

CHARTERED SECRETARY

THE JOURNAL FOR CORPORATE PROFESSIONALS



**THE INSTITUTE OF
Company Secretaries of India**

IN PURSUIT OF PROFESSIONAL EXCELLENCE

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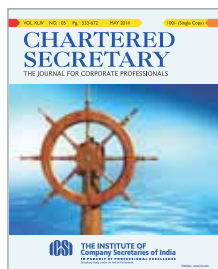


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'ICSI House', 22, Institutional Area, Lodi Road, New Delhi-110 003.
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- 01 >> ICSI – NISM Conference on Ethics and Corporate Governance - Prashant Saran(Whole Time Member, SEBI) addressing. Others sitting on the dais from Left: Sandip Ghose (Director, NISM), Ashish Kumar Chauhan (MD&CEO, BSE Ltd.), R. Sridharan and R. V. Verma (CMD, National Housing Bank).
- 03 >> IRDA-ICSI Seminar on Convergence of Company Law and Insurance Law - T.S. Vijayan (Chairman, IRDA) addressing. Others sitting on the dais from Left: A.V. Rao, Vikas Y. Khare, R. Sridharan, C. Sudhir Babu and Vasudeva Rao.
- 05 >> National Conference on New Initiatives of SEBI and MCA in Corporate Governance organised by PHD Chamber - Sitting on the dais from Left: -Dr. V. R. Narasimhan (Chief-Regulations, NSE), Prithvi Haldea (Chairman, Prime Database), Prashant Saran (Whole-time Member, SEBI), Sharad Jaipuria (President, PHD Chamber), M. J. Joseph (Additional Secretary, MCA), M.S. Sahoo and Nehal Vora (Chief Regulatory Officer, BSE Ltd.).

- 02 >> ICSI – NISM Conference on Ethics and Corporate Governance Ashish Kumar Chauhan (MD & CEO, BSE Ltd.) addressing. Others sitting on the dais from Left: Sandip Ghose (Director, NISM) and M.S. Sahoo.
- 04 >> IRDA-ICSI Seminar on Convergence of Company Law and Insurance Law Technical Session I – Governance in Insurance Sector - Sitting on the dais from Left: S.S. Marthi, R.K. Nair (Whole Time Member, IRDA), P S Prabhakar and S.V. Sunder Krishnan (Ex. VP and Chief Risk Officer, Reliance Life Insurance).
- 06 >> NIRC - Seminar on Company Secretary as Compliance Professional- Risk & Rewards: Inaugural Session – Sitting on the dais from Left: Rajiv Bajaj, NPS Chawla, Deepak Wadhawan (Director, All India Heart Foundation & Ex-Senior Advisor, Risk Advisory Practice, KPMG), Shyam Agrawal, Manoj K Arora (ADG, Export Promotion, Deptt. of Revenue, Ministry of Finance) and Manish Gupta.



Articles [A 210-257]

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Secretarial Standards

P-540

Pavan Kumar Vijay

Companies follow diverse secretarial practices evolved over a period of time through varied usages and as a response to differing business cultures. There is a need to integrate, harmonize and standardize such practices. Secretarial Standard addresses such issues so as to promote uniformity and consistency. Secretarial Standards aim at bringing more clarity in certain areas where the law is either silent or ambiguous. Wherever the law is silent, certain good governance practices are recommended, and wherever it is ambiguous, more clarity is brought in. These do not overstep or modify the law in any way.

Tools to comply with Insider Trading Regulations: Use of 'Three Ts' (Training, Technology & Timely disclosures)

P-543

Narendra Singh & Arpita Banerjee

"Insider trading" means trading in securities to one's own advantage through inside knowledge to unpublished information which when published would impact the price of securities in the market. The intent behind formulation of the Insider Trading Regulations is preventive rather than punitive. Often, lack of knowledge of laws/ignorance appears to be the reasons due to which the insiders fail to observe the Regulations. Company Secretary (CS), being a Compliance Officer, is responsible for formulating policies, procedures, preserve PSI, pre-clear and monitor trades and implement the code of conduct under the Regulations. He can effectively discharge these responsibilities with the use of 'Three Ts' which will not only ensure the compliances of the Regulations but will also track and prevent violation of the Regulations.

European Market Infrastructure Regulation (EMIR): A step towards Financial Governance

P-548

Pankaj Mundra

Derivatives and derivative transactions play an important role in the economy. However, derivatives are also associated with certain risks. A potential problem with derivatives is that they comprise an increasingly larger notional amount of assets. This may lead to distortions in the underlying capital available in market. The financial crisis has highlighted that these risks are not sufficiently mitigated in the over-the-counter (OTC) part of the market. This article highlights how risks associated with OTC derivative transactions is attempted to mitigate in European countries. The article also highlights the process and structure of EMIR, compliance requirements under EMIR applicable for firms operating in European Union. The EMIR effort is a welcome step towards financial governance.

Prevention of Sexual Harassment of Women at Workplace: Need for changes in the Policy

P-554

Rajesh Arora

In 1997, the Supreme Court of India recognized and addressed the issue of Sexual Harassment at workplace as a systematic discrimination against women. The landmark judgment in the case of Vishaka v. State of Rajasthan created mandatory requirement to prevent sexual harassment at workplace and laid down guidelines to be adopted at the workplace. In compliance with the same and in line with guidelines

issued by the Court, most of the corporates have formulated policies on prevention and redressal of sexual harassment. However, considering the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 passed by the Government on April 23, 2013, and Rules thereof which are notified on 9th December, 2013, the Corporates have to revise their policy on providing safe and harassment-free environment to the female employees and have to set up the Internal Complaints Committee having at least equal participation of females and also headed by a female.

Understanding section 205 of the Companies Act 2013

P-558

Prof R. Balakrishnan

Compliance with all applicable laws is mandatory under the listing agreement. Companies Act 2013, while spelling out the functions of the company secretary, for the first time, spells that it is one of the functions of the company secretary who is responsible for the compliance, to report to the board on the compliance of all applicable laws which is in line with the listing agreement. With this the role and responsibility of company secretary stand enlarged to a greater extent. It is important for the company secretary to ensure that he exercises his professional skill and diligence in ensuring the total compliance by shouldering a higher responsibility as expected and anticipated by the law makers. In order to strengthen the effective compliance management of all applicable laws - company secretary has a greater challenge and opportunity to bring about a differentiating factor in achieving excellence in compliance management.

Related Party Transactions: An overview of the provisions in the Companies Act, 2013

P-563

Yagya Turker

The provisions relating to Related Party Transactions are covered under section 297 of the Companies Act, 1956 and the corresponding section in the new Companies Act, 2013 is section 188. The scope of the section has been modified drastically under the Companies Act, 2013 by widening the definition of related parties and related party transactions. This article attempts to produce a brief analysis of the changes in the provisions.

Shelf-Offer of Securities: An Alternative to other Public offers

P-568

S. Natarajan

The process of issue of securities in tranches, under single prospectus is known as "Shelf Offering". In India it was first permitted in a restricted manner to the issue of securities by Financial Institutions and Banks with effect from December 2000. But, the Companies Act, 2013 opens the shelf-offer to all new Issues as may be decided by SEBI.

Corporate Social Responsibility: Provision in the Companies Act, 2013

P-575

Sunil Kumar Banerjee

The traditional approach that "The business of business is to do business" has of late undergone paradigm shift. The business goals are now closely associated with societies and environment within which the business operates. Here lies the basic concept of Corporate Social Responsibility (CSR). CSR is not merely philanthropy which has limited scope. CSR, being pragmatic responsiveness of business to stakeholders, consumers and community, has much wider scope.



at a Glance

Achieving balance of economic, environmental and social imperatives as set as goal in CSR activities is termed as Triple Bottom Line approach. Corporate decision making process takes due care of public interest honouring triple bottom line meaning people, planet and profit. Ambience in our country is not conducive for effective implementation of CSR policies. Without legal compulsions things do not move well. In the backdrop the Central Government has adopted a commendable measure by incorporating a mandatory provision on CSR in the Companies Act, 2013.

Social responsibility versus social acceptability

» P-580

Jawaharlal Jasthi

Of late there has been a tendency to dump extraneous responsibilities on the body corporate. In particular, it has been a vehicle to unload statutory responsibilities of government on to companies so that the public funds can be misused with impunity for unproductive lines to perpetuate themselves in authority. Companies are devised as a tool for economic activity. By loading with extraneous responsibilities the tool is becoming ineffective for the main purpose. It is also opening gates for executives to divert company funds under cover of statutory responsibilities and earn credit with people in power. Company Secretary is the only professional competent to take responsibility to stem this trend and safeguard the identity of the body corporate.

Foreign direct investment

» P-584

Ritika Chaudhary

The Concept of Foreign Direct Investment is now a part of India's economic future but the term remains vague to many, despite the profound effects on the economy. Despite the extensive studies on FDI, there has been little illumination forthcoming and it remains a contentious topic. According to UNCTAD India today is one of the most attractive destinations of FDI investment. India today has one of the largest markets. Though growth slowed down still it is growing at 5 per cent. The article defines how FDI is calculated and India's experience of FDI since 1991 till date. It also describes the sectors where FDI has mainly flowed with recent trends. The lacking areas and the reasons for the same have been elaborated with emphasis on "the need for change in reforms". The article also explains the comparison of FDI and FIIs, the upcoming reforms, recent trends with case study of Air Asia and Swedish single brand retailer IKEA.

Legal World [LW 43-52]

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► **LW: 39:05:2014** In our opinion, neither the interim order dated 15th April, 1987 nor the undertaking given pursuant thereto can be said to be a charge on the assets of the company in liquidation.[SC] ► **LW: 40:05:2014** CCI imposes penalty on Google for not disclosing and /or furnishing information to DG for the purposes of investigation. ► **LW: 41:05:2014** CCI imposes penalty on DLF for not complying with the cease and desist order. ► **LW: 42:05:2014** The language employed in the clause does not spell out the intention of the parties to get the disputes adjudicated through arbitration. It does not really provide for resolution of disputes.[SC] ► **LW: 43:05:2014** If at the time of entering into a contract, it is one of the conditions of the contract that the purchaser has to pay the amount in advance and there is breach of such condition then purchaser may have to make good the loss that might have occasioned to the seller but that does not create a criminal liability under Section 138.[SC]

► **LW: 44:05:2014** Insolvency or bankruptcy would always be a matter of authoritative determination under the relevant municipal laws of a country and certainly not a matter of individual perceptions and opinions.[SC] ► **LW: 45:05:2014** The appellant were not entitled for cenvat credit of service tax paid on input services used in or in relation to providing of the BPO service during the period of dispute, even if the same had been exported.[CESTAT] ► **LW: 46:05:2014** Once it is found that with some oblique motive, effort was made to show lesser sale proceeds than the actual, the orders imposing penalty cannot be questioned.[SC] ► **LW: 47:05:2014** It is well settled law that the High Court cannot exercise its power under Article 227 of the Constitution as an appellate court or re-appreciate evidence and record its findings on the contentious points.[SC]

From the Government [GN 65-84] P-598

► Mapping of e-forms prescribed under the Companies Act, 2013 with e-forms prescribed under Companies Act, 1956 ► Commencement of provisions of the Companies Act 2013 with regard to maintenance of books of accounts and preparations/adoption/filing of financial statements, auditors report, Board's report and attachments to such statements and reports- Applicability with regard to relevant financial year ► Dissemination of Information with regards to provisions of the Companies Act, 2013 as notified till date vis-a-vis the corresponding provisions of the Companies Act, 1956 ► Roll out plan of various forms under the Companies Act, 2013 and continuance of forms under the provisions of Companies Act, 1956 ► Alterations to Schedule II to the Companies Act, 2013 ► Nomenclature of various forms prescribed under the provisions of Companies Act, 2013 being notified ► Corrigenda ► Amendments to Schedule VII of the Companies Act, 2013 ► Establishment of Office of ROC-cum-OL at Billopur, Chhattisgarh ► Infrastructure facilities and submissions of periodic reports ► Revised guidelines for Liquidity Enhancement Scheme in the Equity Cash and Equity Derivatives Segments ► Corporate Governance in listed entities - Amendments to Clauses 35B and 49 of the Equity Listing Agreement ► Establishment of Connectivity with both depositories NSDL and CDSL – Companies eligible for shifting from Trade for Trade Settlement (TFTS) to Normal Rolling Settlement ► Change in investment conditions / restrictions for FII/QFI investments in government debt securities ► Disclosures pertaining to Assets Under Management ► Margins for USD-INR contracts ► Commencement of Foreign Portfolio Investor ("FPI") regime.

Other Highlights

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- Certificate of Practice Issued / Cancelled
- Licentiate ICSI Admitted
- News From the Regions
- News From the ICSI - CCGRT
- Company Secretaries Benevolent Fund
- Details of Donations Received to the CSBF from 01.01.2014 to 31.03.2014
- Our Members
- Prize Query



‘Vision is the art of seeing what is invisible to others’

Jonathan Swift

‘Accountability breeds response-ability.’

Stephen R. Covey



Dear Professional Colleagues,

April evokes mixed emotions and thoughts – stress, fresh, warm days for the temperate zones, hot days for the tropics. In many parts of the world, planting has begun and in other parts of the world, harvesting season has begun. For us, it is the beginning of long drawn out summer and children are excited about their holidays and elders chalk out plans to escape from the heat of plains to the cooler places. The process of General Elections has begun and not only at home, the whole world is watching us with awe and excitement. It is indeed a matter of great pride for all of us that India is the biggest democracy and one of the best democracies and commands great respect in the comity of nations.

April, 2014 witnessed a flurry of Rules notified under the Companies Act, 2013 which has caused severe anguish to all of us. Many of you might be closely watching the developments and updates in this regard made available on website of the Institute. However, through this communication, I am outlining the representations made to Government for addressing our concerns and I am seeing the light at the end of the tunnel and sincerely hope that all our efforts will bear fruit shortly.

