



REPORT OF THE ACADEMIC COMMITTEE ON SYLLABUS 2022

Meeting
Industry
Expectations

Skill Based

Multi/
Interdisciplinary

Futuristic

Practical
Approach



THE INSTITUTE OF
Company Secretaries of India

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

(Under the jurisdiction of Ministry of Corporate Affairs)



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Message from President

*"When educating the minds of our youth,
we must not forget to educate their hearts."
~ Dalai Lama*

Dear Stakeholders,

The mission of the Institute of Company Secretaries of India "to develop high calibre professionals facilitating good corporate governance" is not merely a set of words but a carefully chosen path as well as a guiding light and a never ending objective & goal, one which is pursued with utmost fervour and passion. While as an individual, the journey of becoming a Company Secretary is one of attaining academic excellence along with professionally significant skill set and efficiency; as an Institute and organization facilitating this journey, the role played is of imbibing dynamism akin to the ongoing circumstances, not just intellectual but emotional intelligence and a market readiness. That coupled with a sensitization about the needs of the varied stakeholders to be served, the short-term and long-term impact of our presence, suggestions and decisions is what makes a Company Secretary a true Governance Professional.

As they say, "*A journey of a thousand miles begins with a single step*"; the journey of becoming a CS and of staying a professional lifelong begins with the CS Examinations. And where the future professionals are the ones undergoing the process, it draws upon us - the Institute, that their academic voyage is not only holistic but thoroughly and immensely gratifying.

Conceptualizing a syllabus which engulfs all these aspects has given us the opportunity to not only relook the needs of the students but to align ourselves with the New Education Policy of the government and serve the transitional needs of the India Inc. in our unique way.

Having taken into account emerging topics of the likes of Data Analytics, Forensic Audit, ESG and Social Governance; and having conducted multi-level deliberations has accorded a renewed perspective to the ICSI Syllabus 2022.

It gives me immense pride to extol the dedicated efforts of CS Ranjeet Pandey, Chairman, Academic Committee and Past President, ICSI, along with the esteemed members of the Committee who have placed their time, thought and valuable academic inputs and guidance in making the dream of ICSI Syllabus 2022 a reality.

I take this opportunity to commend the endeavours of Syllabus Review Task Force chaired by Prof. Srikrishna Deva Rao, Hon'ble Vice Chancellor, NLU, Delhi, for guiding us in drawing out crucial facets of New Syllabus 2022. I would also like to place on record special appreciation towards the entire Team of the Directorate of Academics for their excellent efforts preparation of the New Syllabus 2022 as well as all officials of other Directorates who have offered their valuable suggestions under the overall guidance of CS Asish Mohan, Secretary, ICSI in the preparation of ICSI Syllabus 2022.

With this, we present before you the New Syllabus 2022 and hope that it will contribute immensely in creating reservoir of wisdom and competent future legion of Governance Professionals.

Warm Regards,

(CS Devendra V. Deshpande)

President, ICSI



Message from Vice President

Learning is a treasure that will follow its owner everywhere.

Dear Stakeholders,

“It’s essential to keep moving, learning and evolving for as long as you’re here and this world keeps spinning”. These words have been and should be the guiding light for every professional and even those aspiring to become a professional. The ICSI has always been both aware as well as sensitized of the never-ending needs of learning of the professionals. And yet, the mention of academic excellence and the students are bound to take precedence.

What seems to be a regular activity for an academic institution brings with it plenty of thought provoking discussions, gaining of deep insights into the ongoing circumstances and the future needs of the professionals to follow and a great sense of onus upon ourselves to put in the best of our efforts in shaping and re-shaping students of today into professionals of tomorrow. The thought and idea is to render them well-equipped and best suited to serve the nation, cater to the needs of India Inc. and all the stakeholders, all while being instrumental in the achievement of the vision of our alma mater - the Institute of Company Secretaries of India.

The revamping of the syllabus every five years at ICSI reinvigorates our commitment towards nation building and of guiding the corporates and supporting the varied stakeholders in every possible way. And it truly heartens me to the core to share that the conceptualization and development of the New Syllabus 2022 has been a resultant of mind-boggling discussions, thorough point-by-point and topic-by topic discussions but more importantly by honest and no-bars-placed blunt suggestions and opinions. It was during these meetings that the fervour and passion of the academicians on board and all the other members rubbed off along.

Given the multifarious roles played by a Company Secretary, the New Syllabus 2022 has encompassed the critical facets such as equipping students with the skill of understanding and interpreting the laws, policies, compliance, business and governance at large; flexible and futuristic approach to meet the expectations of business and industry; inter-disciplinary and multi-disciplinary approach etc.

Having espoused an all-inclusive approach in the designing of the syllabus, it can be stated without an iota of doubt that the New Syllabus 2022 will be a game changer and will provide prodigious growth to the profession of Company Secretaries.

Extending my heartfelt gratitude towards the numerous architects who have played an instrumental role in making this thought a reality, I commend the committed efforts placed in by CS Ranjeet Pandey, Chairman, Academic Committee and Past President, ICSI; Prof. Srikrishna Deva Rao, Hon’ble Vice Chancellor, NLU (Delhi), Chairman, Syllabus Review Task Force; their teams, Council Members, Directorate of Academics and the entire Team of ICSI for their foresighted thought and action.

On behalf of ICSI as we present this New Syllabus 2022 and hope that this shall mark the beginning of the creation of a new brigade and new league of Governance Professionals armed and equipped with knowledge and skills and ready to serve the nation.

Warm Regards,

(CS Manish Gupta)
Vice President, ICSI



Message from Chairman Academic Committee

नास्ति विद्या समं चक्षु
नास्ति सत्यं समं तपः।
(*Knowledge is the greatest eye. Truth is the highest penance.*)

Dear Stakeholders,

As torchbearers of good governance, present-day Company Secretaries are taking a new approach and outlook in their roles and responsibilities. A visit into the pages of the Company Secretaries Act, 1980 asserts the fact that to be entitled to have the name entered in the Register of Company Secretaries, a person must have passed the examinations and completed the training as prescribed by the Institute.

While the vision of the ICSI aspires “to be a global leader in promoting good corporate governance”, its success and accomplishment depends on the foundation laid amongst the professionals in the form of technical prowess, impeccable knowledge, and academic excellence.

