work Place (Prevention, Protection and) Act, 2013.

Companies Act, 2013 and Recognition of Women Directors

An eagle eye over the corporate activities, channel of funding functioning's etc has always been credibly monitored by the central on



Proviso to Section 149(1) states that "such class or classed of companies as may be prescribed shall have at least one woman director."

Companies that are mandatorily required to appoint woman directors are as given below:

- Every listed Company;
- Every other public company -
- Having paid - up share capital of one hundred rupees or more; or
- Turnover of three hundred crore rupees or more.

Now the major question that has risen is why the need of appointment of Women Director was made mandatory in the board?

Women on board are requisite to maintain the ethical standards on the board. Voice of a woman employee would be then easily being heard if one of them is managing the top most position in the company. Appointment of women director is not just limited to maintaining ethical standards in the Company. Many researches prove that a women brain on board increases financial returns of the company. Some examples to justify this include Chanda Kochhar, who heads ICICI bank and Kiran Mazumdar Shaw, director of Biocon Limited has shown a positive difference on return on equity.

However, the concept of appointing women directors has till isn't applied completely and correctly. Many directors appointed on the board of the categorised companies are either their relatives or friend which generally a mere formality of complying with the law and no fruitful addition for the company. It is being recommended that in order to maintain transparency on board and retain the essence with which provisions of appointment of women as Director was included, the said provision should be amended and instead of just "women director" it should be made as "appointment of Independent women director". The same has also being recommended by the Kotak committee too.

Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act")

Ministry of Women and child development, India in 2013 enacted India's first legislation specifically addressing the issues of workplace sexual harassment. The Government also subsequently notified the rules under the POSH Act titled the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013 ("POSH Rules").

The POSH Act has been enacted with the objective of preventing and protecting women against workplace sexual harassment and to ensure effective redressal of complaints of sexual harassment. While the statute aims at providing every woman (irrespective of her age or employment status) a safe, secure and dignified working environment, free from all forms of harassment, proper implementation of the provisions of the statute remains a challenge.

The POSH Act requires an employer to set up an 'internal committee' ("IC") at each office or branch, of an organization employing 10 or more employees, to hear and redress grievances pertaining to sexual harassment.

Woman as Company Secretaries

It always felt proud when you know about someone who has given new heights to your profession. One such person is Cs. Preeti Malhotra who has also served as the first woman chairman of NIRC in the year 2002. She started her career with Modi Xerox/Xerox Modicorp Limited as Company Secretary. She is an active contributor to the various policy initiatives of government of India. She served as the member of JJ Irani

Commission in 2005 where her suggestions and recommendations on incorporations and registration of company as well as management and board governance were taken on board. She is currently chairing the ASSOCHAM National Council on Corporate Affairs, corporate Governance and CSR.

The names just not end here. There are many women company secretaries out there spread across India raising head high of the fraternity. It is always felt proud to be part of such profession.

Conclusion

In order to really bring women empowerment in the Indian society, it needs to understand and eliminate the main cause of the ill practices against women which are patriarchal and male dominated system of the society. It needs to be open-minded and change the old mind set against women together with the constitutional and other legal provisions. No society or community can be sustainably developed unless and until there is the equal contribution of both men and women. Legal and constitutional provisions can guide and restrict, it us as a human have to come together to let women be empowered and stay independent, equal and just in the society.

COMPANY SECRETARIES BENEVOLENT FUND

MEMBERS ENROLLED REGIONWISE AS LIFE MEMBERS OF THE COMPANY SECRETARIES BENEVOLENT FUND DURING THE PERIOD 15/03/2019 TO 09/04/2019

NIRC	LM NO.	NAME	MEMB NUMBER	CITY
1	13244	MS. SHAILLY SHARMA	ACS - 57943	DELHI
2	13245	MR. SOURABH BAPNA	ACS - 51505	BHILWARA
3	13246	MR. AKHILESH KUMAR SINGH	ACS - 48775	FARIDABAD
4	13247	SH. ASHOK KUMAR SHUKLA	ACS - 29673	GURGAON
5	13252	MR. DEEPAK SETH	ACS - 55545	NEW DELHI
6	13254	MR. SANDEEP SINGH PUNDIR	ACS - 53460	NEW DELHI
7	13257	MR. ANKUR GAUBA	ACS - 29405	LUDHIANA
8	13260	MR. ANIL KUMAR BANDLAS	ACS - 58001	NEW DELHI
9	13263	MR. ANURAG KANKARIYA	ACS - 55913	PALI
10	13270	MR. PIYUSH JAIN	ACS - 57000	FARIDABAD
11	13278	MR. PIYUSH PRAJAPATI	ACS - 48320	JAIPUR
12	13284	MS. NAVNEET KAUR BATHLA	ACS - 43605	LUDHIANA

