• Certification regarding compliance of conditions of Corporate Governance under Clauses 49 of the Equity Listing Agreement and Listing Agreement for Debt Securities
• Certification regarding maintenance of 100% Security cover under Listing Agreement for Debt Securities
• Various certifications for trading members of Stock Exchanges

CAPACITY BUILDING
The Institute has been taking initiatives towards capacity building of its members in the area of Corporate Governance and compliance in capital markets and securities laws. Major capacity building initiatives include:
• Professional Development and Continuing Education Programmes
• Regular update of Course Curriculum
• MOU with Stock Exchanges
• Publications on practical aspect of Capital Markets
• Research Centre (CSI-CCGAR) at Navi Mumbai
• Training Programme/Workshops/Conferences in Capital Markets related matters in collaboration with Stock Exchanges

Memorandum of Understanding with Stock Exchanges
The Institute has entered into a Memorandum of Understanding with MCX-SX, United Stock Exchange of India to:
• Facilitate hosting of training programmes for students and members on themes of topical and professional interest
• Exchange of resources
• Develop a curriculum of academic and continuing education programmes
• Exchange of faculties.

Memorandum of Understanding with International Organisations
(1) The Institute has entered into an MOU with the Capital Markets and Corporate Governance Institute (CMCGI) of Capital Markets Development Authority (CMDA) of Malaysia.
(2) The Institute has MOU with Chartered Institute for Securities and Investment (CISI) London, which provides opportunities to Company Secretaries to enhance their career progression in various specialised areas like—
• Capital markets,
• Commodities markets,
• Fund management,
• Wealth management,
• Investment banking.

CSI PUBLICATIONS ON CAPITAL MARKET & SECURITIES LAWS
The Institute regularly publishes Research Publications, Guidance Notes and References related to Capital Markets and Securities Laws to build the capacities of its members. The list of major publications is as under:
• Internal Audit of Stock Brokers
• Segment-wise Role of Company Secretaries
• Shareholding Management and Compliance
• Dealing of Equity Shares
• Listing Agreement—A Compendium
• Post Initial Public Offering Trading—Law & Procedure
• Handbook on Internal Audit of Operations of Depository Participants
• Guidance Note on Certification under Investor Education and Protection Fund
• Corporate Governance Beyond Letters
• Securitised Standards—A Compendium
• Guidance Note on Corporate Governance—Compliance Certificate
• Guidance Notes on Use of Corporate Banking
• Research Study on Beyond Clause 49
• Research Study on Board Committees
• Research Study on Independent Directors

Vision
To be a global leader in promoting good corporate governance.

Mission
To develop the high calibre professionals facilitating good corporate governance.
Capital Markets-Growth Drivers

Investment in one of the fastest growing sectors is driving the economy. It is an area which is not only attractive to the investor, but also to the business. The investor needs to have a clear understanding of the investment opportunities and the risks involved. The capital market is an important part of the financial system in India. It is a market where companies can raise funds, and investors can invest in those companies. The capital market is divided into two main sectors: the corporate sector and the retail sector. The corporate sector consists of companies that issue securities, such as stocks and bonds, to raise capital. The retail sector consists of individual and institutional investors who purchase these securities. The capital market is an important part of the economy, as it enables companies to raise capital and investors to diversify their investments.

Recent Regulatory Changes in Capital Markets

The recent regulatory changes in the capital markets have been aimed at improving the transparency and efficiency of the market. These changes have included the introduction of new regulations, such as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015. These changes have been designed to reduce the risks associated with insider trading and to enhance the overall efficiency of the market.

Mega Programmes

The ICICI - Capital Markets Interface

- Undertakes research in corporate and securities laws
- Views, suggestions on new laws, regulations proposed by capital markets regulator
- Capacity Building Programmes on new developments in capital markets and Securities Laws
- Seminar Standards and Guidelines for Issuers
- Professional Development Programmes in Capital Markets related areas
- Investor Awareness Programmes

Role of ICICI in Capital Markets

ICICI, being the largest commercial bank in India, plays a significant role in the capital markets. It provides a platform for companies to raise funds and for investors to invest in those companies. ICICI has been instrumental in promoting the growth of the capital markets, and it continues to play a key role in ensuring the stability and efficiency of the market.