Understandably, the strength of a professional as well as of an Institution lies in its academic structure and the framework within which the foundation of the entire edifice is laid. Transplanting the same into the scenario of the ICSI, in the academic arena while the programmes, subjects and course material can be considered as the structure; the syllabus takes the nodal position as the all-encompassing framework.

To meet the altering dynamics, the ICSI updates its syllabus every five years; this year too in the preparation of the New Syllabus 2022, the focus has been on the ever-changing digital ecosystem, enhanced significance of ESG, the paradigm shift from standard to alternate methods of dispute resolution and the new and emerging areas of the Company Secretary Profession.

Taking a cue from the National Education Policy 2020 for Higher and Professional Institutes, the Proposed Syllabus has been conceptualized with the intent of making the entire course structure more skill-based promoting experiential learning, having a multi-disciplinary approach, focussing on technology integration and with a reduced number of papers.

The process of revising the syllabus involved a 360-degree approach that is the views / suggestions of the stakeholders were duly taken into consideration. Needless to say, the Academic Committee, the Syllabus Review Task Force (SRTF), and the entire Team ICSI have put in their unstinted efforts to delve deeper into the micro as well as macro aspects of the profession in the development of the ICSI Syllabus 2022.

Nomenclature of the Papers; Introduction of new Papers; Grouping of Papers into various groups. Categorization of Papers into law, strategy and practice; Selection of Electives; Determination of weightage; Mode of conducting Examinations has been done to provide the students with a more strategic and problem-solving ability in the New Syllabus 2022.

The designing, conceptualisation and development of the New Syllabus 2022 would not have been possible without the support from my esteemed members of the Academic Committee, Council Colleagues and the entire Secretariat. My heartfelt thanks to Dr. Madhu Vij, Government Nominee to the Central Council of ICSI and CS Ashish Garg, Council member and Past President, ICSI for their valuable and exemplary suggestions and immaculate academic inputs.

Last but not the least, I appreciate the efforts of the Directorate of Academics for developing an all-inclusive and professionally oriented New Syllabus 2022 for the Company Secretary Course.

Warm Regards,

(CS Ranjeet Pandey)

Chairman, Academic Committee & Past President, ICSI



Message from Secretary

*"Education is the passport to the future, for tomorrow belongs to those who prepare for it today."
~ Malcolm X*

Dear Stakeholders,

Education leads to excellence and gift us with a holistic approach that assist us in comprehending various critical concepts / theories pertaining to our domain and enhance efficiency levels of our performance. To become 'Numero Uno' it is imperative to be on the learning trajectory eternally.

To develop in-depth knowledge on any area, it is essential to have an optimal syllabus. In other words, a robust syllabus entrenching latest information on various subjects, required skill sets for the professionals of the particular profession, futuristic approach and factors influencing economic, social, technological, sustainability, ecological, legal and ethical environments are to be taken into consideration.

In light of the stated fact, the New Syllabus 2022 have given due emphasis to all the facets that plays a crucial role in making the future Company Secretaries a proficient Governance Professionals. The latest developments pertaining to Corporate Law; Securities Law; Economic and Commercial Laws, Intellectual Property Rights related laws, Labour Laws, Financial Management, Strategic Management etc. have been taken into consideration to impart practical insights to the students and prepare them for the challenges and opportunities that may come across in their career in future.

A detailed analysis with reference to inclusion of each Paper in the new syllabus was undertaken from various perspectives such as relevance of a Paper for the profession, classification of Papers on the basis of law, strategy and practice and so on and so forth.

I convey my gratitude to the President, Vice President, Chairman, Academic Committee and esteemed Council for its continuous support and immaculate guidance in formulation of the New Syllabus 2022.

I appreciate the Directorate of Academics for their contribution in achieving the dream of ICSI Syllabus 2022.

Warm Regards,

(CS Asish Mohan)

Secretary, ICSI

**PROCESS
INVOLVED IN
DRAFTING OF
SYLLABUS 2022**





1. Introduction and Background

The Institute undertakes revision of the syllabus for Company Secretary Course every five years to match the expectations of its stakeholders, keeping in view the developments that are taking place in the financial, economic, social, technological, legal and regulatory spheres.

The present syllabus (Syllabus 2017) of CS Executive and Professional Programmes was approved by the Council in its 251st Meeting held on 7th February, 2018 and became effective from 1st March, 2018 and 1st September, 2018 respectively.

The new revised syllabus (Syllabus 2022) is proposed to be effective from 1st February, 2023 for CS Executive Programme and 1st August, 2023 for CS Professional Programme.

2. Scope

The concept of classification of curriculum based on Core, Ancillary to Core and Hybrid subjects as introduced in Syllabus 2017 is proposed to be continued in the Syllabus 2022 too. However, the new syllabus aims at balancing the papers and its contents in terms of law & policy, practice, strategic and managerial aspects, matching with the objective of each paper and overall syllabus.

3. Objective of Syllabus 2022

- To focus on core areas of Company Secretary profession.
- To supplement the core areas with ancillary, legal, managerial and other technical skills.
- To facilitate the transition of ICSI students into governance professionals, corporate managers/ corporate advisors.



4. Committees

A. Syllabus Review Task Force

The Institute constituted Syllabus Review Task Force (SRTF) comprising of representatives from Government, Regulators, Industry, Academia and Professionals under the Chairmanship of Prof. Srikrishna Deva Rao, Vice Chancellor, National Law University, Delhi as under:

S. No.	Name	Designation
1.	Prof. Srikrishna Deva Rao	<i>Vice Chancellor and Professor of Law</i> National Law University, Delhi
2.	Dr. Manju Singh	<i>Joint Secretary</i> University Grants Commission, New Delhi
3.	Ms. Sudha Pillai	<i>IAS (Retd.), Former Member- Secretary</i> Planning Commission
4.	Dr. Anil Kumar	<i>Professor (Finance & Governance)</i> Shri Ram College of Commerce
5.	Mr. P. K. Gupta	<i>Chairman</i> Utkarsh Small Finance Bank and Former Managing Director, SBI
6.	CS Narayan Shankar	<i>Executive Vice President & Company Secretary</i> Mahindra & Mahindra Limited
7.	CS Savithri Parekh	<i>Company Secretary and Compliance Officer</i> Reliance Industries Limited, Mumbai
8.	Mr. Shriram Subramanian	<i>Managing Director</i> InGovern Research Services
9.	Mr. Manoj Chakravarti	<i>Chief Practitioner</i> The Centre for Ethix & Responsible Business
10.	CS R. Kalidas	<i>Practicing Company Secretary</i> BNP & Associates
11.	Prof. Rabi Narayan Kar	<i>Principal</i> Shyam Lal College, University of Delhi
12.	CS (Dr.) Anjala Kalsie	<i>Assistant Professor</i> Faculty of Management Studies, University of Delhi
13.	CS Monica Suri	<i>Assistant Professor</i> Amity Law School, Noida
14.	CS Gurinder Pal Singh	<i>Head, Indirect Taxes</i> L&T Power, Vadodara, Gujarat
15.	Mr. Shekhar Rajee	<i>Retired GM & Principal Staff Training Centre</i> Saraswat Bank, Mumbai
16.	CS Gautam Dugar	<i>Founder, Jain Tutorials</i> Howrah, West Bengal, India
17.	CS Ravi Varma	<i>Vice President - Corporate Affairs and Company Secretary</i> Texmaco Rail & Engineering Limited, Kolkata
18.	CS Harish Kumar	<i>Partner</i> L&L Partners, New Delhi

B. Academic Committee

The Institute constituted the Academic Committee with the following members:

CS Ranjeet Pandey	<i>Chairman</i>
CS Nagendra D. Rao	<i>Member</i>
CS B. Narasimhan	<i>Member</i>
CS Vineet K. Chaudhary	<i>Member</i>
CS Sandip Kumar Kejriwal	<i>Member</i>
Dr. Madhu Vij	<i>Member (Govt. Nominee)</i>

C. Training & Educational Facilities Committee (TEFC)

The Institute constituted the Training & Educational Facilities Committee with the following members:

CS Manish Gupta	<i>Chairman</i>
Dr. Madhu Vij	<i>Member (Govt. Nominee)</i>
CS Ashish Garg	<i>Member</i>
CS (Dr.) Ahalada Rao Vummenthala	<i>Member</i>
CS B. Narasimhan	<i>Member</i>
CS Sandip Kumar Kejriwal	<i>Member</i>
CS NPS Chawla	<i>Member</i>
CS Nagendra D. Rao	<i>Member</i>
Mr. Inder Deep Singh Dhariwal	<i>Member (Govt. Nominee)</i>

5. Guiding Principles

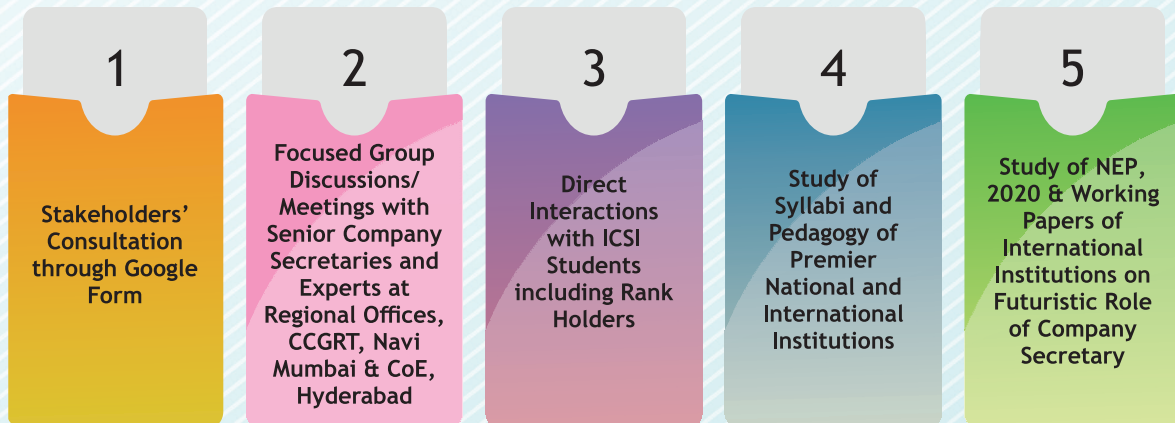
- Aligned with vision, mission and motto of the Institute.
- Equip students with the skill of understanding and interpreting the law, policies, compliance, business and Governance at large.
- Flexible and futuristic to meet the expectations of Business and Industry.
- Based on inter-disciplinary and multi-disciplinary approach.
- Skill based experiential learning for better employability.
- In alignment with the National Education Policy (NEP), 2020 for Higher and Professional Institutions.
- Balancing the aspects of law, strategy, practice and management.
- Facilitate cross referencing of the subjects in the curriculum to provide wider perspective.
- Attuning to ever changing technology, automation and global trends.
- Identifying the objective/purpose, learning methodology and the manner of evaluation of each paper.

6. Factors considered

- Current and Emerging opportunities for Company Secretaries both in terms of employment and practice.
- Future role of governance professional in the light of changing expectations of stakeholders especially in terms of ESG, Corporate Governance etc.
- Changing role of Company Secretaries in the light of technology automation.
- Views and expectations of members, industry, Regulators on the evolving role of Company Secretary.
- Policy prescribed for Higher Educational and Professional Institutions under the National Education Policy, 2020.



Stage I



1. Invitation of Comments through Google Form

The Directorate of Academics prepared detailed questionnaire and conducted preliminary consultation with stakeholders through Google form, broadly focusing on number of Papers/Modules; Mode of examination; Skill sets required in view of the emerging role of Company Secretaries; ideas on experiential learning; ideas on inculcation of critical thinking, etc. and received more than 1500 responses on the proposed Syllabus 2022.

Key Suggestions received from the stakeholders through Google Form

- More number of elective papers should be introduced especially in the areas of Artificial Intelligence, Cyber Laws, Alternate Dispute Resolution, etc.
- Practical Aspects of Financial Management and Financial Statement Analysis should be incorporated
- Banking Law and Practice and Insurance Law and Practice should be merged
- Strategic Aspects of subjects especially at the Professional Level may be taught under the respective paper only
- Drafting, Pleadings and Appearances paper should be strengthened
- GST paper should be introduced as Elective paper under Open Book Examination mode
- There should be combination of MCQ and Descriptive Mode of Examination
- There should be an exclusive paper on Labour Law in view of Emerging Labour Codes
- Intellectual Property Law should be taught as compulsory paper.