CONSEQUENCIES – NON DEMAT SHARES – PUBLIC UNLISTED COMPANIES

CS DIVESH GOYAL | CSDIVESHGOYAL@GMAIL.COM

The Ministry of Corporate Affairs in its drive to enhance transparency, investor protection and corporate governance, has notified Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 on 10 September 2018 effective from 02nd October, 2018 I.E. Issue of securities in dematerialized form by unlisted public companies (here after referred as "PUC").

Author has already discussed this notification in detail in series no. 398 i.e." Impact of "Dematerialization of Securities" of Public Limited Company

<http://www.csdiveshgoyal.info/2018/11/impact-of-dematerialization-of-securities.html>

A. SHORT SUMMARY:

The purpose behind this editorial, to understand the concept of Demat of Securities for Public Limited Companies, effect of Demat on Compliances of Public Limited Companies, Responsibility/ duty of directors, KMP, promoters towards Demat of securities, Impact on Shareholders of Demat of Securities. To discuss following frequent questions:

- Whether it is mandatory for Public Limited Companies to Convert Physical shares into Demat?
- What are the consequences if Public Company fails to apply ISIN No. or don't convert shares in Demat?
- Whether there was / is any due date for conversion of shares into DEMAT? ETC.
- Whether it is mandatory for public Limited Companies to file Reconciliation Share Capital Audit Report?

FIRST STEP:

As per Rule 9A (3) every holder of security of PUC can transfer its shares on or after 02nd October, 2018 only in Demat Form. For conversion of shares into Demat shareholders required ISIN No. of Company.

As per Companies Act, 2013 Rule 9A it is responsibility of company to give opportunity to its shareholders to convert their shares into Demat. Therefore, all the PUC required applying for ISIN on or before 2nd October, 2018.

Even as per Rule 9A (4) Every unlisted public company shall facilitate dematerialization of all its existing securities by making necessary application to a depository as defined in clause (e) of sub-section (1) of section 2 of the Depositories Act, 1996 and shall secure International security Identification Number (ISIN) for each type of security and shall in-form all its existing security holders about such facility.

One can opine that:

It is mandatory for all PUC to apply for ISIN no. to comply with provisions of Rule 9A. Irrespective of the fact whether shareholders want to transfer its shares or not. It is responsibility of Company to facilitate dematerialization to share holders.

Consequences:

As there is no penalty/ fine prescribed under rule 9A therefore, as per section 450 of Companies Act, if no penalty/ fine prescribed in any Rule or Section then penalty / fine shall be as per Section 450 i.e.

The COMPANY and EVERY OFFICER of the company who is in default or such other person shall be punishable with fine which may extend to ten thousand rupees, and where the contravention is continuing one, with a further fine which may extend to one thousand rupees for every day after the first during which the contravention continues.

SECOND STEP:

As per first step it is concluded that it is mandatory for Public Limited Companies to apply for ISIN. In second step what are the compliances on Public Limited Company after allocation of ISIN:

As per Rule 9A(8) The audit report provided under regulation 55A of the securities and Exchange Board of India (Depositories and participants) Regulations, 1996 shall be submitted by the unlisted public company on a half-yearly basis to the Registrar under whose jurisdiction the registered office of the company is situated.

B. Legislative Requirement (Regulation 55A):

Under provision of Regulation 55A of the SEBI (Depositories and Participants) Regulations, 1996, listed companies are required to submit

*The views expressed are personal views of the author and it should not be taken as views of the NIRC-ICSI.

- Reconciliation of Share Capital Audit Report on a Half Yearly basis to the stock exchanges audited by a qualified chartered accountant or a practicing company secretary, for the purpose of reconciliation of share capital held in depositories and in physical form with the issued / listed capital.
- The Reconciliation of Share Capital Audit Report is required to be submitted to the Registrar of Companies **within 30 days from the end of the Half Year.**"

One can opine that:

First half year for PUC shall be closed on 31st March, 2019, therefore every PUC mandatorily required to file Reconciliation of Share Capital Audit Report with Roc on or before 30th April, 2019. (Irrespective of fact shareholders converted shares in Demat or Not)

However, in Reconciliation of Share Capital Audit Report Company have to give details of Shares in Physical as well as shares in Demat. Therefore if shareholders have not converted their shares into Demat then report will required to mention details of shares in physical

Consequences:

As there is no penalty/ fine prescribed under rule 9A therefore, as per section 450 of Companies Act, if no penalty/ fine prescribed in any Rule or Section then penalty / fine shall be as per Section 450 i.e.