The substantial number of sections under the Companies Act, 2013 and the Rules made thereunder have been notified by the Ministry of Corporate Affairs (MCA) and implemented w.e.f April 1, 2014. The MCA exposed draft Rules in the month of September/October, 2013 for comments. On observing that these draft Rules with respect to Secretarial Audit and Annual Returns were deficient, the Institute made representations to the MCA as a feedback to the draft Rules on 28th October, 2013. Then final Rules notified on 31st March, 2014, which to the surprise of your Council and everyone, were neither as per draft Rules nor as per our representations made by us on draft Rules. In the interest of transparency we kept you informed of the developments at every moment while dealing with the situation. Members are welcome to express their constructive views on the matter to the Institute.

Immediately, we met Secretary, Additional Secretary and Joint Secretary, MCA on 31.03.2014 to convey the variation and its ramifications on the economy, the companies and the profession. After the Rules were notified by MCA we have made 15 representations, the text of which are available on the website of the Institute.



From the President

Apart from above, we have met MCA officials umpteen times to pursue representations and in the process, we had meaningful dialogue with the Hon'ble Minister for Corporate Affairs (Independent Charge), Shri Sachin Pilot in the late night (11.55PM) of 4th April, 2014 at Kekdi in Rajasthan.

On 28th April, 2014, our efforts has borne some fruits as a substantial number of e-forms notified under the Companies Act, 2013 and the Rules thereunder uploaded at MCA website required pre-certification by a Company Secretary in Practice, among others. But we are dismayed by the fact that such pre-certification is not required for e-forms to be filed by small companies and one person companies.

The Council has made and is making consistent and continuous efforts in following up the other representations. We had not left and would not leave any stone unturned to secure justice for our members and students. I appreciate the patience and calmness of students and members in handling this difficult phase. We have received assurance of reconsideration of the Rules. We are hopeful of positive outcome. Nevertheless, with responsibility comes the accountability. I would, therefore, strongly urge our members to exercise due care and diligence while pre-certifying the e-forms, undertaking Secretarial Audit and performing functions of company secretary. In case of violation of provisions, hefty penalties are provided under the Companies Act, 2013. I urge you through this communication that all of you to build your capacities for all the new areas given under the Companies Act, 2013 by attending the programmes on company law being organized by the Regional Offices and Chapter Offices. It would benefit you as well as the profession.

Friends, current epoch provides a new prospect and perspective for India to shake her isolation that mainly depends on the quality of manpower that she has, which are represented by the skills of amalgam of professionals. Excellence of Indian professionals in different fields are to be well imprinted on wide canvas of the globe. This process is already on and the profession of company secretaries is not an exception to this fact. Indeed, Company Secretaries today do not work in water tight compartments and are not shy of barging into previously untouched areas of practice such as CSR assessment, internal audit, systems audit, fraud risk management, banking & insurance laws, competition laws, etc.

Company Secretaries who are in the mainstream of business are instruments of change in guiding, advising and implementing the business dynamics with innovative formula, through timely compliance management, innovative business strategies, effective governance, awareness to environmental and social obligations, board room advice, sustainability initiatives and what not. The institute has been taking initiatives to equip the members in different fields where they can render their services beyond the Companies Act.

The Institute in association with Insurance Regulatory and Development Authority of India (IRDA) organised a Seminar on "Convergence of Company Law with Insurance Law" on 26th April, 2014 at Taj Deccan, Hyderabad. Shri T. S. Vijayan, Chairman, IRDA was the Chief Guest. CS Sudhir Babu C., Council Member, ICSI was the Programme Director. Speaking at the Seminar, Shri T. S. Vijayan, Chairman, IRDA emphasized on strengthening of the Corporate Governance norms for insurance companies issued by the regulator in 2009. It is heartening to note from his remarks that role of company secretaries is of great significance in ensuring good governance in insurance companies and safeguarding the interest of various stakeholders in such companies. The seminar was a confluence of thoughts between practitioners, academicians and regulators to identify critical governance issues in the Indian insurance sector.

The seminar was addressed by a galaxy of speakers including Shri R. K. Nair, Whole Time Member, IRDA, Shri P. S. Prabhakar, Chartered Accountant, Shri S. V. Sunderkrishnan, EVP & Chief Risk Officer, Reliance Life Insurance; Dr. V. R. Narasimhan, Chief (Regulations), National Stock Exchange; Shri P. R. Ramesh, Chairman, Deloitte India; Shri C. L. Baradhwaj, Company Secretary, Bharti AXA Life insurance; Shri Shriram Subramanian, Founder & MD, InGOvern Research Service Pvt. Ltd.; Shri Ashvin Parekh, Sr. Expert & Advisor, Financial Services, E & Y and Dr. P. Nandagopal, MD & CEO, IndiaFirst Life Insurance Company Ltd. The contents of the seminar were insightful for individuals and institutions that are part of the Corporate Sector, Corporate Governance Professionals, Independent Directors, Compliance Professionals, Risk Managers, Academicians, etc.

As you may be aware that IRDA has mandated every insurer to designate company secretary as the Compliance Officer for the purpose of compliance with the Corporate Governance Guidelines of IRDA. The



Institute brought out a "Handbook on Insurance" for the benefit of present and prospective company secretaries to enable them to discharge the responsibilities effectively. The Handbook gives a bird's eye view about the key regulatory requirements applicable to the insurance sector. The Institute has brought out another book, namely, "Essential Rules of Interpretation of Statutes for Company Secretaries" authored by Dr. K. R. Chandratre, Past President, ICSI at the national Seminar.

As stated earlier, it is now time to concentrate on capacity building. I would appeal to the members to make use of the PMQ courses and the Certificate Courses offered by the Institute. With the advent of the Companies Act, 2013, the scope of insolvency professionals in India would get really widened and pursuing Post Membership Qualification Course in Corporate Restructuring and Insolvency would enhance the scope for practising members and members in employment. The Institute is shortly introducing PMQ course in Competition Law also. Besides, the Institute is proposing to introduce PMQ courses in IPR, Banking, Insurance, Commodity, Capital & Money Markets, and International Trade. The syllabus of existing PMQ Courses in Corporate Governance would also be revamped suiting the prevailing requirements.

I am happy to inform you that the 15th National PCS conference would be held in Western Region on the Theme 'PCS- the facilitator for Corporate Growth' in June, 2014. We will intimate the specifics, venue and date shortly.

The 5th Conference on Ethics and Corporate Governance jointly organised by ICSI and National Institute of Securities Markets (NISM) was held on April 29, 2014 at Indore covering governance & ethics from academic,

regulatory and practitioners' perspective. Mr. Ashish Kumar Chauhan, Managing Director, Bombay Stock Exchange; Mr. Sandeep Ghose, Director, NISM; Mr. Rishiksha T. Krishnan, Director, IIM, Indore; Mr. Murlu Radhakrishnan, Regional Director, RBI; and Mr. N. Hariharan, CGM, SEBI were the Guest Speakers.

Before I conclude I would like to remind that in the present trying circumstances, it is necessary for all of us to keep our faith and patience intact without losing hope. As members of the Institute, we share common ethos and carry collective conscious and at no point of time we shall not entertain obscure ideas, harbour mistrust amongst us which may lead to lose faith in ourselves. At the same time, patience is much required in these difficult circumstances. I end this communication with the following quotes:

"A faith is a necessity to a man.
Woe to him who believes in nothing."
—Victor Hugo

"Our patience will
achieve more than our force."
—Edmund Burke

With kind regards,

Chennai
3rd May, 2014

Yours sincerely,

(CS R. SRIDHARAN)
president@icsi.edu



Article



Pavan Kumar Vijay*, FCS

Chairman, Secretarial Standards Board of ICSI
New Delhi

pkvijay@hotmail.com

Secretarial Standards

- Secretarial Standards are policy documents relating to various aspects of secretarial practices in the corporate sector. By following the Secretarial Standards formulated by the SSB of ICSI in true letter and spirit, companies will be able to ensure adoption and application of uniform, consistent and best practices, which will result in furthering the shareholders democracy by laying down principles for better corporate disclosures and ensuring good governance.

Origin of the Secretarial Standards Board

The Institute of Company Secretaries of India, (ICSI), recognizing the need for integration, harmonization and standardization of diverse secretarial practices prevalent in the corporate sector, constituted the Secretarial Standards Board (SSB) with the objective of formulating Secretarial Standards. The SSB was constituted in the year 2000. The formulation of Secretarial Standards by the SSB is a unique and pioneering step towards standardization of diverse secretarial practices. The purpose of constituting SSB was the growth and enhanced visibility of the profession keeping in view the long-term benefits and setting up international benchmarks in Secretarial Standards. It is believed that no similar Board or authority is in existence anywhere in the world for the purpose of formulating Secretarial Standards.

The SSB comprises eminent members of the profession holding responsible position in well-known companies, senior members in practice, as well as representatives of regulatory authorities, such as the Ministry of Corporate Affairs, Securities & Exchange Board of India and the sister professional bodies viz. the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India. The scope of SSB is to identify the areas in which Secretarial Standards need to be issued and to formulate such Standards. SSB also clarifies

issues arising out of such Standards and issues Guidance Notes for the benefit of members of ICSI, corporates and other users. ICSI-CCGRT (Centre for Corporate Governance, Research & Training) located at Navi Mumbai provides technical support to SSB.

Need for Secretarial Standards

Companies follow diverse secretarial practices. These practices have evolved over a period of time through varied usages and as a response to differing business cultures. For instance, the Companies Act, 1956, provided that companies must convene their Board Meetings by giving notice to directors in this regard. However, no minimum period for giving such Notice has been laid down and, companies are at liberty to give any or no length of notice for convening a Board Meeting. Further, there is no requirement for sending Agenda for the Meeting. Companies, therefore, follow varied practices with regard to giving Notices and sending the Agenda and Notes on Agenda for Meetings of the Board of Directors. Thus, there is a need to integrate, harmonize and standardize such practices. Secretarial Standard addresses such issues so as to promote uniformity and consistency. Secretarial Standards aim at bringing more clarity in certain areas where the law is either silent or ambiguous. Wherever the law is silent, certain good governance practices are recommended, and wherever it is ambiguous, more clarity is brought in. These do not overstep or modify the law in any way.

*Past President, The Institute of Company Secretaries of India and M.D., Corporate Professionals Capital Pvt. Ltd., New Delhi.



In the initial years, the secretarial standards formulated by the SSB were recommendatory and self-imposed. Now, section 118 (10) of the Companies Act, 2013 provides statutory recognition to Secretarial Standards issued by ICSI. It mandates observance by every company of the Secretarial Standards with respect to General and Board Meetings specified by ICSI and approved by the Central Government. Other Standards may be made mandatory and binding in due course after the need for such standards is appreciated by users and the appropriate authorities.

Scope of Secretarial Standards

Standards create templates of the highest order for people to follow, seek to address multiple grey areas in the law and incorporate best practices being followed by the corporates in the country, while simultaneously facilitating professionals and benefitting the industry. Secretarial Standards issued are in conformity with the provisions of the applicable laws. However, if, due to subsequent changes in the law, a particular Standard or any part thereof becomes inconsistent with such law, the provisions of the said law shall prevail.

Principles Governing Formulation of Secretarial Standards

Secretarial Standards Board formulates Secretarial Standards taking into consideration the following:

Applicable laws, usages, business environment, practical applicability and best secretarial practices prevalent keeping in view the governance aspect.

The Secretarial Standards are developed (i) in a transparent manner; (ii) after extensive deliberations, analysis, research; and (iii) after taking views of corporates, regulators and the public at large.

Advantages of Secretarial Standards

The adoption of the Secretarial Standards by the corporate sector will have a substantial impact on the quality of secretarial practices being followed by companies, making them comparable with the best practices in the world.

The adoption of secretarial standards can bring following advantages to the corporate sector:-

- better corporate governance
- improvement of quality of secretarial practices being followed by companies
- adoption of uniform, consistent and best secretarial practices in the corporate sector
- furthering the shareholders democracy by laying down principles for better corporate disclosures

- Best interpretation of laws
- More transparency
- More recognition to the ICSI and members Increasing Professionalism in corporates
- Noncompliance will be easily and readily located

Procedure for Issuing Secretarial Standards and Guidance Notes

Over the years, SSB has evolved its own procedure and has come out with ten Secretarial Standards and more than twelve Guidance Notes. With the recognition granted to Secretarial Standards under the new Act, SSB has laid down new scientific guidelines for issuing Secretarial Standards and Guidance Notes which is a 360 degree Standardized Procedure. Suggestions of the Members of ICSI and others would be invited for the following and technology would be leveraged while seeking such suggestions:

- Legal Clarity v/s Language Clarity
- Multi Legal-Interpretation / Non clarity
- Judicial Pronouncements – Best governance
- Industry Practices – Best Practices
- Overlapping / Contradiction with other laws (Multiple Regulators)
- Typical Scenarios/Situations

Secretarial Standards Issued so far

The Secretarial Standards issued so far are:

Sl. No.	SS No.	Subject of the Standard	Month & Year of Publication	Month & Year of Revision, if any
1	SS-1	Secretarial Standard on Meetings of the Board of Directors	December, 2001	June, 2007
2	SS-2	Secretarial Standard on General Meetings	May, 2002	October, 2011
3	SS-3	Secretarial Standard on Dividend	May, 2003	-
4	SS-4	Secretarial Standard on Register and Records	October, 2005	-
5	SS-5	Secretarial Standard on Minutes	September, 2007	-
6	SS-6	Secretarial Standard on Transmission	September, 2007	-
7	SS-7	Secretarial Standard on Passing Resolutions by Circulation	November, 2008	-
8	SS-8	Secretarial Standard on Affixing of Common Seal	November, 2008	-
9	SS-9	Secretarial Standard on Forfeiture of Shares	November, 2008	-
10	SS-10	Secretarial Standard on Board's Report	July, 2009	-



Article

Secretarial Standards

Guidance Notes Issued so far

To facilitate the corporate sector to comply with the Secretarial Standards, the SSB also formulates Guidance Notes. ICSI has so far issued Guidance Notes on :

Sl. No.	Subject of Guidance Note	Month & Year of Publication	Month & Year of Revision, if any
1	Meetings of the Board of Directors	July, 2002	-
2	General Meetings	November, 2002	-
3	Passing of Resolution by Postal Ballot	September, 2002	September, 2012
4	Dividend	May, 2003	-
5	Buy Back of Securities	December, 2003	-
6	Board's Report	July, 2004	-
7	Preferential Issue of Shares	December, 2007	-
8	Corporate Governance Certificate (Clause 49 of Listing Agreement)	October, 2005	September, 2007 and July, 2010
9	Listing of Corporate Debt	July, 2010	-
10	Related Party Transactions	July, 2010	-
11	Board Processes	December, 2010	-
12	Non Financial Disclosures	May, 2011	October, 2011

Impact of New Law on Secretarial Standards

Section 118(10) of the Companies Act, 2013 states that every company shall observe secretarial standards with respect to general and Board meetings specified by the Institute of Company Secretaries of India and approved as such by the Central Government. Section 121 of Companies Act, 2013 (read with rules) provides for preparation of report on the Annual General Meeting of the company containing the details in respect of confirmation with respect to compliance of secretarial standards made thereunder with respect to calling, convening and conducting the Meeting.