2. Focused Discussions

The focused group discussions/meetings (06 Nos.) comprising of Senior Company Secretaries, Industry Experts, Academicians and Practitioners were conducted by all Regional Offices, CCGRT, Navi Mumbai and CoE Hyderabad with reference to matters including new emerging areas to be introduced, additions/deletions that may be taken into consideration while reviewing the existing syllabus.

Key Suggestions received from Focused Group Discussion

- *There should not be 100 percent MCQ based exam for Tax, Accounts and Other Papers*
- *Total number of papers should be reduced at Executive and Professional Levels*
- *There should be a paper on Cyber Law, Artificial Intelligence and Data Protection*
- *More focus should be on NCLT matters and Advocacy Skills under Drafting, Pleadings and Appearances paper*
- *Corporate Funding paper should be retained*
- *The paper titled Resolution of Corporate Disputes Non - Compliances and Remedies may be merged with Drafting, Pleadings and Appearances paper*
- *There should be a paper on Understanding and Interpretation of Financial Statements*
- *More number of Elective papers should be introduced.*

3. Students' Survey

A students' survey on the expectations from the Syllabus 2022 was conducted by having telephonic communication with the students including toppers of both old and existing syllabus of Executive / Professional Programmes.

Key Suggestions received from Students' Survey

- *There should not be any MCQ based papers*
- *Practical Orientation should be there especially at the Professional Level*
- *The contents of Direct Tax paper may be reduced*
- *Overlapping of contents of Executive and Professional Programme needs to be addressed*
- *The Syllabus should aim at enhancing the drafting and strategic skills*
- *Practical Aspects of Accounts and Finance should be Covered.*

4. Study of Syllabi and Pedagogy of Premier National and International Institutes

The syllabi and pedagogy of the following institutions have been studied during the process.

- i. Syllabi and pedagogy of Premier Institutions such as National Law Universities (NLUs), Indian Institutes of Management (IIMs) and their relevance to ICSI Syllabus 2022.

- ii. Course curriculum and pedagogy of International Governance Institutes of UK, Australia, Canada etc.

Key Highlights

- *More number of Elective Papers*
- *More emphasis on Strategy and less emphasis on repetitive task*
- *More practical orientation to papers.*

5. Study of NEP, 2020 and working papers of International Governance Institutions on Futuristic Role of Company Secretaries

The following Reports published by Governance Institutes of UK, South Africa, Australia have also been studied by the Dte. of Academics:

- i. Artificial Intelligence & its impact on Company Secretary (The Chartered Governance Institute of Southern Africa).
- ii. Next Generation Governance-Millennial Perspective on Future of Governance (Chartered Governance Institute, UK).
- iii. The Future of Governance Professional (Governance Institute, Australia).
- iv. Future Proofing: Technological innovation, the Company Secretary and implications for Corporate Governance (The Chartered Governance Institute of UK and Ireland).
- v. Is the Role of Company Secretary fit for the future? Report by Grant Thornton.

Further, following Reports on Higher Education (India & Global) were studied:

- i. Higher education in India: Vision 2040 - Report of FICCI and EY.
- ii. OECD Future of Education and Skills 2030.

Key Highlights

- *Skill based / Experiential Learning*
- *Inter and Multi disciplinary Approach*
- *Reduction of number of papers*
- *Flexible Course Curriculum*
- *Adopting Globally competitive best practices and embracing new technologies*
- *Collaboration of industry and institution or encouraging Industry Institute Interface.*

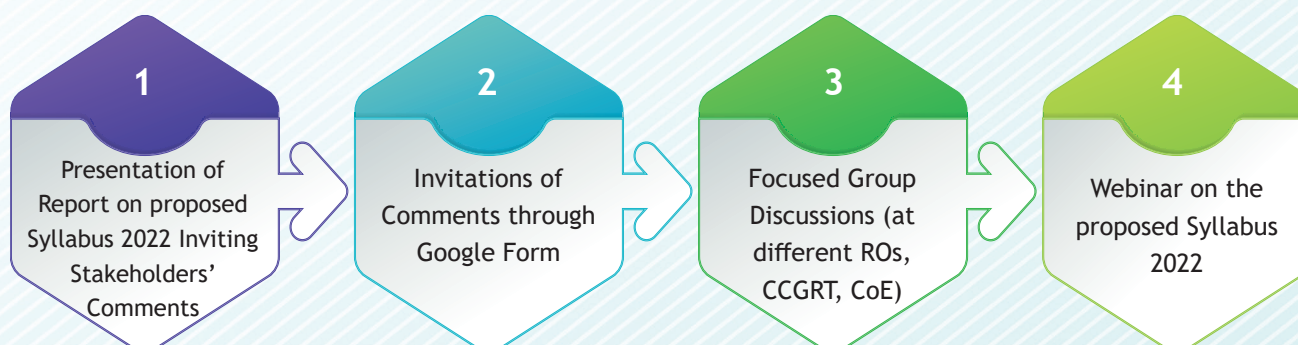
Stage II



Meetings Held

1. The Chairman, Academic Committee, ICSI had several rounds of deliberations with Academic Officers, HODs and Senior Officials of ICSI on the proposed Syllabus 2022 and inputs were taken.
2. A meeting of Syllabus Review Task Force was also held under the Chairmanship of Prof. Srikrishna Deva Rao, Vice Chancellor, National Law University, Delhi on the scheme of papers and its detailed contents.
3. Meetings of Academic Committee were held and the Committee had also formed sub-groups under the guidance of Council Member(s) from the Academic Committee to deliberate and design the following:
 - a) Scheme of Papers and detailed contents
 - b) Mode of Examinations
 - c) Mode of delivery of Education
 - d) Introduction of Grading System.
4. The Training and Educational Facilities Committee (TEFC) considered the recommendations made by Academic Committee and referred it to the Council for stakeholders' consultation.
5. The Council in its meeting held on July 21, 2022 approved the recommendation made by TEFC on the proposed Syllabus 2022 for stakeholders' consultation.

Stage III



1. A Detailed Report

A Detailed Report (available at https://www.icsi.edu/media/webmodules/27072022_Proposed_Syllabus_2023.pdf) containing Proposed Scheme of Papers, Process followed in drafting the Proposed Syllabus 2022, Brief Highlights of Scheme of Papers etc. as approved by the Council on July 21, 2022 was uploaded on the website on July 27, 2022, inviting the comments of stakeholders by August 10, 2022.