The **COMPANY** and **EVERY OFFICER** of the company who is in default or such other person shall be punishable with fine which may extend to ten thousand rupees, and where the contravention is continuing one, with a further fine which may extend to one thousand rupees for every day after the first during which the contravention continues.

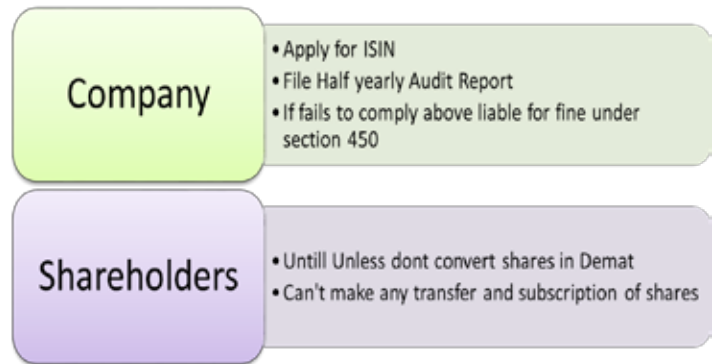
THIRD STEP:

In third step further compliances on Public Limited Company after allocation of ISIN:

- Make timely payment of Fees (admission as well as annual).
- Maintenance of Security deposit of 2 years' Fees, as per agreement executed with the followings:
 - Depository;
 - Registrar to an issue;
 - Share Transfer Agent
- Comply with the regulations, guidelines or circulars, if any issued by **the Securities and Exchange Board or**

Depository from time to time.

MOST IMPORTANT QUESTION – IMPACTS



Therefore, one can opine that

- In case Company fails to apply for ISIN or fails to file half yearly audit company is liable for consequences under Section 450.
- If shareholders fails to convert shares in Demat they are liable for consequences i.e. not able to transfer of shares not able to subscribe shares.

QUICK BITES

- Whether Company required applying separate ISIN for each type of Security?
Yes, PUC required applying for separate ISIN for each type of Security.
- Share holders don't intent to transfer shares Or Company doesn't intent to issue new Securities, still it's required to apply ISIN and has to file?
Irrespective of fact whether shareholder intent to convert or not, it is responsibility of Company to apply for ISIN and have to file half year audit Return.
- What is due date of submission of half yearly Audit Report with ROC?
Due date of submission of Reconciliation of Share Capital Audit Report is within 30 days of closure of Half Year i.e. 30th April, 2019 for the half year ended 31.03.2019.
- What is due date of submission of half yearly Audit Report with ROC?
Due date of submission of Reconciliation of Share Capital Audit Report is within 30 days of closure of Half Year i.e. 30th April, 2019 for the half year ended 31.03.2019.



COMPANY SECRETARIES BENEVOLENT FUND

Be a proud member of CSBF-Saathi Haath Badhana

Dear Professional Colleagues,

As you may be aware that in recent past, some of our members have died leaving behind the spouse and minor children. In some cases providing adequate financial assistance to the bereaved family becomes an impediment. Although the Managing Committee of the CSBF wanted to help the bereaved family members, but it was constrained to do so in view of financial position of the Fund.

The fund can provide the much needed financial assistance in such cases if the corpus of the Fund increases substantially which is possible if more number of members are enrolled to the fund. The members in all earnestness are therefore sincerely requested to become the members of the CSBF by paying one time Life membership fee of ₹ 10,000/-.

The payments made to the Fund are exempted under Section 80G of the Income Tax Act, 1961.