As per section 205 of the Act, the function of the Company Secretary (CS) includes ensuring that the company complies with the applicable Secretarial Standards. This means that it would be the duty of the CS, which is an apt position also, to ensure that the Secretarial Standards relating to General and Board Meetings, and approved by the Central Government ('CG') are complied with.

The intention of the legislatures to observe Secretarial Standards appears to be clear as it would oblige the companies to adopt uniform practices in conducting Board & General Meetings.

Way Forward

In the light of the Companies Act, 2013 and SEBI Regulations, SSB proposes to revise all existing Secretarial Standards and Guidance Notes at the earliest. Further, new Guidance Notes in respect of the following are proposed to be issued:

- Guidance Note on Related Party Transactions (included Loans & Advances by a company)
- Guidance Note on Secretarial Audit
- Guidance Note on Corporate Social Responsibility (under Companies Act, 2013)
- Guidance Note on Independent Directors
- Guidance Note on Meetings through Electronic Mode/Video Conferencing
- Guidance Note on Annual Returns
- Guidance Note on Deposits
- A Guidance Note on Structured Agenda and MIS for Board Meetings which would benefit Independent Directors is also planned.

Secretarial Standards with Respect to Board and General Meetings

With the enactment of the Companies Act, 2013 and notification of Rules thereunder, existing Secretarial Standards issued by ICSI need to be revised as per the applicable law and sent to the Central Government for their consideration and subsequent notification under section 118(10). Accordingly, the Secretarial Standards Board (SSB) had revised its Secretarial Standard on Meetings of the Board of Directors (SS-1), Secretarial Standard on General Meetings (SS-2),

Secretarial Standard on Minutes (SS-5) and Secretarial Standard on Passing of Resolutions by Circulation (SS-7) as per the new Act and Rules thereunder and hosted their Exposure Drafts for public comments in the second week of April 2014. Based on the comments, the Revised Drafts of the Standards which also includes aspects relating to Meetings through Electronic Mode, Voting by Electronic Mode, Passing of Resolutions by Circulation, General Meetings, Passing of Resolutions by Postal Ballot and Minutes have been finalised by the SSB and placed on the home page of the website of the Institute and are left open for public comments, before finalization and sending it to Central Government for consideration.

Further, the SSB is endeavouring to identify divergent practices followed and address any issues/grey areas with respect to General and Board Meetings and therefore soliciting suggestions on the same. This has been put up for suggestions separately. [CS](#)



Narendra Singh, FCS

Company Secretary, Essel Mining & Industries Limited, Kolkata

narendra.singh@adityabirla.com



Arpita Banerjee, ACS

Assistant Manager, Essel Mining and Industries limited, Kolkata

arpita.banerjee@adityabirla.com

Tools to comply with Insider Trading Regulations:

Use of 'Three Ts' (Training, Technology & Timely disclosures)

- With a view to curb the evil practice of insider trading by using price sensitive information which is not available to others, the SEBI has put in place a set of Regulations operative since 1992. How, by the use of training, technology and timely disclosure the various requirements of the Regulations could be effectively complied with is what has been explained here.

Introduction

Insider trading means 'trading to one's own advantage through inside knowledge.' In India, the history of Insider Trading Regulations can be found in the recommendations of the Sachar Committee in 1979 and the Patel Committee in 1986. According to the Patel Committee's Report, 'Insider trading' means trading in the shares of a company by persons who are in the management of the company or are close to them on the basis of undisclosed price sensitive information regarding the working of the company, which they possess but which is not available to others.

The stock market scam of 1992 brought to light the wide prevalence of insider trading in India and hence the need of a legislation for countering the malpractices in the market was felt. In the year



*The views expressed in this article are solely the views of the authors and do not reflect in any way the views of the Company/ or the Group where they are employed.





Article

Tools to comply with Insider Trading Regulations: Use of 'Three Ts' (Training, Technology & Timely disclosures)

1992, the SEBI (Prohibition of Insider Trading) Regulations 1992, ('Insider Trading Regulations' or 'the Regulations') was put in place by the Securities and Exchange Board of India ('SEBI') which specifies the mechanisms to prohibit insider trading activities. The Regulations prohibit all listed companies, market intermediaries, insiders and designated employees etc. from dealing in securities of the company based on unpublished price sensitive information ('UPSI') and insist on timely disclosures of price sensitive information to the Stock Exchanges ('SEs').

This article, besides dealing with the salient feature of the insider Regulations brings out the effective use of 'Three Ts (viz. training, technology and timely disclosures) as tools for prohibiting insider trading and ensuring timely compliance of the Regulations. Before deliberating about the use of 'Three Ts', it is essential to take a look at the important terms/provisions of the Regulations.

Insider

'Insider' as per regulation 2(e) means any person who is or was connected or is deemed to have been connected with the company and is reasonably expected to have access or received UPSI in respect of securities of a company. From this, it is evident that the term 'connected person' has to be analysed and it means any person who is a director or occupies the position as an officer/ employee of the company or holds a position involving professional or business relationship and who may reasonably be expected to have an access to UPSI in relation to that company.

Therefore, any person who is/was connected/deemed to be connected or expected to have access to UPSI is an insider. A person continues to be an insider for a period of six months even after disassociation with the company as an insider.

Price Sensitive Information

'Price sensitive information' (PSI) as per regulation 2(ha) means any information which relates directly or indirectly to a company and if published is likely to materially affect the price of securities of the company e.g. declaration of financial results/dividend, issue/ buy-back of securities, major expansion plans, restructuring etc.

Clause 36 of Listing Agreement states that SEs shall be informed of events like strikes, lock-outs, closure etc. both at the time of occurrence and after the cessation of the event. The SEs are also required to be informed about all events which are PSI and will have bearing on the performance/operations of the company. Material events such as change in the general character of business, disruption of operations, commencement of operations, material litigation, merger & acquisition, restructuring etc. should be made public immediately upon its occurrence.

In *Hindustan Lever Limited v. SEBI [1998 SCL 311]*, it was held that no trading took place consequent on any price sensitive inside

information as the information in question was already available in the public domain. Hence, any dealing in securities in order to be treated as an insider trading has to be an UPSI and outside public domain.

The Regulations prescribe closure of 'Trading Window' when the information referred in regulation 2(ha) is unpublished, commencement of which can be decided by the company.

Designated Employee (DES)

The term designated employee includes officers and employees comprising the top three tiers of the management of the company on whom the trading restrictions shall be applicable, e.g. the Board of Directors, Presidents, Vice Presidents, personnel working in Finance & Accounts, Corporate Communication, Company Secretarial, CEOs Office and key departments which varies from company to company.

In any medium sized company, the number of DEs are expected to be generally above hundred. Hence, the role of Compliance Officer who happens to be the Company Secretary (CS) becomes important to set forth policies, procedure, preservation of PSI, pre-clearance of trades of DEs etc.

Obligation on Insider

Regulation 3 prohibits the insider from dealing in securities of a listed company, either on his own or on behalf of any other person, while in possession of any UPSI and also prohibits from communicating/ counselling directly or indirectly any UPSI. Further, Regulation 3A prohibits the company from dealing in securities of another company while in possession of UPSI. The only exception is communication of UPSI in the ordinary course of business, profession, employment or under any law.

Hence, it is clear that every 'Insider' has a duty to safeguard and maintain the confidentiality of UPSI obtained in the course of work or by virtue of relationship with the company. The Regulations prohibit an insider/ DEs to use one's position with or knowledge of the company to gain personal benefit or to provide benefit to third party and shall always refrain from profiteering by using the UPSI.

Disclosure of Holding [Regulation 13]

The requirements of and time limits within which disclosures need to be made are spelt out hereunder.

Initial Disclosure

Any person who holds more than 5% shares; shares held or position taken in derivatives by the directors/ officers and their dependents; or shares held by the promoter/ promoter group of



the listed company are required to be disclosed to the company within 2 working days of the receipt of intimation of allotment/ acquisition of shares or on becoming director, officer, promoter or person belonging to promoter group as the case may be.

Continual disclosure

Apart from submitting initial disclosures, a persons who hold more than 5% shares, directors, officers, promoters or persons belonging to promoter group of a listed company need to submit periodic disclosures of change in their shareholding, if such change exceeds certain specified numbers/ percentage. The continual disclosures also need to be made within 2 working days of changes in the shareholding. The term 'officer' includes an auditor of the company.

The listed companies are obliged to submit the above initial and continual disclosures to the SEs on which the company is listed with 2 working days of receipt of the same. In view of the above, it is clear that time is the essence as the disclosures are required to be submitted within a short span of time.

Penalties

Under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and Insider Trading Regulations, the SEBI has enormous powers to protect the interests of investors, pass appropriate orders against violators including freezing of their assets and restricting them from committing further violations. Under section 24 of SEBI Act, SEBI is empowered to punish the violators with imprisonment for a term which may extend to 10 years or with fine which may extend to Rs. 25 Crores or with both.

The Companies Act, 2013 has also recognized insider trading as a criminal offence and any person contravening the provisions of the relevant section shall be punishable with imprisonment which may extend to five years or with fine which shall not be less than Rs.5 lakh but may extend to Rs. 25 Crores or three times the amount of profits made out of insider trading, whichever is higher, or with both.

The penalties for violation of the regulations are very severe. Apart from monetary penalties/ loss of reputation, the violators are punishable with imprisonment also.

Tools To Comply With Insider Trading Regulations

The intention behind framing of the Insider Trading Regulations was preventive rather than punitive. Often, lack of knowledge of laws/ ignorance appears to be the reason due to which the insiders/ DEs/ directors/ officers fail to observe the Regulations. Therefore, proper mechanisms need to be devised to comply and prohibit insider trading taking place due to lack of knowledge/ ignorance. This is imperative because most of the DEs/ insiders in

the company might be non-legal background individuals who are not expected to be aware about the provisions of the Regulations.

The Regulations prescribe that every listed company shall appoint a Compliance Officer who shall be responsible for formulating policies, procedures, preservation of PSI, pre-clearing and monitoring of trades and the implementation of the code of conduct. Clause 47 of the Listing Agreement also prescribes that the company agrees to appoint the CS to act as Compliance Officer who will be responsible for monitoring the share transfer process, directly liaise with the authorities such as SEBI, SEs, Registrar of Companies, etc.

This means, the company secretary is responsible for the formulation of policies, procedures, preservation of PSI etc. This casts a duty on him to devise effective mechanism to preserve PSI, prohibit insider trading, pre-clear and monitor trade and implement the Code of Conduct. This is achievable easily with effective usage of 'Three Ts' as discussed hereunder.

1. Training and Communication

Training

Proper and periodic training is the need of time to educate DEs about the Insider Trading Regulations and Code of Conduct. The training materials should briefly contain the requirement of the Regulations, when not to deal in the company's shares, timeline to submit requisite disclosures etc. Such training can be imparted through various means e.g. internal Workshops, Seminars, Web based training etc.

Cairn India Limited ('Cairn India'), world's fastest-growing oil and natural gas exploration and production company which contributes almost 25% to India's domestic crude oil production had ensured that the DEs were educated properly in the year 2011-12 to ensure effective compliances of the Regulations.

Distribution of Pamphlets and Handouts

Pamphlets and Handouts can also be circulated to the DEs at regular intervals making them aware about the requirement of pre-clearance of trade, disclosures and trading window. Nicely printed/ eye catching pamphlets may also be affixed at prominent places at the premises of the Company.

GMR Infrastructure Limited (GMR), one of the largest infrastructure conglomerate which is operating and maintaining Delhi and Hyderabad Airports had displayed nicely/ eye catching pamphlets at prominent places of the company during the year 2008-09 to bring awareness about compliances amongst the employees.

Periodic circulation of Dos & Don'ts through E-mail

One of the duties of the Compliance Officer is to communicate to



Article

Tools to comply with Insider Trading Regulations: Use of 'Three Ts' (Training, Technology & Timely disclosures)

➤ The company secretary is responsible for the formulation of policies, procedures, perseverance of PSI etc. This casts a duty on him to devise effective mechanism to preserve PSI, prohibit insider trading, pre-clear and monitor trade and implement the Code of Conduct. This is achievable easily with effective usage of 'Three Ts'.

the DEs about the Closure & opening of Trading Window. This communication is sent through E-mails which apart from containing the closure period of Trading Window should also specify the Dos and Don'ts pertaining to dealing in securities of the company. Following are some of the Dos and Don'ts that can be circulated amongst the DEs:-

Don'ts

1. Trade in the company's securities without pre-clearance of Compliance Officer.
2. Buy or sell the securities of the company when the 'Trading Window' is closed.
3. Enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.
4. Take positions in derivatives of the securities of the company at any time.
5. Trade in securities of the company while in possession of UPSI.
6. Recommend or counsel to buy, sell or retain the securities when holding UPSI.

Dos

1. In case intend to deal in the securities of the company, submit the duly filled Dealing Authorization Form ('DAF') for pre-clearance to the Compliance Officer.
2. Ensure to obtain pre-clearance before placing the order for dealing in the securities of the company.
3. Intimate the details of securities dealt pursuant to pre-clearance.
4. Ensure to submit disclosure in prescribed form if change in shareholding exceeds Rs. 5 lakh in value or 25,000 shares or 1% of total shareholding, whichever is lower from the last disclosures.
5. Submit in time the Annual Statement of holding of shares in

the company to Compliance Officer.