2. Google Form Questionnaire

Google Form was circulated among the Stakeholders containing the following questions:

1. Company Secretaries are expected to have expertise in the fields of Corporate & Economic Laws, Legal Interpretation, Drafting, Capital Markets etc and are capable of establishing and supporting policy, compliance, strategic, Governance, legal, managerial and secretarial requirements of a business venture.

In your views, whether Proposed Syllabus at Executive Programme supports these requirements? Kindly suggest modifications, if any.

2. Company Secretaries are expected to meet requirements relating to the current and future landscape of Corporate Structure, Corporate functioning, AI & Automation, sustainability challenges of business, risk associated to business and overall Corporate Governance framework.

In the light of above statement, is the recommended Scheme of Papers under Professional Programme of proposed Syllabus 2022 will enable the Company Secretaries to become strategic advisors for the Corporates and other business entities? Kindly suggest addition or deletion, if any, in Professional Programme.

3. The proper mix and balancing of papers in each group is very significant so as to enable the students to have proper flow/sequence in study and at the same time individual group should not be too bulky for examination.

In your opinion, is the grouping of Papers of Executive and Professional Programmes under the Syllabus 2022 appropriate? Kindly suggest modifications, if any.

4. It is proposed to introduce two elective papers at Professional Programme to give more choice to students to specialize in areas relevant to the profession.

In your opinion, are the papers proposed to be covered as Elective Papers in the Professional Programme sufficient, with reference to the specialisation relevant for the Company Secretaries? Kindly suggest additional areas/areas which may be deleted.

5. We propose to introduce Mode of Examination through descriptive mode/open book examination or with combination of descriptive with case based MCQs. Kindly suggest changes if any with respect to Mode of Examination.

3. Focused Group Discussions

Focused Group Discussions comprising of Faculties of Class Room Teaching (OTC) / EDP /MSOP / Senior Members, Chapter Chairmen were conducted by all Regional Offices, CCGRT and CoE Hyderabad for having detailed deliberations on the proposed Syllabus 2022. The responses received are as under :

Responses From Focused Group Discussions	No. of Responses Received
SIRO	21
NIRO	35
WIRO	13
EIRO	11
COE	19
CCGRT	11

4. Webinar on the Proposed Syllabus 2022

CS Ranjeet Pandey, Chairman, Academic Committee and Past President, ICSI addressed the stakeholders through a webinar on August 05, 2022 and clarified their doubts. The webinar was viewed by around 8000 viewers.

Meetings Held

1. Academic Committee Meeting was held on August 16, 2022.
2. Meeting of TEFC was held on August 19, 2022.
3. Council Meeting was held on August 26, 2022 and approved the ICSI Syllabus 2022 as recommended by the Academic Committee with following changes:
 - In Executive Programme, Paper 7 titled “Tax Laws & Practice” the weightage of Part I - Direct Tax (60 Marks) and Part II - Indirect Tax (40 Marks)
 - In Professional Programme, Elective 2, Paper 7.2 titled “Goods and Services Tax (GST) & Corporate Tax Planning”, the weightage of Part I - Goods and Services Tax (GST) (70 Marks) and Part II - Corporate Tax Planning (30 Marks)

STAKEHOLDERS' SUGGESTIONS CONSIDERED

Name of Paper	Suggestions /Recommendations by Academic Committee and TEFC	Justifications for considering the suggestions
EXECUTIVE PROGRAMME		
Jurisprudence, Interpretation & General Laws	<p>1. Suggestion: Logical sequencing of Lessons is required.</p> <p>Recommendation:</p> <p>The topics relating to jurisprudence and interpretation may be grouped together and the general laws may be grouped together.</p> <p>Accordingly the Law of torts, Law relating to Civil Procedure, Law relating to Crime and its procedure etc. may be grouped together and other general laws such as Law relating to registration of documents may be grouped together.</p>	<p>The sequencing of chapters will improve the learning process.</p>
	<p>2. Suggestion: A lesson "Law relating to Sale of Goods" should be included.</p> <p>Recommendation:</p> <p>The contents of the chapter may cover:</p> <ul style="list-style-type: none"> ● Essentials of a Contract of Sale ● Sale Distinguished from Agreement to Sell ● Bailment, Contract for Work and Labour and Hire-Purchase ● Conditions and Warranties ● Doctrine of Caveat Emptor ● Performance of the Contract of Sale ● The placement of this chapter will be after lesson Contract Law. 	<p>The provisions of Sale of Goods Act which were covered in Economic, Business and Commercial Laws earlier has not been covered elsewhere in the Syllabus 2022.</p>

<i>Name of Paper</i>	<i>Suggestions /Recommendations by Academic Committee and TEFC</i>	<i>Justifications for considering the suggestions</i>
Company Law and Practice	<p>3. Suggestion: There are overlapping of contents between “Company Law & Practice”and “Setting up of Business, Industrial & Labour Laws”.</p> <p>Recommendation: “Company Law & Practice” Paper and “Setting up of Business, Industrial & Labour Laws” paper may be cross-checked in view of overlapping between the papers.</p>	Relevant for this paper
Capital Market & Securities Laws	<p>4. Suggestion: The concept of “Exchange Traded Fund” to be added.</p> <p>Recommendation: The same may be inserted in Lesson no. 2 i.e., “Secondary market in India”.</p>	Relevant for this paper
Setting Up of Business, Industrial & Labor Laws	<p>5. Suggestion: Group 2 of the Executive Programme of the proposed Syllabus 2022 is too bulky. The Paper “Setting up of Business, Industrial & Labour Laws” may be shifted to Group I.</p> <p>Recommendation: The paper may be shifted to Group I and placed as Paper no. 3 after “Company Law & Practice”.</p>	To have synchronisation with the Paper “Company Law & Practice” and to balance the contents of Group I and Group II, it is recommended to shift the paper “Setting Up of Business, Industrial & Labor Laws” from Group II to Group I.
	<p>6. Suggestion: The aspects relating to MoA, AoA, conversion of companies may be shifted to paper “Company Law & Practice”.</p> <p>Recommendation: The policy and legal aspects of memorandum and articles of association and its alteration may be taught in paper “Company Law & Practice” and the practical aspects such as drafting of charter documents and incorporation documents may be taught in paper “Setting up of Business, Industrial & Labour Laws”.</p>	The contents related to Alteration of MOA and AOA have been shifted to “Company Law & Practice” Paper as these are found to be more appropriate in aforesaid mentioned paper.
	<p>7. Suggestion: The concept of entrepreneurship may be added.</p> <p>Recommendation: Entrepreneurship and the practical cases on Unicorn may be provided.</p>	Relevant