Following benefits are presently provided by the CSBF:

<p>Financial Assistance in the event of Death of a member of CSBF:</p> <p>Upto the age of 60 years</p> <ul style="list-style-type: none"> Group Life Insurance Policy for a sum of ₹ 7,50,000 <p>Above the age of 60 years</p> <ul style="list-style-type: none"> Upto ₹ 3,00,000 in deserving cases on receipt of request subject to the Guidelines approved by the Managing Committee from time to time. 	<p>Other benefits subject to the Guidelines approved by the Managing Committee from time to time:</p> <p>Reimbursement of Medical Expenses</p> <ul style="list-style-type: none"> Upto ₹ 60,000/- <p>Financial Assistance for Children's Education (one time)</p> <ul style="list-style-type: none"> Upto ₹ 40,000/- per child (Maximum for two children) in case of the member leaving behind minor children
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I appeal to the members who have yet not become members of CSBF are requested to fill up Form-A (available on website of the Institute i.e. www.icsi.edu) and send the same along with a cheque for ₹ 10,000/- favouring 'Company Secretaries Benevolent Fund' payable at New Delhi to the Regional Director, NIRC of ICSI, 4, Prasad Nagar Institutional Area, New Delhi. Members may also apply online at www.icsi.edu

To promote CSBF among the Members, NIRC has developed special ppt to played by the NIRC and Chapter during the programmes. Looking forward to receive positive response for this noble cause.

Yours sincerely,

CS Gurvinder Singh Sarin

Chairman

COMPLIANCE CHECKLIST

FROM 20TH APRIL, 2019 TO 20TH MAY, 2019

S. No.	Activities	Sections/Rules/ Clauses, etc.	Acts/Regulations etc.	Compliance Due Date	To whom to be submitted
GST Compliances					
1.	For taxpayers with Annual turnover of more than Rs. 1.5 Cr and for taxpayer with the Annual Turnover of upto Rs. 1.5 Cr. who opt for monthly return filing instead of Quarterly return filing for the month of March, 2019 in form GSTR-1	Goods and Services Tax Rules, 2017	GST Act	10th May	GST Authority
Income-tax Related Compliances					
2.	Contractor's Bill / Advertising / Professional service Bill - TDS collected for the previous month Section 194J (April, 2019)	Section 194C Section 194J	Income-tax Act, 1961	07th May	Income Tax Authorities
3.	Monthly payment of TCS (April, 2019)	Section 206	Income-tax Act, 1961	07th May	Income Tax Authorities
4.	TDS from Salaries for the previous month (April 2019)	Section 192	Income-tax Act, 1961	07th May	Income Tax Authorities
5.	Deposit TDS from salaries for the previous month in Challan No.281 (April 2019)	Section 192	Income-tax Act, 1961	07th May	Income Tax Authorities
RBI Related Compliances					
6.	Reporting of actual transactions of ECB in form ECB-2 within 7 working days (April)	ECB Rules	FEMA, 1999	08th May	RBI through Authorized Dealer
Stock Exchange / Listing Compliance					
7.	Compliance of E-Form DPT-3 that every company other than Government company shall file a onetime return of outstanding receipt of money or loan by a company but not considered as deposits, from 01st April, 2014 to 22nd January, 2019	Sub-rule 3 of Rule 16(A) of the Companies (Acceptance of Deposits) Rules, 2014	Companies Act, 2013	Extended due to non deployment of E-Form DPT-3 on MCA-21 portal	Registrar of Companies in whose jurisdiction the registered office of the Company is situated

Note: While every care has been taken in the preparation of this Compliance Check List for the Month of May, 2019, to ensure its accuracy at the time of publication, NIRC – ICSI assumes no responsibility for any errors which despite all precautions, may be found therein. Members are requested to check the latest position with the original sources before acting upon on the information published in this newsletter. Neither this Newsletter nor the information contained herein constitutes a contract or will form the basis of a contract. The material contained in this document does not constitute/ substitute professional advice that may be required before acting on any matter.



THE INSTITUTE OF
Company Secretaries of India

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

NORTHERN
INDIA
REGIONAL
COUNCIL

COMPANY SECRETARIES BENEVOLENT FUND

Be a proud member of CSBF -Saathi Haath Badhana

NIRC THEME: DEVELOPMENT TO ACHIEVE EXCELLENCE

Dear Professional Colleagues,

As you are kindly aware that The Company Secretaries Benevolent Fund (CSBF) is a Society registered with the Societies Registration Act, 1860 and recognized under Section 12A of the Income Tax Act, 1961. The CSBF was established in the year 1976 by the Institute of Company Secretaries of India (ICSI) (a Statutory Body under an Act of Parliament), for creating a security umbrella for the Company Secretaries and/or their dependent family members in their hour of need. The donation to the CSBF qualifies for the deduction under Section 80G of the Income Tax act, 1961.