6. In case of any doubt, contact the Compliance Officer of the company.

GMR and Cairn India are some of the companies which implemented the system of sending Don'ts & Dos through E-mails to their DEs periodically.

2. TECHNOLOGY

Use of technology has become the buzz word not only for preparation of reports and MIS but also for compliance of various laws. With the plethora of laws to be complied with, it is difficult to memorize and track the compliances with the help of checklists alone. Hence, need of the hour is effective usage of technology.

Company secretaries can easily discharge their duties and faith reposed by SEBI by establishing proper tracking mechanism to prohibit insider trading and compliance of the regulations with the help of technology detailed below:-

1. With the advancement of technology, developing a software (or application) where details about the DEs are to be preserved is the need of time. The application should enable the DEs to raise their request for pre-clearance of trade, intimation of dealing in the shares pursuant to pre-clearance, submission of Annual Disclosure etc. online. With the usage of software for the above, complete log details would be available with the Compliance Officer for any future reference and records. Hence, it becomes imperative for CS to insist for development of software/ application, which can be built at the minimal cost.
2. Collate master data (viz. Name, Employee ID, PAN, Date of Birth, DP ID/ Client ID, No. of shares held in the concerned company etc.) of DEs. Collate such details of relatives (as defined in the company's Code of Conduct) also. This data need to be uploaded in the software which is one time activity. Software/ application should support bulk upload of data, addition/ deletion of DEs etc.
3. Provide list of DEs and their PAN to Registrar and Share Transfer Agent (RTA) and advise them to get the details of outstanding shares against each PAN. This can be extracted by RTA from the Beneficiary Position ('BENPOS') obtained/ downloaded from NSDL/ CDSL free of cost on weekly basis.
4. Upload the number of outstanding shares against each PAN, as at the end of each trading day of the week, in the software of the Company. This can be done by bulk upload and requires a single mouse click to get it uploaded.
5. Obtaining of the details of outstanding shares against each PAN as at the end of each trading day of the week from RTA and bulk uploading of the same in software should be a continuous process.



6. Compare the details of outstanding shares as the end of previous and current week. If there is any variation in number of outstanding shares, then check whether the trade was pre-cleared by Compliance Officer. If yes, automatic trigger to be sent to concerned DEs to submit the disclosure(s), if the change exceeds the prescribed limits.
7. Apart from the above, the application should have auto checks & balances viz. trigger to DEs if proposed pre-clearance/ trade would lead to disclosure(s) to the company/ SEs, not allowing DEs to submit DAF during closure of Trading Window, etc.
8. Prompt intimation/notice by the Compliance Officer to DEs if he/she dealt in the company's shares without pre-clearance or during closure of Trading Window. In case of any default, the company can impose appropriate penalty and/ or take necessary action including wage freeze, suspension, ineligible for future participation in employee stock option plans against the violator including referring the matter to SEBI.

Polaris Software Lab Limited and Cairn India are some of the companies which had utilised the technology not only to prepare MIS but also to track the dealings in shares of the respective companies by their DEs.

3. TIMELY DISCLOSURES

The compliance of the Regulations appears to be very simple as the Regulations require only prompt disclosures of PSI to SEs, disclosures on acquisition/sale of certain numbers, amount and/ or percentage of shares of the listed Company and restricting oneself from dealing in the company's shares based on UPSI. This is in order to enable the shareholders and the public to apprise the position of the company and to avoid the establishment of a false market in its securities.

The required disclosures to be submitted to the company and/ or SEs by the Directors, Officers, Promoters and DEs after dealing in certain number, amount and percentage of shares etc. within a short span of time.

In view of the above, it is essential that the company follows proper and prompt disclosure mechanism for disseminating UPSI. PSI shall be first disseminated to SEs and then to media, analysts, etc. At the same time, the companies should also post the PSI in their website, once disseminated to the SEs, so as to achieve maximum reach and quick dissemination.

In order to avoid misquoting or misrepresentation, at least two company representatives including Corporate Spokesperson should be present at meetings with Analysts, or Institutional Investors and the discussions should preferably be recorded. Unanticipated questions may be taken on notice and a considered response be given later. If the answer includes PSI, a public announcement should be made before responding. Corporate

Spokesperson also plays an important role in overseeing and coordinating disclosure of PSI to the SEs, analysts, shareholders and media. The company should also proactively and promptly verify or deny rumours, if any, to avoid false market.

The above clearly indicates that time is the essence which is supreme to ensure not only compliance but also for prevention of violation of the Regulations.

Cairn India is an excellent example which had utilized these 'Three Ts' to ensure robust compliances of the Regulations.

CONCLUSION

During the last few years, there has been an increase in cases pertaining to violation of insider trading regulations in India and abroad. This made the companies to realize that violation of insider trading regulations does not have serious repercussions on their business alone but on their existence also. Apart from financial implications, there is loss of reputation and serious impact on market standing of the violators.



To tackle this is certainly a challenge and here comes the role of Compliance Officer to set forth policies, procedures, monitor adherence to the rules for the preservation of PSI, pre-clearance of trade of DEs & their dependents' and the implementation of the code of conduct under the supervision of the Board of Directors of the Company.

In view of the above, it becomes imperative for the Compliance Officer to use 'Three Ts' as an effective tool to ensure compliance and prohibit Insider Trading. These should preferably be used in the order of preference (viz. Training, Technology and Timely Disclosures). Hence, first train/educate the Directors, Insiders, DEs about the Regulations through periodic training, workshop, circulation of hand out containing Dos & Don'ts and then create a culture of submission of the required disclosures to the company and the SEs timely. These are achievable with effective use of technology. Keeping in view the large number of DEs, use of technology is necessary. Further, it is not feasible to maintain and preserve all the information manually anymore and hence this requires reasonable amount of automation. Effective usage of training, technology and timely submission of disclosures will not only ensure the compliances but will also track and prevent violation of Insider Trading Regulations.

CS



Pankaj Mundra,ACS

Financial Controller
Sesa Sterlite Limited
New Delhi

pankaj.mundra@vedanta.co.in

European Market Infrastructure Regulation (EMIR):

A step towards Financial Governance

- With a view to minimise the crisis that may be created by OTC derivatives contracts by a surveillance mechanism the European Market Infrastructure Regulation (EMIR) was designed by the EU. It aims to increase the stability of the OTC derivative markets throughout the EU States and is the regulatory response to the risks emerging from the interconnectedness in the OTC derivative contracts and derivative markets.

BACKGROUND

F “Failure is success if we learn from it”, said Malcolm Forbes. There are numbers of cases which had shaken the whole financial market in world. It significantly started with near bankruptcy of Bear Sterns in 2008. This was followed by bankruptcy of Lehman Brother and then came the AIG bail out. The reasons for these shocks in world financial market were simply the ‘derivative transactions’. The possibility that this could lead to a chain reaction resulting in an economic crisis was also pointed out by famed investor Warren Buffett in Berkshire Hathaway's 2002 Annual Report. He coined this as ‘financial weapons of mass destruction, this article highlights how risks associated with derivative transactions were mitigated in the European countries.

Derivatives and derivative transactions play an important role in an economy. However, derivatives are also associated with certain risks. A potential problem with derivatives is that they comprise an increasingly larger notional amount of assets. This notional amount may lead to distortions in the underlying capital available

in market. Recent financial crisis have highlighted that these risks are not sufficiently mitigated in the over-the-counter (OTC) part of the market. The significant risks associated with derivatives and derivative transactions are reflected in the following Exhibit.





Exhibit I

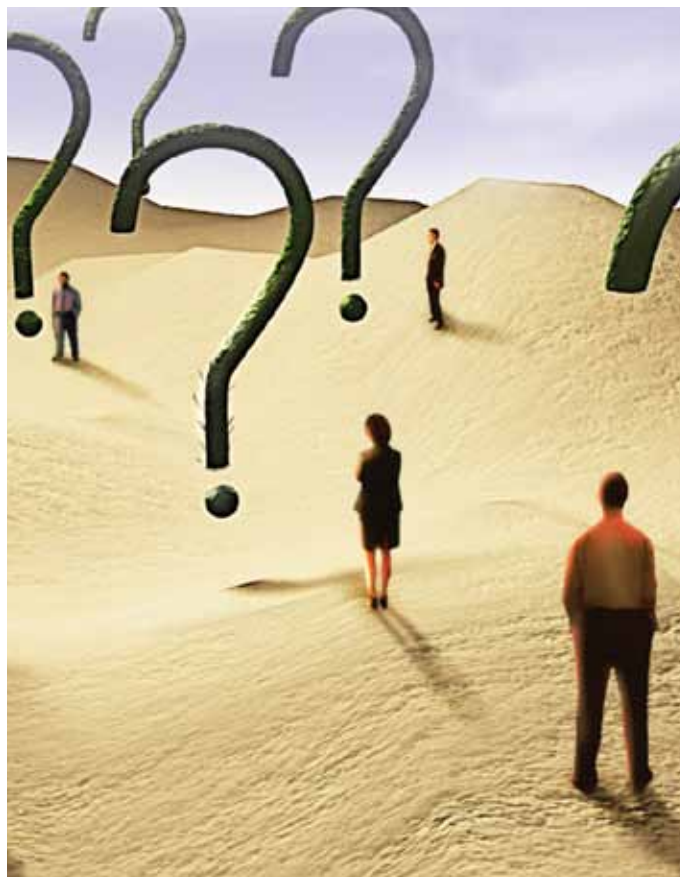
S No.	Risks associated with derivatives and derivative transactions
1	Derivative transactions increase the risk exposure for market participants. Each market participant has legally enforceable exposures with counter party. Through this, there is more and separate gross exposures in financial market.
2	As the financial market is interconnected, default by any one market participant will lead to ripple effect in financial market. Interconnected web of market participants in the financial market increases the default risks.
3	Problems of oversight controls by the respective market regulators as it is difficult to detect the position taken by the market participants and evaluate aggregation of risk exposures and its potential consequences.
4	Derivatives expose investors to counter party risks arising due to failure in fulfilment in obligations under the derivative contracts.
5	Most of the derivatives transactions are un-collateralised trades. This leads to a temptation in financial market for more profits. This leads market participants to a risk position of default. Default by one market participant due to un-collateralised trades affects counter party's financial position as well and lead to grab other market participants in financial market.

Looking at these cases of failure of financial institutions of repute and risks associated with derivative contracts, G-20 nations in their summit held at Pittsburgh agreed that standardised OTC derivative contracts should be traded on exchanges or electronic trading platforms and cleared through central counter parties to minimise the risks. The communiqué of the G20 Summit in Pittsburgh in September 2009 was quite clear in this. This communication stated: "All standardized OTC derivative contracts should be traded on exchanges or electronic trading platforms, where appropriate, and cleared through central counterparties by end-2012 at the latest. OTC derivative contracts should be reported to trade repositories. Non-centrally cleared contracts should be subject to higher capital requirements."

This has led to the foundation for regulating the derivative market through measures like the EMIR in European Union (EU).

WHY EMIR

It was felt that the crisis that may be created by OTC derivatives contracts must be minimised by a surveillance mechanism. This is the basis for European Market Infrastructure Regulation (EMIR). EMIR is EU regulation designed to increase the stability of the OTC derivative markets throughout the EU states. EMIR is the regulatory response to the risks emerging from the interconnectedness in the OTC derivative contracts and derivative markets. A summary of the regulatory solution to the risks associated with derivative contracts and derivative transactions as enumerated in Exhibit I is presented in Exhibit II.





Article

European Market Infrastructure Regulation (EMIR): A step towards Financial Governance

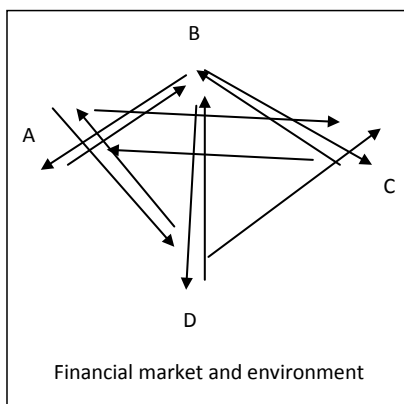
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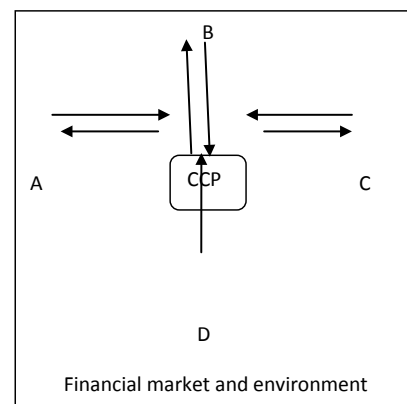
Exhibit II

S No.	Regulatory solution for the risks as mentioned in exhibit I
1	Each market participant should have a legal relationship with an exposure to Central counterparties (CCP) only. [Refer Exhibit III]. Counter party should post initial margin and variable margin.
2	All standardised derivatives should be centrally cleared. Non centrally cleared derivatives should be bilaterally collateralised and subject to higher capital requirements.
3	All OTC derivatives should be reported to a trade repository and traded in an exchange/electronic platforms. All market participants should report their aggregate position taken for OTC derivative transactions in market.
4	Collateral securities may be placed with third party to crystallise in case of failure of contracting party to honour the derivative contract obligations.
5	Position taken by a market participant can be capped based upon its financial health and risk taking ability.

Exhibit III



Non-regulated OTC derivative market



Regulated OTC derivative market



With the objective of providing a stringent framework, EMIR requires that information on all European derivative transactions will be reported to trade repositories and be accessible to supervisory authorities, including the European Securities and Markets Authority (ESMA), to give policy makers and supervisors a clear overview of what is going on in the financial markets. EMIR also creates the clearing and basic reporting infrastructure in EU. All non-centrally cleared contracts should be subject to higher capital requirements. EMIR introduced sweeping requirements that are aimed at reducing counterparty risk which is inherent and difficult to access and factored in any derivative contract if not cleared through a central mechanism. EMIR assists in improving the transparency and mitigating systematic risks. Therefore, EMIR affects all participants in OTC derivative markets. EMIR is structured to apply to three separate groups, each with a distinct set of obligations, but whose interrelationship is essential to give full effect to the Regulation's overall aim of addressing perceived flaws in the derivatives markets. However, with strict conditions, some relief from the clearing and margining requirements has been granted to non-financial firms.