Corporate Laws Advisory Services

Advisory committee on Compliance of legal and procedural aspects, particularly under:
- SEBI Act, 1992
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- SEBI (Prohibition of Insider Trading) Regulations, 2015
- Listing Agreement

Representation Services

Representing on behalf of a company and other persons before:
- Securities Appellate Tribunal
- Public Utility, Listing and Securities Management
- SEBI
- SC
- However excludes the issue of shares and other securities in India and abroad
- Drafting of prospectus/offer for sale/letter of offer/other documents related to issues of securities and obtaining approvals in association with law managers
- Listing / delisting of securities
- Placement of securities
- As bonding house
- Nosing of lead manager international markets - AOW/SDR/ECFC/ECB
- Acting as Compliance Officer under various listing agreement(s)
- Compliance of offer for various capital market intermediaries
- Tanderer Code and Insider Trading
- Compliance of the Takeover Regulations

Internal Audit and Certification Services

Compliance with IBF (Institute of Bankers of India) regulations.
- Internal Audits of Bank Branches
- Compliance of the Takeover Regulations
- Certification in relation to Recasting of Share Capital
- Civil and regulatory deficiencies in securities market particularly:
- Internal Audits of Depository Participants
- Internal Audits of Credit Rating Agencies
- Certification in relation to Recasting of Share Capital (i.e., recast of total issued capital, issued capital and Capital held by depositaries in dematerialized form)
- Concurrent Audit in case of Utmost Account Opening, Cancellation, Verification of Delivery Instruction Slip
- Certification rendering Non - Promoters Holding Under Clause 30 of the Equity Listing Agreement
- Certification of headquarters have been completed within stipulated times under clause 47 (1) of the Equity Listing Agreement.
Capital Markets-Growth Drivers

Investment is one of the core business areas serving as significant input for building the country’s economic situation. It is used to drive business or the nation. In initial, Capital Market can be the place where investment are pooled and channelled for constructive use, thereby business expansion, or infrastructures. Thus, Capital Markets play a vital role in the development of economy. "The stronger the capital market, the better the prospects of economic development. Hence, a developed, dynamic and vibrant capital markets framework contribute to economic growth and development.

The Institute of Company Secretaries of India (ICSI) has been actively engaged in promoting the interest of investors and the orderly development of the capital markets in India. Its members have been authorized by SEBI - the capital market regulator - stock exchanges to issue various certificates and to undertake internal audit of various capital market intermediaries. The ICSI has also undertaken research studies and brought out publications on various aspects of the capital markets and securities law.

As part of its initiative towards creating awareness and good governance in Capital Markets, the ICSI is observing Capital Markets Week on the theme Capital Markets - Growth Driver from April 23 to April 28, 2012. The nation-wide events such as Academic Development Programmes, Panel Discussions, Lectures, Interactive Meetups with Regulation/Stock Exchanges, investor Awareness Programmes shall be held at all regional offices and chapters during this period.

**SUB-THEMES**

**Capital Markets: Challenges, Opportunities for Innovation**

Emerging economies like India are now a key driver of global growth. This growing importance of the emerging markets driven by rapid globalisation of capital markets and cross-border capital flows, have created investment opportunities and attracted pools of wealth. Investors around the world are piling into funds to take advantage of new opportunities for raising their risk-adjusted return on funds.

It has led to new innovations in financing resources. A stream of new financing resources for businesses such as private equity, angel fund, venture capital etc. become popular and successful because they fulfill business and economic purposes. In short, it is in this backdrop this technical session has been designed to deliberate upon challenges and opportunities for innovative capital markets.

**Recent Regulatory Changes in Capital Markets**

There is universal recognition that the growth of the economy depends to a large extent on the growth of the Capital Market as it provides the vehicle for raising resources and managing risks. The Indian Capital Market has undergone revolutionary changes in almost all the operational and systemic risk management parameters, today aided in setting global standards. However, in the future sans fiscal, institutional and unprofessional issues, which most need to be kept apace with the times so as to remain an influential global benchmark.

In this context, the regulatory regime needs to be strengthened, forward looking and evolutionary in nature. The deepening of global integration of financial markets, indeed would require the integration of regulatory framework demanding a greater consistency in the regulatory approach across the globe. This technical session has been structured to deliberate upon recent updates on operational, systemic and regulatory developments in the capital markets and to discuss future perspectives and issues for global benchmarking of regulatory framework for capital markets in India.

**SME Exchange: Empowering India’s SME Sector**

Small and Medium Enterprises (SME) are the backbone of a nation’s economy. SMEs contribute substantial percentage of total enterprises in most of the economies, as does its share in the GDP of India. It constitutes the bulk of the industrial base and also contributes significantly to its export potential as well as their Gross Domestic Product (GDP). SMEs account for generating the highest rates of employment and also accounts for major share of industrial production and export.