In recent past, some of our members have died leaving behind the spouse and minor children. In some cases providing adequate financial assistance to the bereaved family becomes an impediment. Although the Managing Committee of the CSBF wanted to help the bereaved family members, but it was constrained to do so in view of financial position of the Fund.

The fund can provide the much needed financial assistance in such cases if the corpus of the Fund increases substantially which is possible if more and number of members enroll to the fund.

The members in all earnestness are therefore sincerely requested to become the members of the CSBF by paying one time Life membership fee of Rs. 10,000/-. The payments made to the Fund are exempted under Section 80G of the Income Tax Act, 1961.

The following are the benefits of becoming a life member of CSBF.

S. No	Monetary Benefit (₹)	Benefit Conditions
1.	7,50,000	In the event of death of a member upto the age of 60 years.
2.	3,00,000	In the event of death of a member above the age of 60 years in deserving cases.
3.	40,000	Per child (upto two children) for education of minor children of deceased member.
4.	60,000	For medical expenses in deserving cases.
5.	-	Limited benefits for Company Secretaries who are not members of the CSBF.

CSBF is taking all efforts to enhance the financial assistance limits and your each drop of support will graciously be helping the Fund. A small contribution in whatever way your good self considers appropriate will make a lot of difference.

We, are pleased to inform you that NIRC is making special effort to create awareness about the CSBF among the members and all the members are requested to take special endeavour in the month of **MAY 2019**, marked as **CSBF MONTH** to become member of the CSBF by just filling up Form-A attached & (available on the website of the Institute, i.e. www.icsi.edu) and send the same along with a cheque for Rs. 10,000/- favouring 'Company Secretaries Benevolent Fund' payable at New Delhi to NIRC, if not already become member of CSBF. Donations to CSBF can be made on line now by the Members of the Institute and Others by clicking the link- www.icsi.in/ICSIDonation In this new facility, a receipt is generated automatically on-line which inter-alia serves the purpose of acknowledgment of donation qualifying for deduction under Section 80G of the Income Tax Act, 1961.

Revolving fund scheme is also available to become the member of the CSBF, details of the scheme is attached.

It is further requested to all the members to pursue other members to join this noble cause for not only for themselves but for others. For further clarification, please contact following office bearers of NIRC.

Regards,

CS GS SARIN Chairman NIRC-ICSI Mob.9814685649	CS SURESH PANDEY Vice Chairman NIRC -ICSI Mob.9968300649	CS VIMAL GUPTA Secretary NIRC-ICSI Mob. 9983324282	CS SUSSHIL DAGA Treasurer NIRC-ICSI Mob. 982968999
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List of Functional Committees NIRC-ICSI, 2019

S.No.	Name of Committee	Chairmen/Chairperson
1.	Training & Educational Facilities Committee (TEFC)	Chairman - CS Surya Kant Gupta
2.	Chapters Development Committee	Chairman - CS Susshil Daga
3.	Professional Development and Programs Coordination Committee (PDPC)	Chairman - CS Himanshu Harbola
4.	Women Empowerment Committee	Chairperson - CS Monika Kohli
5.	Brand Building & Public Relations Committee	Chairman - CS Saurabh Kalia
6.	Oral Tuition & Library Committee (OTLC)	Chairman - CS Vimal Kumar Gupta
7.	Practicing Company Secretaries Committee (PCS)	Chairman- CS Suresh Pandey
8.	MSOP Committee	Chairman - CS Devender Suhag
9.	Research & Publication Committee	Chairman - CS Amit Gupta
10.	Career Awareness Committee	Chairman - CS Bhupesh Gupta
11.	Young Members Empowerment & Placement Committee	Chairman - CS Vinay Shukla
12.	Social Welfare of members & benevolent fund Committee	Chairman - CS G S Sarin
13.	Corporate law Committee	Chairman - CS G S Sarin

TO GIVE OPPORTUNITY AND PLATFORM TO OUR MEMBERS

In order to give opportunity and platform to our young members and also to enhance their communication and presentation skills, it has been decided that the various activities, like seminar, conferences, workshops, class room series, study sessions, PCS Meetings, addressing on CS Course in Career Awareness Programs in Schools/Colleges, etc., as may be organized by NIRC-ICSI for members and students, will be made available to the young members as a platform and opportunity to hone their communication and presentation skills. The Members will be provided with an opportunity to coordinate the complete sessions independently or jointly with other member.