Name of Paper	Suggestions /Recommendations by Academic Committee and TEFC	Justifications for considering the suggestions
PROFESSIONAL PROGRAMME		
Drafting, Pleadings and Appearances	<p>8. Suggestion: The concept of E-Courts may be covered.</p> <p>Recommendation: The concept of E-courts may be added in Lesson 9 titled "Judicial & Administrative Framework".</p>	E-court is upcoming concept and need of the future. Therefore, it is necessary to include it in Syllabus 2022.
	<p>9. Suggestion: The concept of Adjudication and E-adjudication may be covered.</p> <p>Recommendation: The concept of Adjudication and E-adjudication may be added in Lesson 11 of this paper namely "Pleadings".</p>	These are important aspects and should be covered in this chapter.
Compliance Management, Audit and Due Diligence	<p>10. Suggestion: Introduce the concept "Impact of Audit Report".</p> <p>Recommendation: The concept of Impact of Audit Report may be added in Lesson 13: Secretarial Audit.</p>	The concept is added in order to provide holistic approach to the understanding of audit.
Strategic Management and Corporate Finance	<p>11. Suggestion: NBFC funding is to be incorporated in this Paper.</p> <p>Recommendation: The concept of NBFC funding is may be added in Lesson 9: Raising of funds from debt and procedural aspects.</p>	Keeping in view the importance of this topic from to view point funding, the same has been added.
CSR & Social Governance	<p>12. Suggestion: Equal weightage of marks may be assigned to each part, i.e., 50 Marks for Parts I and II respectively.</p> <p>(Earlier it was Part I - Corporate Social Responsibility 60 Marks and Part II - Social Governance 40 Marks).</p> <p>Recommendation: Agreed. Weightage should be increased from 40 Marks to 50 Marks for social governance.</p>	The emerging regulatory and governance challenges of non-corporate entities may be covered under social governance.
Goods & Services Tax (GST)-Law & Practice	<p>13. Suggestion: The grouping of papers in Elective I and Elective II requires revisit.</p> <p>Recommendation:</p> <p>The "Goods & Services Tax (GST)-Law & Practice" paper may be shifted to Elective II as second paper. The Internal and Forensic audit paper may be shifted Elective I as second paper.</p> <p>Labour Laws and Practice in Elective II may be shifted to in Elective I as fourth paper.</p>	To harmonize the Elective Group I and Group II.

<i>Name of Paper</i>	<i>Suggestions /Recommendations by Academic Committee and TEFC</i>	<i>Justifications for considering the suggestions</i>
Artificial Intelligence, Data Analytics & Cyber Security - Laws & Practice	<p>14. Suggestion: Digitalization and automation are the game changers to meet industry challenges in the era of Industry 4.0. To keep abreast with the Industry 4.0, it is essential for a student to learn and understand the Artificial Intelligence, Data Analytics & Cyber Law. As a result, it help in using resources efficiently and with that make the company more sustainable.</p> <p>Now a days many companies are using Artificial Intelligence to increase productivity, speed, efficiency, compliance, create new products and generate significant business growth. As a Compliance Officer of the Company, a Company Secretary should know the basics of digital development.</p> <p>Recommendation: Agreed</p>	Relevant
GENERAL COMMENTS		
Mode of Examination	<p>15. Suggestion: Instead of 100% Multiple Choice Questions (MCQs) as per the existing Mode of Examination, in the Proposed Syllabus 2022 there may be 20% objective type case based and 80% descriptive questions.</p> <p>Recommendation: Agreed</p>	Relevant

Modification in Scheme of Papers/Marking Scheme upon Public Consultation

Executive Programme

1. Setting up of Business, Industrial & Labour Laws is shifted to Group 1 as Paper 3

Professional Programme

Elective

1. GST Law & Practice is shifted to Elective 2 as Paper 2
2. Internal & Forensic Audit is shifted to Elective 1 as Paper 2
3. Labour Laws is placed as Paper 3 in Elective 2
4. Weightage for CSR & Social Governance is changed as under:
 - i. CSR (50 Marks)
 - ii. Social Governance (50 Marks)
5. Insolvency and Bankruptcy - Law & Practice to be introduced as an Elective Paper under Elective 2.

SUGGESTIONS OF STAKEHOLDERS NOT CONSIDERED BY ACADEMIC COMMITTEE IN ITS 2ND MEETING HELD ON 16.08.2022

<i>Suggested Changes</i>	<i>Justifications for not considering the suggestions</i>
Jurisprudence, Interpretation and General Laws at Executive Level to be divided into sub parts.	After having detailed discussion the Academic Committee was of the view that Jurisprudence & Interpretation is embedded in each lesson of the paper.
Cost Accounting should be separate subjects at Executive Level.	The basic concepts of Cost Accounting is proposed to be covered in the paper titled - "Corporate Accounting and Financial Management" at Executive Level. The Company Secretaries are playing a major role in decision making process in the corporate sector. In light of this fact, some facets of Management Accounting having relevance for the profession have also been covered in the paper titled - "Corporate Accounting and Financial Management" at Executive Level. Therefore, there is no requirement for a separate paper on "Cost Accounting".
Advanced Company Law should be at Professional Level	<p>"Why Advanced Company Law" Paper is not present in Professional Programme is the major question raised by many stakeholders. It is to state that previous Syllabi of ICSI were having papers such as Company Law & Practice Paper (CLP) -1, CLP -2, CLP-3 and Advanced Company Law. But during the Syllabus drafting process in 2017 the paper "Advanced Company Law" was removed by diligently placing the lessons of Advanced Company Law Paper to other Papers of Executive and Professional Programmes.</p> <p>The reason to remove Advanced Company Law was to discourage chapter wise and section wise reading of Company Law at Professional Programme because it is pertinent to note the intent of Professional Programme i.e., it is designed to impart skill based learning, problem solving attitude and to apply the Company law which was read at the Executive Level to the real life situations/problems in various papers of the Professional Level.</p> <p>The Professional Programme is structured as service and delivery oriented programme and all 5 papers of professional programme are designed to match the same. At Professional Level we do not simply want to teach the law, instead we need to teach how to apply the law in the given situation.</p>