Key Players in Emir

Financial counterparty

Financial counterparty is:

- An investment firm authorised in accordance with the Markets in Financial Instruments Directive (MiFID).
- A credit institution authorised in accordance with the Banking Consolidation Directive (BCD).
- An insurance, assurance or reinsurance undertaking authorised in accordance with the relevant EU Directive.
- An undertaking for collective investments in transferable securities (UCITS) and its manager(s) in accordance with the UCITS Directive.
- An institution for occupational retirement provision with the meaning of the Occupational Pension Funds Directive.
- An alternative investment fund (AIF) managed by an alternative investment fund manager (AIFM) authorised or registered under the Alternative Investment Fund Managers Directive (AIFMD).

Non-financial counterparties

A "non-financial counterparty" means an undertaking established in the European Union, other than a financial counterparty. This definition is very broad and covers number of commercial or other organisations entering into derivative and derivative transactions for their business.

Non-EU entity

A non EU entity is an entity established in a non-EU State. A non

EU entity may find itself caught by the EMIR clearing or other relevant obligations.

Central Counter Party (CCP)

A CCP is an entity between the counterparties to a contract traded in financial markets. Therefore, CCP becomes the buyer to every seller and the seller to every buyer. It is envisaged that compulsorily clearing of OTC derivative contracts through CCP will potentially reduce counterparty credit risk between the buyer and seller in market.

Trade repository (TR)

The role of trade repositories is to centrally collect and maintain the records of derivatives contracts. These records are required to be created and maintained as part of the reporting obligation under EMIR mechanism.

EMIR Compliance Mechanism and Process

A derivative contract as set out by MiFID is a financial instrument encompassing wide range of derivative instruments. This includes options, futures, swaps, forward rate agreements and any other derivative contracts in relation to securities, currencies, interest rates, financial indices, commodities derivatives either cash-settled or physically-settled, credit risk derivatives, and exotic derivatives like derivative relating to climatic variables, freight rates and emission allowances.

Under EMIR, all standardised derivative products are subject to clearing obligations through a central counterparty in order to reduce the risk in the financial system. Class of derivative contracts subject to clearing will be identified based upon (i) degree of standardization, (ii) trading volumes, (iii) liquidity in market, and (iv) pricing. Products that are subject to clearing obligations are assessed and finalised by ESMA. For this purpose, ESMA has used top-down approach (i.e. from ESMA to local market) and a bottom-up approach (i.e. from local market to ESMA) to finalise the products that are subject to clearing obligation.

Products/contracts that are not cleared by Central Counter parties (CCPs) require exchange of collateral and counterparties shall hold adequate capital and have mitigation technique in place. EMIR rules apply to CCPs and their clearing members, financial counterparties, certain non-financial counterparties and trade repositories. Following exemptions are available from the mandatory clearing requirements:

- Contracts below a "clearing threshold" as determined by ESMA. However, exempt trades will still have to be reported to TRs by FIs facilitating such transactions.
- Intra group transactions- Group of financial/non-financial firms shall be eligible for an exemption. However, exemption



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European Market Infrastructure Regulation (EMIR): A step towards Financial Governance

to intra group transactions will require full consolidation of the group and centralised risk management processes.

- Public fund and FIs involved in managing public debt.

Functioning of standardised OTC derivative transactions can be depicted in a process flow as per Exhibit IV.

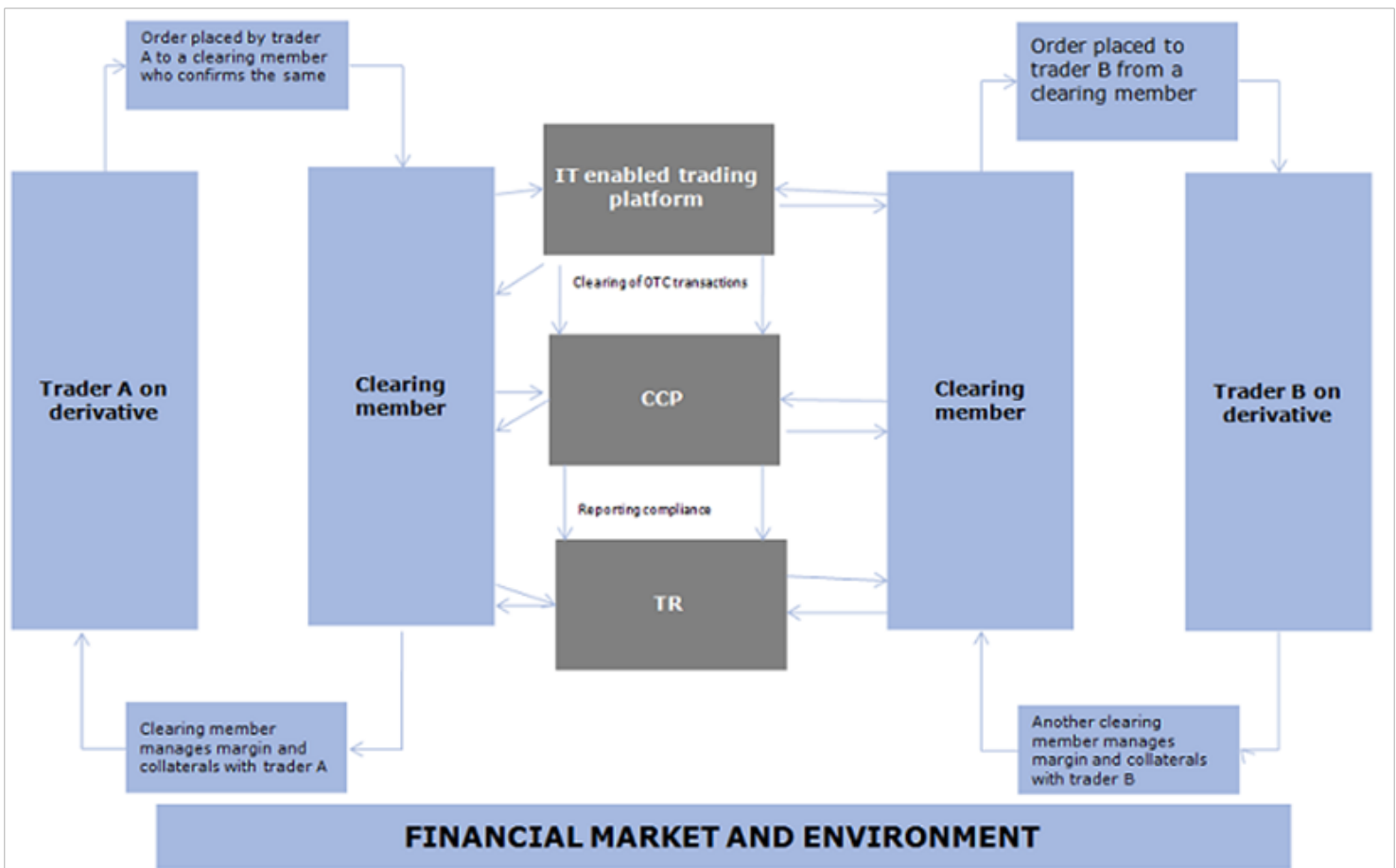
Under EMIR, execution of all derivative transactions remains bilateral. Once a trade is agreed, it is informed to CCP which intermediates the trade. Once CCP enters into the bilateral contract between the counterparties, two contracts are entered into, one between counterparty and second with the CCP. Initial and variation margin (if any) are posted with the CCP at certain collateral locations. Counter party will not be direct clearing members of CCPs. Counter party role is provided via a designated clearing member or clearing broker. The CCP has standard non-variable margin requirements in the process. Under CCP clearing, firms will have the option to maintain omnibus or

individual client segregated accounts, against which collateral will be posted. Margin calls will be made intra-day, at least when pre-defined thresholds are exceeded. The collateral collected as margin will not be available for re-hypothecation and re use.

Obligations Under EMIR Clearing Obligation

Under EMIR certain derivative contracts must be cleared through CCPs. The clearing obligation applies to both, financial counterparties (viz. banks, insurers, asset managers, etc.) and to non-financial counterparties (viz. manufacturing firms etc.). To comply with the clearing obligation, the counterparty should be a clearing member or a client of a clearing member. CCPs will be authorised to clear certain types of derivatives and to report for these authorisation.

Exhibit IV





Risk management requirements

Financial and non-financial counter parties entering into OTC derivative contract that is not cleared by a CCP need to ensure that appropriate procedure and arrangements are in place to measure, monitor and mitigate risks. EMIR requires counterparties to hold additional capital to manage risks which are not covered by an appropriate exchange of collateral. If deemed fit, ESMA may impose enhanced risk management procedure where derivative is not sufficiently liquid or not sufficiently standardized to be centrally cleared. These enhanced risk management procedure may include trade confirmation and reconciliation requirements, daily mark to market or mark to model valuation, collateral segregation requirements and other reporting requirements.

Reporting Obligations

Reporting obligations are applicable for both centrally cleared and non-cleared derivative contracts whether traded on exchange or OTC. All derivative trades are to report to ESMA through CCPs. Firms need to take measure to reduce counterparty credit risk and operational risks for OTC derivative trades. Firms and CCPs are required to report all OTC derivative contract transactions to a TR (or ESMA) within one working day (Known as T+1) following the conclusion, modification or termination of contract. However, reporting obligations can be delegated to a third party service provider to reduce the administrative burden.

Trade repository has to publish the aggregate positions by class derivatives. Information and data available with TRs can be used by ESMA or any other competitive authorities.

Other Obligations

Other obligations include documentation etc. Firms need to keep the record of trades for five years from the date of termination of contract. ESMA will develop data and format requirements.

EMIR COMPARED WITH DODD-FRANK ACT

Like EMIR in EU, the Dodd-Frank Wall Street Reform and Consumer Protection Act popularly known as Dodd-Frank Act in the United States introduced OTC derivative clearing requirements. Dodd-Frank Act and EMIR, are landmark initiatives in the history of financial market regulations. These apply to non-financial firms as well. Both the regulations in scopes derivative trading activities conducted in third countries as well. Both sets out clearing requirements, CCP authorisation and regulatory regimes, margin and segregation rules and rules for reporting and trade repositories. However, the Dodd-Frank Act rules on OTC derivatives go beyond

EMIR requirements. This requires (i) capturing nonfinancial firms in the scope of authorisation requirements, (ii) imposing new conduct of business rules on dealers, (iii) creating position limits and (iv) creating position management rights, and (v) mandating exchange trading.

DE-MERITS

Closer analysis of EMIR requirements reveals that EMIR suffers from following demerits:-

- Firms need to anticipate which derivative transaction will be bilateral or centrally cleared. This will increase the effort required for compliance.
- Firms need to access the capital and resource requirements, collateral and costs associated with the additional risk management processes they need to build in for EMIR compliance.
- Firms need to select CCP and to negotiate /finalise the margin requirements and pricing options available with them. (Same is the case for brokers as they need to settle the margin requirements with CCPs and incorporate those costs in their business).
- The standardisation of collateral requirements will remove the loss of re-hypothecation opportunities. This may result in a shortage of high quality collateral securities and liquidity in market.
- Firms need to get pre-approval by Regulators for exemptions from EMIR compliance requirement as these are not automatic. This will lead firms to make their data management, data mining and reporting systems more robust.
- EMIR compliance increases administrative costs due to clearing and reporting requirements.
- Smaller financial and non-financial firms may find it difficult to comply with EMIR due to limited resources AVAILABLE to them.

CONCLUSION

EMIR gives a good governance framework for regulating the derivative contracts. As it requires considerable efforts for compliance, small firms may find it cumbersome to comply with. However, EMIR gives the financial market a solid strength to face the financial turmoil that may be generated by OTC derivative contracts. After all "Action makes more fortune than caution" as said by Marquis de Vauvenarques. CS



RAJESH ARORA, FCS

Company Secretary & Vice President (Legal)
NIIT Limited

rajesh.arora@niit.com

Prevention of Sexual Harassment of Women at Workplace: Need for changes in the Policy

- In recent years a large number of instances of sexual harassment of women at work place have been reported/noticed. With a view to prevent the same and also to punish the guilty the Government has enacted the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. This discussion is essentially on some dos and don'ts, constitution of complaints committee and the reporting procedure.

Preamble

The recent cases of sexual harassment and unfair treatment of women in our society has highlighted the need for taking some stringent measures to ensure their safety in public life. Unfortunately some of these cases involve senior officials who are in control of the affairs of the organization or the spiritual gurus whom people look up to as their ideals in life. The infamous case of a media house which was completely mishandled by its management either due to ignorance of law and/or taking the complaint of sexual harassment so lightly, resulted in putting the very existence of the said organization in danger; a very senior officials of an organization, accused of sexual harassment at workplace for second consecutive time, besides accusation of an intern on a retired Supreme Court Judge, opened up the Pandora's box of cases of sexual harassment against women at workplace and even at spiritual places.

It is a wake-up call for the corporates and our professional colleagues to revisit the guidelines laid down by the Supreme Court of India and considering the recent Sexual Harassment of Women



at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereof (notified on 9th December, 2013); Amendment to the Criminal Law (Amendment) Act, 2013 wherein the definition of 'Rape' under the Indian Penal Code and Criminal Procedure Code, 1973 was broadened; and to be read with the amendment to the Indian Evidence Act, 1972, as the sexual harassment is not just a compliance issue but far broader than 'just compliance'



which may lead to disrepute of an Organization if do not handled appropriately and sensitively.