Your NIRC is always on a forefront and always strive to build the capacity and confidence of our young brigade of Company Secretaries by empowering them to face the challenges of the Corporate world. This endeavour of NIRC will surely help them to excel in their skills in managing and conducting the AGM / EGM for their respective companies or for their client companies. Members are requested to grab this opportunity for their own benefit and to serve the profession. Interested members may send their details at niro@icsi.edu

CHAPTERS OF NIRC-ICSI

Agra, Ajmer, Allahabad, Alwar, Amritsar, Bareilly, Bhilwara, Bikaner, Chandigarh, Dehradun, Faridabad, Ghaziabad, Gurgaon, Jaipur, Jalandhar, Jammu, Jodhpur, Kanpur, Karnal-Panipat, Kota, Lucknow, Ludhiana, Meerut, Modinagar, Noida, Shimla, Sonapat, Srinagar, Udaipur, Varanasi & Yamuna Nagar.

NEWS FROM THE NIRC

S.No	Date	Program	Present
1	26/ 3/2019	Professional Development Program (PDP)	Faculty & Students of ICSI
2	07/03/2019 to 29/03/2019	289 th Batch of MSOP	Faculties, Members & Students of ICSI
3	30/03/2019 to 22/04/2019	290 th Batch of MSOP	Faculties, Members & Students of ICSI
4	02/04/2019 to 03/04/2019	2 Days Induction Program	Members & Students of ICSI
5	5/4/2019	Professional Development Program (PDP)	Faculty & Students of ICSI
6	08/04/2019 to 10/04/2019,	3 DAY E- GOVERNANCE PROGRAM	Members & Students of ICSI
7	08/04/2019 to 12/04/2019,	5 Days Series on Updation and Upgradation on Corporate Laws	CS Manish Gupta, Council Member, ICSI, CS G.S. Sarin, Chairman, NIRC-ICSI, CS Suresh Pandey, Program Director & Regional Council Member of NIRC of ICSI, CS Navneet Raghuvanshi, CS Tarun Jain, CS Harish Kumar, CA Mohit K. Sharma
8	09/04/2019 to 13/04/2019	5 Days Master Classes on NCLT : Host: Chandigarh Chapter	Hon'ble Justice Shri Balvinder Singh (Member (Technical), NCLT), Hon'ble Justice (retd.) Shri R.P.Nagrath (Former Judicial Member), NCLT Chandigarh Bench, CS G.P.Madaan, Past Chairman, NIRC-ICSI, Adv. Deepak Bajaj, CS NPS Chawla, CS Atul V.Sood, CS Anil Aggarwal, CS Mast Ram, CS K.V.Singhal, CS Mandeep Gujral, Adv.Yashpal Gupta
9	15/04/2019 to 07/05/2019	291st Batch of MSOP	Faculties, Members & Students of ICSI
10	20/4/2019	Seminar on the theme- "Unlocking the business valuation- Oppurtunities & Challenges for CS'	CS Ranjeet Pandey, President, ICSI, CS Manish Gupta, CS Hitender Mehta, Council Member- ICSI, C G.S.Sarin, Chairman, NIRC-ICSI, CS Suresh Pandey, Vice-Chairman, NIRC-ICSI, CS Devender Suhag, CS Surya Kant Gupta, Regional Council Members of NIRC-ICSI Guest Speaker :CS Manish Khanna, CS Rajiv Singh, Panellists : CS Harish Dhamija, CS Ashok Kumar Juneja, CS Tarun Chourasia
11	22/4/2019	Discussion on the theme " Filling and Filing of Form INC 22A, under Companies Act, 2013"	Guest Facutly: CS Bhaskar Subramanian, CS Manish Gupta, Council Member, ICSI, CS G.S.Sarin, Chairman, NIRC-ICSI, CS Suresh Pandey, Vice-Chairman, NIRC-ICSI, CS Devender Suhag, CS Himanshu Harbola, CS Surya Kant Gupta, Regional Council Member, NIRC-ICSI
12	22/04/2019 to 26/04/2019	5 DAY SKILL DEVELOPMENT PROGRAM	Faculties, Members & Students of ICSI

NEWS FROM CHAPTERS

The Chapters of NIRC-ICSI organised the following programs:

Chapter	DATE	NAME OF ACTIVITES	CHIEF GUEST/ SPEAKER	PRESENT
Kota	18.04.2019	Study Session on Companies Act Overview	CS Manoj Kumar Purbey	Members
Faridabad	06.04.2019	Interactive Session on Challenges for Company Secretaries under recent amendments in Corporate Laws	CS Reema Jain, PCS	25
	21.04.2019	2 nd Management Committee Meeting	Chairman and MC Members	5
Ludhiana	05.04.2019	Study Session Meeting	-	38 (Members)
	23.04.2019	Career Awareness Program	-	100 (Students approx.)
Jodhpur	07.04.2019	Suncity Half Marathon 2019	NIL	CS Members & Students
Dehradun	06.04.2019	Half Day Seminar organized by Dehradun Chapter at Chapter premises	CS Dhananjay Shukla	Members of Students of Dehradun Chapter
Karnal-Panipat	06.04.2019	Half Day Seminar	Sh. Anupam Malik	Satish Kumar- Chairman, Sanjay Bansal- Treasurer, Lavneesh Bareja- Secretary, Sumit Grover, Sonal Malik, Omkar Dutt- Chapter Incharge and Members of Karnal-Panipat Chapter.
Ghaziabad	06.04.2019	Full Day Seminar on "Latest Amendments in Companies Act, 2013 and other Laws"	CS Jitesh Gupta	Members = 11, Students = 03

LIST OF FORTHCOMING PROGRAMMES DURING THE MONTH OF MAY, 2019 :

S. NO	Date	Program
1.	01/05/2019	International Labour Day , Theme : Labour Laws- Scope & Challenges Venue: NIRC-ICSI
2.	17/05/2019	Mega Placement Drive at NIRC
3.	18/05/2019	Seminar on the theme: " Insolvency & Bankruptcy Code- Reaffirmed" at Hotel Shangri-La Eros, Ashok Road, New Delhi



**THE INSTITUTE OF
Company Secretaries of India**

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

**NORTHERN
INDIA
REGIONAL
COUNCIL**

Sub. : Corporate Membership of NIRC-ICSI for the year 2019- 2020

The Corporate Membership Scheme of NIRC of ICSI is open for the Financial Year 2019-20 (April'19 to March' 2020). Anyone becoming a member under the Scheme shall be entitled to the following benefits:

Corporate Membership Scheme of NIRC-ICSI

Option-I (Delhi)

- ❖ To attend free of charge all the programs organized for the Corporate Members by NIRC at Delhi during the financial year 2019-20. Minimum one full day Seminar shall be organized by NIRC at Delhi, every month, for the Corporate Members.
- ❖ To attend other programs (including state conferences, residential programs) organized by NIRC during the financial year 2019-20 at concessional fees or free of charge, as decided from time to time.
- ❖ To attend New Year Celebration along with Dinner.
- ❖ At least 24 hours, advance confirmation for attending the program is required as per announcement of the program.
- ❖ The Companies, organizations, who are the Corporate member may depute only its employee for attending the programs, with the authorization on its letter head, certifying that the nominated person is its employee.
- ❖ The individual members/PCS, who is a Corporate member may depute only his partner, employee from his/her Firm with the authorization on letter head, certifying that the nominated person is his/her partner or employee.
- ❖ Credit hours will be given to only those members who joins the program within one hour from the scheduled start time.
- ❖ PDP hours will be given to only those students who pay the participation fee.

Option-II (Delhi & Chapters)

- ❖ To attend free of charge all the programs organized for the Corporate Members by NIRC at Delhi during the financial year 2019-20. Minimum one full day Seminar shall be organized by NIRC at Delhi, every month, for the Corporate Members.
- ❖ To attend other programs (including state conferences, residential programs) organized by NIRC during the financial year 2019-20 at concessional fees or free of charge, as decided from time to time.
- ❖ To attend free of charge the Programs organized by participating Chapters at any location throughout Northern Region as approved by NIRC during the financial year 2019-20.
- ❖ To attend New Year Celebration along with Dinner.
- ❖ At least 24 hours, advance confirmation for attending the program is required as per announcement of the program.
- ❖ The member may depute any other officer only from his/her organization with the authorization on letter head of the Company, certifying that the nominated person is from his/her organization for all the programs to be held in Delhi (Not applicable for programs organised by the participating chapters).
- ❖ The individual member/PCS may depute only his partner, employee from his/her Firm with the authorization on letter head, certifying that the nominated person is from his/her Firm for all the programs to be held in Delhi (Not applicable for programs organised by the participating chapters).
- ❖ Credit hours will be given to only those members who joins the program within one hour from the scheduled start time.
- ❖ PDP hours will be given to only those students who pay the participation fee.