<i>Suggested Changes</i>	<i>Justifications for not considering the suggestions</i>
Advanced Tax Laws should be at Professional Level	<p>It is proposed to align the skill sets and the course curriculum in the order of core, ancillary and hybrid, while balancing the policy, strategy and practical aspects and also attempting to reduce the course curriculum as recommended in the National Education Policy 2020.</p> <p>Accordingly, it is proposed to have working knowledge of the Direct Tax as well as Indirect Tax at the Executive Level in the paper titled Tax Laws & Practice wherein Direct Tax has been given coverage of 50 Marks and Indirect Tax 50 Marks.</p> <p>Further, GST has also been introduced as an elective paper at the Professional Level. In view of this, those students who wish to study expansively GST and explore career opportunities in GST related assignments they may opt for the mentioned elective.</p>
Goods & Services Tax (GST) should be mandatory Paper instead of elective paper	<p>The Academic Committee understands the emphasis on GST especially from the point of view of professionals at Tier 2 and tier 3 cities. Accordingly, it is proposed to allocate 140 marks in the entire curriculum(i.e. 40 marks at Executive Level and 100 marks as Elective Paper). Thus, it gives every student an opportunity to study GST.</p>
Multidisciplinary Case studies should be at Professional Level	<p>The syllabus of this paper covers case studies on various verticals i.e. Corporate Laws, Competition Law, Securities Law, Insolvency Law, Interpretation of Law, Governance Issues, FEMA and other economic and business legislation, Business Strategy and Management.</p> <p>Case laws/case study aspects of the mentioned areas are being covered under the respective papers of executive and professional programme. Further providing strategic/integrated business solutions through case studies covering issues involved in different fields, are being taught in CLDP programme.</p>
CSR should be introduced as Separate Paper.	<p>There is a mandatory paper proposed at Professional Level titled “ESG Principles & Practice” in which CSR aspects are proposed to be covered. There is also a Certificate Course available on CSR. so, there is no recommendation for a seperate paper on CSR.</p>

PART IV

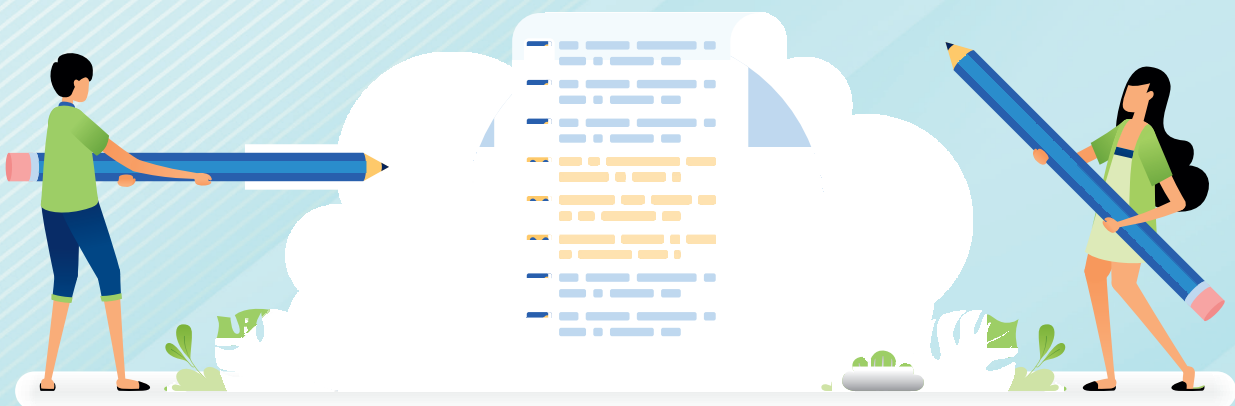
Scheme of Papers and Mode of Examination as Recommended by the Academic Committee

CSEET

The Syllabus of Company Secretary Executive Entrance Test (CSEET) comprises of the following four parts:

Part 1	Business Communication (50 Marks)
Part 2	Legal Aptitude, Logical Reasoning and Quantitative Aptitude (70 Marks)
Part 3	Economic and Business Environment (50 Marks)
Part 4	Current Affairs (30 Marks)

Recommended Mode of Examination : *Remote Proctored Mode or any other mode as may be decided by the Council from time to time.*



Executive Programme

Paper No.	Group 1	Paper No.	Group 2
1.	Jurisprudence, Interpretation & General Laws (100 Marks)	5.	Capital Market & Securities Laws <i>Part I</i> - Capital Market (40 Marks) <i>Part II</i> - Securities Laws (60 Marks)
2.	Company Law & Practice <i>Part I</i> - Company Law - Principles and Concepts (60 Marks) <i>Part II</i> - Company Administration & Meetings (40 Marks)		
3.	Setting Up of Business, Industrial & Labour Laws <i>Part I</i> - Setting Up of Business (60 Marks) <i>Part II</i> - Industrial & Labour Laws (40 Marks)	6.	Economic, Commercial and Intellectual Property Laws <i>Part I</i> - Economic & Commercial Laws (60 Marks) <i>Part II</i> - Intellectual Property Laws (40 Marks)
4.	Corporate Accounting and Financial Management <i>Part I</i> - Corporate Accounting (60 Marks) <i>Part II</i> - Financial Management (40 Marks)	7.	Tax Laws & Practice <i>Part I</i> - Direct Tax (50 Marks) <i>Part II</i> - Indirect Tax (50 Marks)

Recommended Mode of Examination : Combination of both 20% case based objective type questions and 80% descriptive based examination in all papers of the Executive Programme (except Corporate Accounting and Financial Management, i.e., Paper 4 of Group 1 which is 100% descriptive).