Background

In 1997, the Supreme Court of India recognized and addressed the issue of Sexual Harassment at workplace as a systematic discrimination against women. The landmark judgment in *Vishaka v. State of Rajasthan* [AIR 1997 Supreme Court 3011] created mandatory provision to prevent sexual harassment at workplace and laid down guidelines to be adopted at the workplace which is applicable all over India. In compliance to the same and in line with guidelines issued by the Hon'ble Court, every corporate house is also required to formulate a policy on prevention & redressal of sexual harassment.

However, considering the recent Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 passed by the Government of India on April 23, 2013 and Rules thereof notified on December 9, 2013, every corporate is required to revisit its policy on providing safe and harassment-free environment to the female employees and set up the Internal Compliant Committee having at least equal participation of females and also headed by a female employee.

Objective of the 2013 Act

To provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto.

Objective of the Policy on Prevention of Sexual Harassment

A company may formulate a policy based on the following lines to be in compliant with the guidelines laid down by the Supreme Court in the landmark judgment in Vishaka's case as well as the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- To ensure compliance of guidelines issued by Supreme Court in the case of *Vishaka and others v. State of Rajasthan and others*. [AIR 1997 Supreme Court 3011]
- To ensure compliance of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (*hereinafter referred to as 'SHWPR Act'*).
- To provide a work environment free from harassment of any kind and in particular, a work environment that does not tolerate sexual harassment.
- To provide a mechanism for redressal of any grievance and

complaints relating to any act of sexual harassment.

- To uphold mutual respect and positive regard towards other individuals.
- Unwanted conduct of a sexual nature and unwanted physical contact.
- Verbal forms include unwelcome innuendoes, suggestions/hints, sexual advances, comments with sexual overtones, objectionable sex-related jokes, insults or comments about person's body.
- Non-verbal forms include unwelcome gestures, indecent exposure or unwelcome display of sexually explicit pictures/objects in any media.
- Any other unwelcome physical, verbal or non-verbal conduct of sexual nature, inappropriate inquiries, unwelcome whistling, etc.

Sexual Harassment

Following circumstances in relation to or connected with any act or behaviour of sexual harassment may amount to sexual harassment:

- 1 implied or explicit promise of preferential treatment at work; or
- 2 implied or explicit threat of detrimental treatment at work; or
- 3 implied or explicit threat about present or future employment status; or
- 4 interference with work or creation of an intimidating or offensive work environment; or humiliating treatment likely to affect health, safety or self-esteem.

What's Not Sexual Harassment

Within limits, following are acceptable and not considered as instances of sexual harassment:

- Performance counselling
- Social interaction
- Showing concern
- Encouragement
- Polite compliment
- Friendly conversation

Internal Complaints Committee

In compliance with Section 4 of SHWPR Act, ICC shall have following members:

- Head of HR (Presiding Officer)



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Prevention of Sexual Harassment of Women at Workplace: Need for changes in the Policy

➤ In case of any malicious/false allegations or false evidence or where documents produced are found to be forged/misleading, the ICC may recommend to the company to take appropriate action against such person, in accordance with the service rules or in such manner as may be prescribed.

- Two Senior female HR Managers
- Compliance Officer
- Two Senior Business Heads
- An external executive from an NGO / association committed to this cause

At least one half of members of ICC shall be women.

The term of office of ICC members shall not exceed 3 years from the date of their nomination.

ICC may constitute sub-committees for the regions where the Company office is located.

Local Complaint Committee

As per Section 5 read with 6 of the SHWPR Act, 2013, every District Officer shall constitute in the district concerned, a committee to be known as the 'Local Compliant Committee' to receive complaints of sexual harassment from establishments where the ICC has not been constituted due to less than ten workers or if the complaint is against the employer himself.

Reporting Procedure

Any complaint/grievance should be reported to ICC through any of the following:

- Reporting Manager
- Functional Head
- Business Head
- Business HR/Regional HR
- People Engagement Manager (PEM)

The Complaint needs to be filed, in writing (6 copies) along with supporting documents and the names and address of witnesses (Rule 7), preferably within three months from the date of occurrence of the alleged incident or the date of last incident (in case of a series of incidents).

The ICC shall handover one copy of the Complaint to the accused person within a period of seven working days of receipt of the complaint and give him the time not exceeding ten days to respond.

Before commencing enquiry, ICC may and at the request of aggrieved women, take steps to settle the matter through conciliation. No monetary settlement shall be made as a basis of conciliation.

Where settlement has been arrived through conciliation, ICC shall record the settlement so arrived and forward the same to the Company to take appropriate actions and provide the copies of the same to the parties.

After settlement, no further inquiries shall be conducted by ICC.

In case no settlement is agreed between the parties, ICC shall proceed with the inquiry proceedings.

ICC shall complete the inquiry within a period of three months after registration of complaint. The parties shall not be allowed to bring in any legal practitioner to represent them in their case at any stage of the proceedings before the ICC.

ICC shall provide every reasonable opportunity to the complainant and accused for putting forward and defending their respective case.

The ICC shall have the right to terminate the inquiry proceedings or to give an *ex-parte* decision on the complaint if the complainant or accused fails without sufficient cause, to present herself or himself for three consecutive hearing (Rule 7(5)).

For conducting the inquiry, a minimum of three members of ICC including the President/Chairperson are required.

After completion of an inquiry, ICC shall provide its report to the company and the parties within 10 days from completion of inquiry.

In case allegation is not proved, no action is required to be taken in the matter.

In case the allegation is proved, ICC shall recommend the company to:

- take action for sexual harassment as a misconduct in accordance with service rules or manner as may be prescribed;
- deduct from the salary or wages of the respondent such sum as it may consider appropriate to be paid to the aggrieved woman or to her legal heirs having regard to the (a) mental trauma, pain, suffering and emotional distress caused to the aggrieved woman; (b) loss in the career opportunity due to the incident of sexual harassment; (c) medical expenses incurred by the victim for physical or psychiatric treatment; (d) the income and financial status of the respondent; and (e) feasibility of such payment in lump sum or in instalments. The company shall act upon the recommendations of ICC within 60 days of receipt from ICC.



The disciplinary action by the company may include a written apology, warning, reprimand or censure, withholding of promotion, withholding of pay rise or increments and termination of employment.

In case any such conduct amounts to specific offence under the Indian Penal Code or under any other law, the company may initiate appropriate action in accordance with the law by lodging a complaint with the appropriate authority.

In case of any malicious/false allegations or false evidence or where documents produced are found to be forged / misleading, the ICC may recommend to the company to take appropriate action against such person, in accordance with the service rules or in such manner as may be prescribed.

Appeal

Subject to provisions of Section 18 of the SHWPR Act, any person aggrieved from the recommendation made by ICC/Local Compliant Committee, may appeal to the appellate authority notified by the respective State Government under the Industrial Employment (Standing Orders) Act, 1946.

Confidentiality

The contents of the complaint, the identity and addresses of the aggrieved woman, respondent and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of the ICC and the action taken by the Company shall not be published, communicated or made known to the public, press and media in any manner.

Display

The penal consequences, order constituting ICC and other details of Policy to be displayed at conspicuous places.

Reporting

ICC shall in each calendar year prepare, in such form and time as may be prescribed, an annual report and submit the same to the company and the District Officer.

Disclosures

The company shall include in its Annual Report the number of complaints received, disposed of, pending more than ninety days, number of workshops or awareness programme against sexual harassment carried out during the year.

Duties of employers (Section 19)

- Provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace
- Display at any conspicuous place in the workplace, the penal consequence of sexual harassments; and the order constituting, the Internal Committee Members. Further, where the offices or administrative units of the workplace are located at different places or divisional or sub-divisional level, the Internal Committee shall be constituted at all administrative units or offices.
- Organize workshops and awareness programmes at regular intervals for sensitizing the employees with the provisions of the Act and orientation programmes for the members of the Internal Committee in the manner as may be prescribed.
- Provide necessary facilities to the Internal Committee for dealing with the complaint and conducting an enquiry.
- Assist in securing the attendance of respondent and witnesses before the Internal Committee.
- Make available such information to the Internal Committee as it may require having regard to the complaint made.
- Provide assistance to the woman if she so chooses to file a complaint in relation to the offence under the Indian Penal Code or any other law for the time being in force.
- Cause to initiate action, under the Indian Penal Code, 1860 or any other law for the time being in force, against the perpetrator, or if the aggrieved woman so desires, where the perpetrator is not an employee, in the workplace at which the incident of sexual harassment took place
- Treat sexual harassment as misconduct under the service rules and initiate action for such misconduct.
- Monitor the timely submission of reports by the Internal Committee.

Conclusion

To protect the interests of the organization, shield it from any defamation/disrepute and ensure its smooth functioning, the compliance officers of the company should make this as part of risk management compliance and put in place a robust system to ensure that no one becomes indispensable in the system. The challenge is for the compliance officers to recognize the requirement of having a vibrant and effective policy in the organization.

Normally it is perceived that a woman does not make false complaints; however accusation must be backed by evidence. Section 14 of the aforesaid Act provides punishment in case of any malicious/false allegations or false evidence or documents produced are found to be forged/misleading. The ICC may recommend the company to take appropriate action against such person, as the case may be, in accordance with the service rules or in such manner as may be prescribed.

CS



Prof R. Balakrishnan, FCS

Company Secretary, Pune

bala.hitsafrica@gmail.com

Understanding section 205 of the Companies Act, 2013

- Under the Companies Act, 2013 the role of the company secretary has been considerably widened inasmuch as now he is not only responsible for the compliances under the Company law but also in respect of compliances under all other applicable laws. A brief look at other applicable laws and how to go about in ensuring compliance is what has been dealt with in this article.

INTRODUCTION

For the first time in the history of the Indian company law the Companies Act 2013, spells out the function of a company secretary. Let us first look at the said section.

"Section 205-Functions of Company Secretary

- 1) The functions of the company secretary shall include
 - (a) to report to the Board about compliance with the provisions of this Act, the rules made there under and other laws applicable to the company;
 - (b) to ensure that the company complies with the applicable secretarial standards;
 - (c) to discharge such other duties as may be prescribed.

Explanation:—

- 1 For the purpose of this section, the expression "secretarial standards" means secretarial standards issued by the Company Secretaries of India constituted under section 3

of the Company Secretaries Act, 1980 and approved by the Central Government.

- 2 The provisions contained in section 204 and section 205 shall not affect the duties and functions of the Board of Directors, chairperson of the company, managing director or whole-time director under this Act, or any other law for the time being in force.

Reporting to Board Relating to Compliance with Other Applicable Laws

Under section 205(1) (a), one of the functions is that the company secretary is required to report to the board the compliance not only under the Companies Act but also compliance relating to all other Acts that are applicable to the company. This particular provision which has been included for the first time in the Companies Act is very significant and calls for a larger responsibility on the part of the company secretaries both in employment and in whole time practice.

Requirement under Listing Agreement

As per Clause 49 (1)(c) (iii) under corporate governance, the



➤ If one asks a question to anyone including company secretary in a company as to how many Acts/ laws are applicable to that company, by and large one may not be able to get the exact number of laws/ Acts applicable to that company. Laws are innumerable and none has really got an idea as to how many laws would be applicable.

listing agreement spells out that the board shall periodically review compliance reports of all laws applicable to the company, prepared by the company as well as steps taken by the company to rectify instances of non-compliances.

Since provision relating to compliance of all applicable laws is already there in the listing agreement for quite some time, this mechanism of reviewing and ensuring compliance is expected to be in place in all the listed companies. Now, the same provision is finding a place in the Companies Act 2013, this would now be applicable not only to the listed companies but to all categories of companies which are registered and incorporated under the Companies Act.

Number of Laws/Acts applicable to a Company

If one asks a question to anyone including company secretary in a company as to how many Acts/ laws are applicable to that company, by and large one may not be able to get the exact number of laws / Acts applicable to that company. Laws are innumerable and none has really got an idea as to how many laws would be applicable.

What needs to be done?

That starting point for a company secretary who is in whole time employment for a company or in respect of company where a practicing company secretary is rendering service is to ascertain and generate list of laws that are applicable to a particular company. It is really a marathon job but once the list is prepared, it is easy to keep updating and modifying the list of applicable laws.

The company secretary needs to initiate an action in preparing the exhaustive list of laws / Acts that are applicable to the company. May be, the company secretary alone may not be able to prepare the complete list and he could take the assistance of other professional in bringing out the near total list.



Applicable Laws

If we look out for a medium sized manufacturing company one could end up in listing about eighty to ninety Acts that are applicable.