The fee structure for the Corporate Membership for Financial Year 2019-20:

Option-I (Delhi)		Option-II (Delhi & Chapters)	
Particulars	Amount	Particulars	Amount
For Members	Rs. 11,000	For Members	Rs. 14,000
For PCS	Rs. 10,400	For PCS	Rs. 13,400
For Non Members	Rs. 12,100	For Non Members	Rs. 15,100
For Senior Citizens	Rs. 9,300	For Senior Citizens	Rs. 12,300

Note: 5% discount for sponsoring company/firm/organisation for one-time full payment for 3 or more corporate members from the same company/firm/organisation only.

(The above all amounts are inclusive of GST)
(GSTIN 07AAATT1103F1Z2) (PAN NO. AAATT1103F)

I request you to kindly enrol for Corporate Membership for the year 2019-20 on any of given options. The payment for Corporate Membership can be made through following options:

Option	Mode	Remarks
1	By Cash	At NIRC Building, 4 Prasad Nagar Institutional Area, New Delhi on all working days from 10 AM to 4 PM
2	NEFT Transfer	To NIRC- ICSI Saving Bank Account No. SB- 90062010039267 Syndicate Bank, East Patel Nagar, New Delhi – 110008, RTGS/ NEFT IFSC – SYNB0009006
3	Paytm Payment	The fee may also be paid through Paytm through the following link m.p-ytm/icsineww
4	By DD	In favour of "NIRC of the ICSI" and sent to Regional Director, NIRC of ICSI, 4, Prasad Nagar Institutional Area, New Delhi-110005.
5	By Cheque	In favour of "NIRC of the ICSI" and sent to Regional Director, NIRC of ICSI, 4, Prasad Nagar Institutional Area, New Delhi-110005.

Note: This is requested that after releasing the payment please complete the form by clicking on the below mentioned link. The relevant information is being requested to enable to update the records and also to issue new corporate membership number of NIRC-ICSI.

[https://docs.google.com/forms/d/16liU-agxIQFGzZlHKmR9bR1sl2gErX6T\]o19PHCv8zA/edit](https://docs.google.com/forms/d/16liU-agxIQFGzZlHKmR9bR1sl2gErX6T]o19PHCv8zA/edit) (please open in google chrome)

For any assistance and help please write to niro@icsi.edu or call on 011-49343021. The enrolment form is given in the attached file for the necessary use at your end.

With best wishes,
Yours sincerely,

CS GURVINDER SINGH SARIN
Chairman, NIRC- ICSI Mobile: 9814685649
Email: chairman.nirc@icsi.edu



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1 Dr. Mukesh Jinara, Regional Director, NIRC-ICSI, CS Surya Kant Gupta, Regional Council Member, NIRC-ICSI, CS Manish Gupta, Central Council Member, ICSI, CS Hitender Mehta, Central Council Member, CS H.S. Grover, Past Chairman, NIRC-ICSI, Guest of Honour, CS Gurvinder Singh Sarin, Chairman, NIRC-ICSI, CS Suresh Pandey, Vice-Chairman, NIRC-ICSI, CS Devender Suhag, Regional Council Member, NIRC-ICSI.

2 CS G.S. Sarin, Chairman, NIRC-ICSI, addressing the participants during 5 Days Series for updation and upgradation on Corporate Laws

3 CS Bhaskar Subramanian during Discussion on INC Form 22A, Under Company Act, 2013

4-5 Television (Khabrain Abhi Tak) Coverage of workshop on evolving jurisprudence under IBC 2016 at Chandigarh.



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1 Seminar on Unlocking the Business Valuation-Challenges & opportunities - L-R CS Surya Kant Gupta, CS Devender Suhag, Regional Council Member, NIRC-ICSI, CS Suresh Pandey, Vice Chairman, NIRC-ICSI, CS Ranjeet Pandey, President, ICSI, CS G. S. Sarin, Chairman, NIRC-ICSI, CS Manish Gupta, Council Member, ICSI, CS Hintender Mehta, Council Member, ICSI.

3 CS G.S. Sarin, Chairman, NIRC-ICSI, addressing the participants during 5 Days Series for updation and upgradation on Corporate Laws.

2 CS Manish Gupta, Council Member-ICSI, addressing the participants during 5 Days Series for updation and upgradation on Corporate Laws

4 5 Days Series on updation and upgradation

5 5 Days Master Class on NCLT of NIRC-ICSI, Host Chandigarh Chapter of NIRC-ICSI