Professional Programme

<i>Paper No.</i>	<i>Group 1</i>	<i>Paper No.</i>	<i>Group 2</i>
1.	Environmental, Social and Governance (ESG) - Principles & Practice <i>Part I</i> - Governance and Sustainability (65 Marks) <i>Part II</i> - Risk Management (20 Marks) <i>Part III</i> - Environment & Sustainability Reporting (15 Marks)	5.	Strategic Management & Corporate Finance <i>Part I</i> - Strategic Management (40 Marks) <i>Part II</i> - Corporate Finance (60 Marks)
2.	Drafting, Pleadings and Appearances <i>Part I</i> - Drafting and Conveyancing (70 Marks) <i>Part II</i> - Pleadings and Appearances (30 Marks)	6.	Corporate Restructuring, Valuation and Insolvency <i>Part I</i> - Corporate Restructuring (40 Marks) <i>Part II</i> - Valuation (20 Marks) <i>Part III</i> - Insolvency, Liquidation & Winding up (40 Marks)
3.	Compliance Management, Audit & Due Diligence <i>Part I</i> - Compliance Management (40 Marks) <i>Part II</i> - Audit & Due Diligence (60 Marks)	7.	Elective 2 (Select one Paper out of 5 Elective Papers)
4.	Elective 1 (Select one Paper out of 4 Elective Papers)		

Recommended Mode of Examination : Descriptive

For Elective Papers : Descriptive and Open Book Examination

Elective Papers

<i>Elective 1</i>		<i>Elective 2</i>	
4.1	CSR & Social Governance <i>Part I</i> - Corporate Social Responsibility (50 Marks) <i>Part II</i> - Social Governance (50 Marks)	7.1	Arbitration, Mediation & Conciliation <i>Part I</i> - Arbitration & Conciliation (70 Marks) <i>Part II</i> - Mediation (30 Marks)
4.2	Internal and Forensic Audit <i>Part I</i> - Internal Audit (60 Marks) <i>Part II</i> - Forensic Audit (40 Marks)	7.2	Goods & Services Tax (GST) - Law & Practice (100 Marks)
4.3	Intellectual Property Rights - Law & Practice (100 Marks)	7.3	Labour Laws & Practice (100 Marks)
4.4	Artificial Intelligence, Data Analytics and Cyber Security - Laws & Practice (100 Marks)	7.4	Banking & Insurance - Laws & Practice <i>Part I</i> - Banking Laws (50 Marks) <i>Part II</i> - Insurance Laws (50 Marks)
		7.5	Insolvency and Bankruptcy - Law & Practice (100 Marks)

PART V*Scheme of Paper-wise Exemption*

For switchover from Old Syllabus (2017) to New Syllabus (2022)

The recommended Scheme of Paper-wise Exemption from switch over from Old Syllabus i.e. 2017 to New Syllabus i.e. 2022 is placed below:

EXECUTIVE PROGRAMME		
<i>Existing Syllabus (2017)</i>		<i>Paper-wise Exemption under New Syllabus (2022)</i>
MODULE 1		GROUP
1	Jurisprudence, Interpretation & General Laws	Group 1, Paper 1 - Jurisprudence, Interpretation & General Laws
2	Company Law	Group 1, Paper 2 - Company Law & Practice
3	Setting up of Business Entities and Closure	Group 1, Paper 3 - Setting up of Business, Industrial & Labour Laws
4	Tax Laws	Group 2, Paper 7 - Tax Laws & Practice
MODULE 2		GROUP
5	Corporate and Management Accounting	Group 1, Paper 4 - Corporate Accounting and Financial Management
6	Securities Laws & Capital Markets	Group 2, Paper 5 - Capital Market & Securities Laws
7	Economic, Business and Commercial Laws	Group 2, Paper 6 - Economic, Commercial and Intellectual Property Laws
8	Financial and Strategic Management	Group 1, Paper 4 - Corporate Accounting and Financial Management
PROFESSIONAL PROGRAMME		
<i>Existing Syllabus (2017)</i>		<i>Paper-wise Exemption under New Syllabus (2022)</i>
MODULE 1		GROUP
1	Governance, Risk Management, Compliances and Ethics	Group 1, Paper 1 - Environmental, Social and Governance (ESG) - Principles & Practice
2	Advanced Tax Laws	No Exemption

3	Drafting, Pleadings and Appearances	Group 1, Paper 2 - Drafting, Pleadings and Appearances
MODULE 2		GROUP
4	Secretarial Audit, Compliance Management and Due Diligence	Group 1, Paper 3 - Compliance Management, Audit & Due Diligence
5	Corporate Restructuring, Insolvency, Liquidation & Winding-up	Group 2, Paper 6 - Corporate Restructuring, Valuation and Insolvency
6	Resolution of Corporate Disputes, Non-Compliances & Remedies	No Exemption
MODULE 3		GROUP
7	Corporate Funding & Listings in Stock Exchanges	Group 2, Paper 5 - Strategic Management and Corporate Finance
8	Multidisciplinary Case Studies	No Exemption
ELECTIVE PAPER		
<i>Existing Syllabus (2017)</i>		<i>Paper-wise Exemption under New Syllabus (2022)</i>
1	Banking - Law & Practice	Elective 2, Paper 7.4 - Banking & Insurance - Laws & Practice
2	Insurance - Law & Practice	Elective 2, Paper 7.4 - Banking & Insurance - Laws & Practice
3	Intellectual Property Rights- Laws and Practices	Elective 1, Paper 4.3 - Intellectual Property Rights- Law & Practice
4	Forensic Audit	Elective 1, Paper 4.2 - Internal and Forensic Audit
5	Direct Tax Law & Practice	No Exemption
6	Labour Laws & Practice	Elective 2, Paper 7.3 - Labour Laws & Practice
7	Valuations & Business Modelling	No Exemption
8	Insolvency - Law and Practice	Elective 2, Paper 7.5 - Insolvency and Bankruptcy - Law & Practice

PART VI

Effective Date of Syllabus 2022

Effective Date of ICSI New Syllabus (2022)

<i>Programme/Course(s)</i>	<i>Start date of Registration under ICSI Syllabus 2022</i>	<i>First Examination under ICSI Syllabus 2022</i>
Company Secretary Executive Entrance Test (CSEET)	June 16, 2023	November, 2023
Executive Programme	February 01, 2023	December, 2023
Professional Programme	August 01, 2023	June, 2024

Last attempt for appearing under Syllabus 2017

Executive Programme - June, 2024 Examination

Professional Programme - December, 2024 Examination





Motto

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Vision

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

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"To develop high calibre professionals facilitating good corporate governance"



**THE INSTITUTE OF
Company Secretaries of India**

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

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