Illustrative list of laws applicable for a medium manufacturing organization

Sr. No	Areas relating	Applicable laws
1	Purchasing activity related laws	1)The Indian Contract Act 1872 2)The sale of Goods Act 1930 3)The Negotiable Instruments Act 1881 4)Transfer of Property Act 1882& more....
2	In case of disputes	5)Alternative Dispute Resolution Act 1998 6)Civil Procedure Code 1908 7)Criminal Procedure Code 1973 8)Other applicable acts depending upon the circumstances / case / situation etc.
3	Manufacturing activity related laws	9)Indian Electricity Rules 1956 / Electricity Act 1948 10)Energy Conservation Act 2001 11)Hazardous Wastes (Management and Handling) Rules 2000 12)Manufacture, storage and import of hazardous chemicals Rules 1989 13)The Chemical Accidents (Emergency Planning Preparedness and Response) Rules 1995



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Understanding section 205 of the Companies Act, 2013

		<p>14) Customs Act 1962</p> <p>15) Customs Tariff Act 1975</p> <p>16) Central Excise Act 1944</p> <p>17) Central Excise Tariff Act 1985</p> <p>18) Central Sales Tax Act 1956</p> <p>19) Relevant State Sales Tax Act – whatever applicable</p> <p>20) The Boilers Act and Gas Cylinders Rules 2004 – if the gas is used as fuel</p>			<p>37) Employees PF & Miscellaneous Provisions Act 1952</p> <p>38) Payment of Gratuity Act 1972</p> <p>39) Maternity benefit Act 1961 – if women workers are there</p> <p>40) Contract Labour (Regulation & Abolition) Act 1970</p> <p>41) Employment Exchanges (Compulsory Notification of Vacancies) Act 1959</p> <p>42) Respective state Government Factories (Control of Major Industrial Accident Hazard) Rules 2002</p> <p>43) Particular state (it is there in Maharashtra) Mathadi, Hamals and other manual workers (Regulation of employment and welfare) Act 1969</p>
4	Environmental laws	<p>21) Air (Prevention and Control of Pollution) Act 1981</p> <p>22) Water (Prevention and Control of Pollution) Act 1974</p> <p>23) Water (Prevention and Control of Pollution) Cess Act 1947</p> <p>24) The Noise (Regulation and Control) Rules 2000</p> <p>25) The Environment (Protection) Act 1986 – if the industry is situated in coastal area, then</p> <p>26) Environment (Protection) Act 1986 Coastal Regulation Zone</p> <p>27) Ozone Depleting Substances Regulation & Control) Rules 2000</p> <p>28) The Chemical Accidents (Emergency Planning, Preparedness and Response) Rules 1996</p>	6	Import / export related laws	<p>44) Foreign Exchange Management Act 1999</p> <p>45) Foreign Trade (Development and Regulation) Act 1992</p> <p>46) Marketing Heavy Packages Act 1951</p> <p>47) Standards of Weights and Measures Act 1976 and packaged Commodities Rules</p> <p>48) Standards of Weights and Measures (Enforcement) Act 1986</p> <p>49) Public Liability Insurance Rules and Act 1991</p>
5	Labour laws	<p>29) Factories Act 1948</p> <p>30) Minimum Wages Act 1948</p> <p>31) Payment of Wages Act 1936</p> <p>32) Payment of Bonus Act 1965</p> <p>33) Workmen Compensation Act 1923</p> <p>34) Weekly Holidays Act 1942</p> <p>35) National and Festival Holidays Act 1983</p> <p>36) Employees State Insurance Act 1948</p>	7	Other applicable laws	<p>50) Plant Quarantine 2004</p> <p>51) Model bill to regulate and control the development and management of ground water</p> <p>52) Motor Vehicles Act 1988 and Rules 1989 as amended 2005</p> <p>53) Environment (Protection) Act 1986 – Batteries (Management and Handling) Rules 2001</p> <p>54) If the factory is situated in a village / commune then the applicable Village and Commune Panchayats Act of 1973</p> <p>55) Biomedical Waste (Management and Handling) Rules 1988</p> <p>56) Recycles Plastics Manufacture and Usage Rules 1999</p>



8	VAT / Service tax related laws	57)Value Added Tax Act of 2003 58)Service Tax Rules 1994
9	Taxation laws	59)Income Tax Act 1961 60)Wealth Tax Act 1958 61)Education Cess (Chapter VI of the Finance Bill) 2004 62)Respective State's Professions, Trades Ceilings and Employment Act of 1975 63)Respective State's Tax on the Entry of Goods into Local Area Act 2002 64)Research and Development Cess Act 1991 65)Essential Commodities Act 1956 66)The solvent, Raffinate and Slop (Acquisition, Sale, Storage and Prevention of use in Automobiles) Order 2000
10	SME	67)Micro, Small and Medium Enterprises Development Act 2006
11	More laws	68)Petroleum Act 1934 and 69)Petroleum Rules 1976 70)Static Mobile Pressure Vessels (unfired) Rules 1981 71)The cess and other taxes on Minerals (validation) Act 1992 72)The Urban Land (Ceiling & Regulations) Act 1976 73)Various Acts of Intellectual Property Rights (patent / copy etc.)
12	Latest addition	74)Right to information / Information Technology Act.
<p>In addition to the above, if the company has an overseas branch, issuing securities to overseas investors, foreign venture, wholly owned subsidiary abroad relating to overseas direct investment then more relevant laws in these areas would be applicable.</p>		

Next Step: Preparation of Checklist

As seen above, [identifying the applicable laws itself is a marathon task and once identification is made, then comes the next task of identifying the compliance required in respect of each laws. The compliance would have two parts – one relating to payment of fees, cess, charges and the second submitting the periodical returns, such as monthly, quarterly, half yearly and in some cases compliance would be event based.] (example bonus returns as and when bonus is paid – employees joined and left under Factories Act as and when this happens etc.)

A comprehensive checklist needs to be prepared – preferably spelling out the nature of compliance, due date on which the compliance is required to be made and column for filling up the date of actual compliance.

Technology could Help

Now that technology is in place, the company secretary could prepare the compliance checklist by using the help of IT technology which has got a facility of sending out reminders just before the compliance is due. Basically a corporate compliance system needs to be designed for ensuring total compliance.

Responsibility of Compliance

The company secretary being a compliance officer has got a greater responsibility to ensure that the compliance relating to all the applicable laws to the organization is complied with. The company secretary has to virtually ensure that compliance relating to all other laws except Companies Act and market regulations are ensured /done by the departmental heads responsible for the function and the company secretary only checks and monitors the compliance and report to the board members. Here again, the company secretary has to play a very vital role since he has to report to the managing director / board that all compliance required to be done are in fact done. Needless to mention, that the highest governing body – i.e. – the board of directors would place reliance on the report provided by the company secretary on compliance matter.

Greater Role for Company Secretaries in ensuring Compliance

The compliance aspect of any business exhibits that the company is a compliant company and it also helps building up the company's image and brand – the company secretary has got a greater role to play in ensuring the compliance by taking the following steps:-

- Identification of all applicable laws in the first instance.
- Running the checks as to what is required to be complied with in respect of each law.



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Understanding section 205 of the Companies Act, 2013

➤ Identifying the applicable laws itself is a marathon task and once identification is made, then comes the next task of identifying the compliance required in respect of each laws. The compliance would have two parts – one relating to payment of fees, cess, charges and the second submitting the periodical returns, such as monthly, quarterly, half yearly and in some cases compliance would be event based.

- (c) Preparing the check list for compliances separately for
 - payment related (by and large handled by finance function).
 - return related – routine and event based (this is handled by respective department).
- (d) Having a monitoring checklist and regularly checking that the compliance is done in time.
- (e) It would help indicating the due date – creating reminder – compliance done etc.
- (f) Finally preparing report to board on compliance matter in an appropriate format.
- (g) Submitting the report.

Non-Compliance

In spite of having a system in place, the possibility of non-compliance cannot be ruled out. Such non-compliance could occur due to various reasons and in such a case, the company secretary has to initiate action to set right the non-compliance either to late compliance, or any suitable action which also needs to form part of his reporting to board.

In every board meeting normally there will be an item called review of matter arising out of previous meetings or action taken report by whatever name it is called. Any non-compliance is definitely required to be addressed by the board and necessary action taken in setting right the same. Obviously the board would only provide decision and the company secretary, after having the decision from board has to ensure for necessary implementation as directed / guided by the board.



Conclusion

All along, the compliance of all applicable laws was mandatory under the listing agreement applicable to the listed companies. The Companies Act 2013, now categorically spells that it is one of the functions of the company secretary who is responsible for the compliance of all other laws. The responsibility and the role of company secretary stands enlarged to a greater extent. Since every company would like to ensure compliance of all applicable laws trying to achieve excellence in corporate governance thereby aiming to ensure that all the stakeholders would feel proud to be associated with the company, it is important for the company secretary to ensure that he exercises his professional skill and diligence in ensuring the total compliance by shouldering a higher responsibility as expected and anticipated by the law makers.

In a smaller organization – it may be possible to have a compliance register designed and maintained for all the compliance and periodically checking. However, the large organizations with multi location operations with many branches, the maintenance of physical register may not be possible and also impracticable due to complexity of multiple laws requiring compliance. In this case, the IT professional could be of great help and a system of compliance management in e-mode could be designed – checklist put in place – reminding mechanism built in and finally monitoring.

In order to strengthen effective compliance management of all applicable laws company secretary who is a corporate professional has a greater challenge and delightful opportunity to bring about a differentiating factor in achieving excellence in compliance management coupled with corporate governance in days to come. CS



Yagya Turker, ACS

Corporate Secretary
Standard Chartered Securities (India)
Limited
Mumbai

yagya.turker@sc.com

Related Party Transactions:

An overview of the provisions in the Companies Act, 2013

- Related party transactions are dealt by section 188 of the Companies Act, 2013. As compared to its predecessor section 297, the scope of the new section has been changed drastically by widening the definition of 'related parties' and 'related party transactions'. This article attempts to analyse briefly these changes .

Introduction

Related party transactions are the transactions entered into by the company with parties related to that company. The Companies Act, 1956 (also referred to as "the Old Act") precludes the Director of a company from dealing on behalf of the company and entering into contracts in which he has personal interest or has conflicting interest with those stakeholders for whom he is duty bound in fiduciary capacity as a director of the company. The provisions are contained in section 297 of the Companies Act, 1956 and the corresponding section in the new Companies Act, 2013 is section 188. The scope of the section has been changed drastically under the Companies Act, 2013 (also referred to as "the new Act") by expanding the definition of 'related parties' and 'related party transactions'. This article attempts to produce a brief analysis of the changes in the provisions.

Provisions under the Companies Act, 1956

Section 297(1) requires prior approval of the Board of Directors



before entering into a transaction with the related party mentioned therein. The purpose is that the Board of Directors should be aware of the extent of interest of a director in a transaction and also approve it. Section 297(3) provides that in case of urgent necessity, the company and the related parties can proceed with the transaction without obtaining prior approval of the Board of



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➤ Even if the company enters into a specified transaction with the relative of a CFO of a company in which this first mentioned company holds more than 20% of the total share capital, section 188 would be triggered. An extended interpretation would be if the total percentage shareholding of the first mentioned company reaches to 20% or more pursuant to say conversion of debentures or change in shareholding of other shareholders, whether this would be triggered and if yes, how it would be monitored.

the company, but in such a case, the consent of the Board shall be obtained within 3 months of the date on which such a contract was entered into. Section 297 (4) requires the consent of the Board to be obtained only in a duly held meeting thereof. Apart from this, prior approval of Central Government is also required in case the paid up share capital of the Company availing such services is Rs. one crore or more.

The idea of monitoring these transactions is to ensure that no Director misuses his/her position and power as a director to unduly benefit any other party with which he/she is related or the Company in which he is designated as a director.

Definition of Related Party

The Companies Act 1956 did not define “related party”. In the absence of such a definition, AS-18 issued by the Institute of the Chartered Accountants of India is referred which defines Related Parties as - Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions. Significant influence has been defined to mean participation in the financial and/or operating policy decisions of an enterprise, but not control of those policies. For the purpose of the provisions of section 297 (contracts in which directors are interested), 295 (Loan to Directors), 314 (Appointments to office or place of profits), the parties covered are mentioned separately. To avoid this ambiguity and achieve uniformity, the Companies Act 2013 has defined the term ‘related parties’ and the list is consistent for all the provisions where transaction with related parties is concerned.

Change in Definition of Relatives, Related Parties and Related Party Transactions

Section 297 of the Companies Act, 1956 covers the related party transactions / contracts in which directors are interested. For the purposes of this section, the following are regarded as related parties:

1. Director / Relative of Director
2. Firm in which Director/Relative is a partner
3. Any other partner is such a Firm or
4. Private Limited Company in which Director is a Director or member

The definition of related parties has been extended under the new Companies Act, 2013 to include the following also:

5. Key Managerial Personnel (“KMP”) (which includes Manager, CFO, CS and WTD in absence of MD) / Relative of KMP
6. Firm in which Director/Manager/Relative is a partner
7. Private Limited Company in which Director/Manager is a Director or member
8. Public Limited Company in which Director/Manager is a Director
9. Public Limited Company in which Director/Manager is a member holding more than 2% of the total Paid Up share capital of the company
10. Any Body Corporate whose Board of Directors is accustomed to act in accordance with the advice, directions or instructions of a director or manager, other than advice given in professional capacity
11. Any person on whose advice, directions or instructions, a director or manager is accustomed to act, other than advice given in professional capacity
12. Any company which is(a) a holding, subsidiary or an associate company of such company; or(b) a subsidiary of a holding company to which it is also a subsidiary;
13. Such persons as may be prescribed. As per the draft rules, the following persons are prescribed to be the related parties: (a) a director or key managerial personnel of the holding, subsidiary or associate company of such company or his relative; (b) any person appointed in senior management in the company or its holding, subsidiary or associate company i.e. personnel of the company or its holding, subsidiary or associate company who are members of core management team excluding Board of directors comprising all members of management one level below the executive directors, including the functional heads.

Here it is worth noting that the term “related parties” now includes the key managerial persons of the company, its holding company, subsidiary company or associate company and their relatives as well. An associate company has been defined as “a company in which the other company has a significant influence, but which is not a subsidiary company of the company having



➤ Under section 188 no Central Government approval is required on such transactions and the Board as well as the shareholders (based on certain criteria) of the companies entering into such transactions have been given the responsibility to give a go ahead on such transactions, however adequate disclosure in Board's Report is also provided for.

such influence and includes a joint venture company." 'Significant influence' has been defined to mean "control of at least twenty per cent of the total share capital, or of business decisions under an agreement." The concern here is – to determine whether a company is an associate of another, 20% of the total share capital and not total voting capital is to be considered, which will include both Voting (Equity) and Non-Voting (Preference) capital, which may not necessarily result in 'Control'. The second criteria of controlling 20% Business decisions also normally depend on the voting power which is determined by equity shareholding of the Company, unless otherwise agreed.

Further, the term control has been defined to include the right to appoint majority of the directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholders agreements or voting agreements or in any other manner.

A combined reading of the above suggests that even if the company enters into a specified transaction with the relative of a CFO of a company in which this first mentioned company holds more than 20% of the total share capital, section 188 would be triggered. An extended interpretation would be if the total percentage shareholding of the first mentioned company reaches to 20% or more pursuant to say conversion of debentures or change in shareholding of other shareholders, whether this would be triggered and if yes, how it would be monitored.

The other important addition in the list of related parties is in terms of senior management personnel acting one level below the Board level of the company, the holding company, the subsidiary company as well as the associate company. This definitely requires that a list of "Senior Management" be defined in relation to unlisted companies as well (it is already required to be defined under clause 49 of the Listing Agreement). The other additions such as public company, holding or subsidiary company and any other subsidiary of the holding company seems to be the result of the observations

over a period of time where these entities are used as a device by the directors/companies to escape provisions of section 297.