Setting up of SME Exchange by the two leading Stock Exchanges of India, have opened avenues for SMEs to raise funds from the market. These have provided the much-needed impetus to SMEs for their access to capital, as a small and at times, the empowering SME sector in India to effectively contribute to economic growth. Therefore, this technical session has been designed to deliberate as to how SMEs can benefit from the exchange as well as help ease the funding problems of SME sector in India.

**Indian Capital Market - How to Build a Robust Investor Confidence**

The capital market is the backbone of all companies offering equity and bonds in the primary market where market activity continues for a substantial period, while in recent times, there is a slump experienced by the primary markets offering equity where investors are resisting resisting investments in the main reason for equity appears to be lack of investor confidence in the market. The cause affecting closely relates to governance issues faced by the market. Recent instances of corporate governance issues have put common investors to dilemma. At the global financial crisis begun to realize and normalize returns in the market, the need to create the transparency, regulated and efficient capital market, in order to boost the corporate equity market, attract innovative financial products and to attract local and foreign investors. In this context, the technical session has been structured around developing the capital market in order to regain the trust and confidence of the investors.

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**MEGA PROGRAMMES**

**Day & Date** | **Place** | **Day & Date** | **Place**
---|---|---|---
Monday, April 23, 2012 | Mumbai | Thursday, April 26, 2012 | Kolkata
Tuesday, April 24, 2012 | Bangalore | Friday, April 27, 2012 | Ahmedabad
Wednesday, April 25, 2012 | Chennai | Saturday, April 28, 2012 | Delhi

**The ICSI - Capital Markets Interface**

- Undertakes research in corporate and securities laws
- Vows support on new laws/legislations proposed by capital market regulator
- Capacity Building Programme on new developments in capital markets and Securities Laws
- Secretariat Standards and Guidelines
-清楚
- Professional Development Programmes in Capital Markets related areas
- Investor Awareness Programmes

**Role of CSR in Capital Markets**

Company Secretaries over a period of time, have developed themselves as professionals having core competence in corporate and governance, moving from their traditional role of Secretary of the Company. They are now popularly known as governance professionals and are now frequently called upon to guide the Corporate Boards on various strategic, governance and compliance issues.

Under various securities laws such as Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996, Regulations and Guidelines issued by SEBI under the SEBI Act, 1992 and the various Agreement of the Stock Exchanges for Equity, Debentures, DEVPCC, Company Secretaries have been roped in to verify compliance and to issue certificates.

A list of the services provided by Company Secretary such as in employment and practical in Capital Markets is given below:

**Corporate Laws: Advisory Services**

Advisory on Compliance of legal and procedural aspects, particularly under:
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- Securities Contracts (Regulation) Act, 1956 and Rules made thereunder
- SEBI Regulations and Guidelines
- Listing Agreement

**Representative Services**

Representing on behalf of a company and other persons before:
- Securities Appellate Tribunal
- Public Issue, Listing and Securities Management
- Advisory on In-time issue of shares and other securities in India and abroad
- Drafting of prospectus/offer for sale/letter of offer/other documents related to issue of securities and obtaining approvals in consultation with legal managers
- Listing / delisting of securities
- Placement of securities
- Buck of shares
- Nosing of international investors
- ASX/ISDX/TSX/FCB
- Acting as Compliance Officer under various Listing agreement(s)
- Compliance of offer for various capital market intermediaries

**Takaful Code and Investor Trading**

- Compliance of the Takaful Regulations
- Compliance with SI (Prospectus) of Insider Trading) Regulations, 1992

**Internal Audit and Certification Services**

- Compliance with SI (Prospectus) of Insider Trading) Regulations, 1992
- Internal Audit and Certification Services
- Compliance with SI (Prospectus) of Insider Trading) Regulations, 1992
- Internal Audit of Account Opening, Co-reval, Verification of Delivery Instructional Slip
- Certification regarding Non-Promoters Holding under Clause 30 of the Equity Listing Agreement
- Certification that transactions have been completed within stipulated time under clause 47 (b) of the Equity Listing Agreement.
• Certification regarding compliance of conditions of Corporate Governance under Clause 49 of the Equity Listing Agreement and Listing Agreement of Indian Depository Receipts
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• Handbook on Internal Audit of Depositories Participants
• Guidance Notes on Certification under Investor Education and Protection Fund
• Corporate Governance: Board Letters
• Securitisation Standards: A Compendium
• Guidance Notes on Corporate Governance: Compliance Certificate
• Guidance Notes on Debt Securities
• Research Study on Secured Class 49
• Research Study on Board Committees
• Research Study on Independent Directors
• Research Study on Corporate Social Responsibility

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