While there are so many additions, the phrase "Any other partner of the Firm in which Director/Manager/Relative is a partner" has been removed from the new list of "Related Parties". Though the intention of the lawmakers is not very clear in removing 'other partner of the Firm' from the list of Related parties, the remote possibility of any interest of any other partner of the firm in a transaction being entered in his/her personal capacity with the Company, may have triggered this change.

Apart from the above changes, even the definition of 'relative' has been amended to exclude the following:

1. Son's son's wife
2. Son's daughter's husband
3. Daughter's son
4. Daughter's daughter
5. Daughter's son's wife
6. Daughter's daughter's Husband
7. Brother's wife; and
8. Sister's Husband

The definition and scope of what can be considered as a 'related party' transaction as given under section 188 of the Companies Act, 2013 has been widened as compared to the section 297 of the Companies Act, 1956. While section 297 covered only sale, purchase or supply of any goods, materials or services and underwriting the subscription of any shares / debentures of the company, the following have been added to enhance the coverage of related party transactions:

- Selling or otherwise disposing of property of any kind
- Leasing of property of any kind
- Availing or rendering of any services
- Appointment of any agent for purchase or sale of goods, materials, services or property
- Such Related Party's appointments to any office or place of profit in the company, subsidiary or associate company; and
- Underwriting the subscription of securities (including equities and debentures) and derivatives thereof.

The proviso to section 188(1) provides that the aforesaid provisions won't be applicable to any transactions entered into by the company in its ordinary course of business other than transactions which are not on an arm's length basis.

Key Changes: Section 297 versus Section 188

Section 297 of the Companies Act, 1956 is titled 'Transactions in which Directors are interested' which is now changed to 'Related Party Transactions'. The related parties now cover not only transactions with the parties in which the Directors are interested but also key managerial personnel and their relatives, senior management, any other Body Corporate or Person on whose advice Board of this company is accustomed to act and holding/



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subsidiary companies are covered as related parties. It is worth noting that under section 188 no Central Government approval is required on such transactions and the Board as well as the shareholders (based on certain criteria) of the companies entering into such transactions have been given the responsibility to give a go ahead on such transactions, however adequate disclosure in Board's Report is also provided for. An analysis of the impact of changes in definition of related parties, relatives and scope is as follows:

1. The existing requirement of obtaining prior Central Government approval for entering into a related party transaction has been done away with under the new Act. However, approval from the Board of Directors in a meeting thereof is required to go ahead with the transaction. Further as per draft rules, in following cases, approval from shareholders vide special resolution is also required:
 - (i) Companies having paid up capital of Rs. 1 Crore
 - (ii) If the proposed transaction together with the previous transactions during a financial year: a) exceeds 5% of the Annual Turnover or 20% of the Net Worth of the company as per last audited accounts; or b) Relates to appointment to any office or place of profit in the company / subsidiary / associate company at a monthly remuneration of more than Rs. 1 Lakh; or c) is a remuneration for underwriting the subscription of any securities / derivatives exceeding Rs. 10 Lacs.
2. Under section 297, only goods and services were covered. In the absence of any clear definition of 'goods' under the Companies Act, 1956, reference is made to the Sale of Goods Act, 1930 according to which Goods means every kind of movable property. Accordingly, any transaction with a related party for sale/transfer/lease of immovable property was out of purview of section 297 and doesn't attract any Board/Central Government approval. However, section 188 clearly brings transactions in immovable property within the scope of related party transactions.
3. Section 297 applies to the contracts for supply of services by the list of related parties stated therein to a Company and not *vice versa*. For eg: If a Public Company provided services to a Private Company it was out of scope of section 297. However, Section 188 extends to availing or rendering of services and hence transactions for provisions of services by either party are covered.
4. Appointment of any agent for purchase or sale of goods, materials, services or property is identified as related party transaction under section 188. Though its not specifically covered under section 297, a contract with such an agent who is engaged in the business of providing services relating to immovable property could have been covered under "supply of services" under section 297.
5. Any transaction between two public companies is not attracted by section 297. The section applies to public as well as private companies if they enter into a transaction with a 'private company' in which Director of such public or private company is a director/member. Section 188 read with section 2(76) removes the discrimination by including public company as well in the list of related parties.
6. Section 2(76) also identifies any 'body corporate' or 'person' on whose advice, directions or instructions, a director or manager is accustomed to act, as a related party. As a result, any legal entity such as AOP, BOI, NGO, Institution, Govt. etc. will be covered as related parties, provided they fulfill the other criteria. Further, the term 'person' is not defined in the Companies Act 2013 and it is not clear whether inference should be drawn from the definition provided under the Income Tax Act or it should be treated purely as a natural person as body corporate is separately covered under the provisions.
7. Transactions between holding company and subsidiary company have specifically been brought under the purview of this section.
8. Appointment of related party at office or place of profit in the company or in the subsidiary/associate company is also covered as a related party transaction as per section 188 and requires necessary compliance. Section 314 of the Companies Act, 1956, requires special resolution by shareholders and the Central Govt approval for certain capital thresholds. The concerned parties to be considered for the office or place of profit are consequently amended with the new definition of related parties.
9. While section 297 covers underwriting the subscription of any shares/debentures of the Company, section 188 extends its scope to underwriting the subscription of any securities as well as derivatives thereof.
10. Apart from the above, Section 188 (2) read with section 134(3) (h) of the new Act require that every contract or arrangement entered into with a related party shall be disclosed in the Board's Report along with the justification for entering into such contract or arrangement. Further, as per section 164 (1)(g) of the new Act a person will be disqualified from being appointed as a director of the Company if he has been convicted of the offence dealing with related party transactions at any time during the last preceding five years.

Inapplicability of Section 188

The provisions of section 188 will not apply to:

1. Arms Length Contracts in normal course of business.
2. Transactions between the Company and any other partner of the Firm in which Director/Manager/Relative is a partner.



3. Services availed in a professional capacity from body corporate /person.
4. Contract with a private or public company in which relative of a director / manager is a director /member.

Other Provisions

Apart from the above, a new provision is inserted in section 192 of the new Companies Act which restricts the non cash (i.e., in kind) transactions with the directors of the company, or of its holding, subsidiary or associate Company or a person connected with him, for acquisition of any assets by either parties. The provisions require prior approval of shareholders by way of ordinary resolution to go ahead with such a transaction. Where the party involved is a director of the holding company, shareholders of the holding company also needs to approve such a transaction. However, what can be considered as a connected party has not been defined under the new Act.

Further, section 193 provides that where a one person company limited by shares or by guarantee enters into a contract with the sole member of the company who is also its director, the company shall, unless the contract is in writing, ensure that the terms of the contract or offer are contained in the memorandum or are recorded in the minutes of the first Board meeting held after entering into the contract. The company shall inform the Registrar about every contract entered into by the company and recorded in the minutes.

Non-Compliance

As per Section 297(5) of the Companies Act, 1956, if the Board's consent is not obtained for a related party transaction mentioned therein anything done in pursuance of the contract shall be voidable at the option of the Board. Further Section 637B of the old Act provides for condonation of delay in making an application to the Central Government. Section 188(5) of the new Act provides that any director or employee of a company, who entered into or authorized the Contract or arrangement in violation of the above provisions in case of listed company shall be punishable with imprisonment for a term which may extend to one year or with fine of minimum INR 25,000/- and maximum INR 5,00,000/- or both. In case of any other company, the non-compliance will result in a fine of minimum INR 25,000/- and maximum INR 5,00,000/-. Further, if a company contravenes the provisions of section 134 regarding disclosure in Board's Report, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to 25,00,000/- rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than 50,000/- rupees but which may extend to 5,00,000/- rupees, or with both. Clearly, the non-compliance is non-compoundable in case of a listed company and for non-compliance under section 134 and can be made compoundable only with the permission of a special court.



Conclusion

Whereas the new provisions have reduced the compliance requirement by doing away with the Central Government's approval which was a lengthy and time consuming process, the scope of compliance has been increased by amending the definition of related parties and related party transactions. The responsibilities of compliance have also been increased on the Board and the shareholders of the company. The additional disqualification of director and duty of disclosure in the Board's Report requires extra vigilance on the part of the company. Further enhanced penalty provisions will surely go a long way in ensuring that no undue benefit is availed by the related parties in entering into a contract with the company.

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Email: info@upsurgeinvestment.com



S. Natarajan, FCS

Company Secretary
Coimbatore

srnatarajan20@gmail.com

Shelf-Offer of Securities: An Alternative to other Public offers

➤ This article attempts to analyse the impact of the revised definition of shelf prospectus in the new Companies Act, and the resultant unveiling of another horizon of public-offer namely 'multiple- offer', as against single offers that were permitted, so far, under each registered prospectus .

Introduction

While sourcing funds for a new project, the promoters may consider raising equity by way of public offer of shares. Both Initial Public Offer (IPO) and Follow-on Public offer (FPO) of the shares of a company involves upfront expenditure running into Crores of Rupees, on account of Road Shows, Printing and stationary, fees to Merchant Bankers and other intermediaries etc. If the offer succeeds, the cost of capital will work out cheap. Otherwise, the public offer may turn out to be a risky proposition. Promoters had to consider IPO/FPO keeping in mind two factors – the best price at which the new shares can be offered and the proper time to bring it to the market. If at least 90% of the shares offered is not subscribed, then the company has to necessarily refund the amount collected.

Thus an IPO may fail if the timing or pricing goes wrong. The time interval between the public announcement of the offer and opening up of the subscription list is anywhere between 45 to 60 days. At this long interval any unfavourable incident may happen, reversing the trend, resulting in the failure of the offer. Under the rules of the game, the issuer company cannot also withdraw the offer. Neither can it retain a portion of the stock originally offered to the market as per the Prospectus. Many good offers failed because of this 'Do or Die' condition.



But the other option available for a promoter, while structuring the capital base (equity base) for the new company, was private placement. For a seasoned promoter, IPO or FPO used to be a cake-walk. But for a first-time entrepreneur, and more particularly for a technocrat, facing funds constraint, the situation was as if



between the 'Devil and the Deep Sea'. Both the avenues, public offer and private placement, had certain problems, in terms of timeline and opportunity. In the scenario, the latest arrival of 'Shelf offer', introduced vide section 31 of the Companies Act, comes as a Bolt from the Blue.

This article attempts to analyze the impact of the revised definition for shelf prospectus in the new Companies Act, and the resultant unveiling of another horizon of public-offer permitting 'multiple-offer', as against single offers that were permitted, so far, under each registered prospectus (excepting, of course, a limited exemption, provided by section 22(3)(b) of the old Act, in respect of the offers of the financial institutions and banks, effective from 13th December 2000 through the Amending Act 2000).

The Concept: from 'Bullet Offer' to 'Offer in Stages'

For a very long time, regulators of securities exchange used to control public offer through prospectus submitted by the promoters. The prospectus was prepared giving all the details of the specific offer. The public offer used to be a bullet issue. Each issue of shares will be based on an exclusive single registered prospectus. In other words, the currency of a prospectus will be restricted to single issue. The promoter had no opportunity to adjust the time or the quantity of shares issue. This led to alarming situation. In the market trend changed after fixing the date of subscription. This situation needed the regulators think for an alternative and made them allow registration of shelf prospectus.

A 'shelf prospectus' is a prospectus that has no particular deal attached to it. The issuer is expected to act on it within the next one/two years. Once a base-shelf prospectus has been filed, the issuer need not have to comply with such cumbersome requirements as he does have to follow in an IPO. The issuer need not even have to file supplement to the base prospectus for 'follow on' issues up to say 2 years.

Conversely a, 'shelf offering' is a type of public offer of securities, in stages, without having to prepare a separate prospectus for each act of offer. In other words, there will be a single prospectus for multiple, undefined future offers. The base-prospectus, once issued, may be used to offer securities for up to the certain fixed number of years after its publication.

Simply stated, 'shelf offer' is a procedure that allows companies to file one registration statement/prospectus covering several issues of the same security. It may also cover several securities in which case it is known as mixed shelf prospectus.

Under normal circumstances, if a company wants to raise additional funds from the public, it would have to go through the same basic procedure as done at the IPO, but with some differences. For instance, while pricing the new securities under FPO the current

market price of the listed securities that are already being bought and sold in the secondary market will also be considered. But, by and large, the same formalities as in IPO had to be complied with. Hence, in certain countries, it was decided to do away with this repetitive processing in selective cases.

How the Concept of 'Shelf Offering' Originated

As early as in 1980's, in USA, the regulators started allowing a type of Follow-on Offering (FPO) called as At-the-Market offering (ATM offering), which is also called a controlled equity distribution. In an ATM offering, exchange-listed companies incrementally sell newly issued shares into the secondary trading market through a designated broker-dealer at prevailing market prices. The issuing company is able to raise capital on an as-needed basis with the option to refrain from offering shares if unsatisfied with the available price on a particular day. This was made available to FPOs.

Later the Securities Exchange Commission (SEC) of USA allowed unlisted public companies to register new securities, and then shelve the public offer for up to 2 years, subject to certain conditions. Thus, the issuer-company can make a public offer whenever the company needs the money, or market conditions are favourable, with a minimum of expense and effort. This denotes that shares kept in a shelf, taken out when required, to the extent required, and the balance kept in safe until further requirement.

This process of issue of securities in tranches, under single prospectus is known as 'shelf offering'. In India it was first permitted in a restricted manner to the issue of securities by Financial Institutions and Banks with effect from December 2000. But, the new Act opens the shelf-offer to all new issues as may be decided by SEBI.

Initially, in USA, the idea was used to protect the interest of genuine investors under private placement. Later on, it was found useful to public offer as it enabled gradual issue of shares to the Public, as and when the market-reaction is favorable. Now this sort of gradual offer is adopted subject to certain additional conditions in many countries. Basically 'shelf offer' is made available to companies deemed reliable by the Securities Regulation Authority in the relevant country. 'Shelf prospectuses' are examined far less rigorously by those authorities, compared to standard public offers.

Further, it is very common for 'debt' but not for 'equity'. The main reason is the signalling effect that would occur when the market discovered that a company is planning on issuing more equity. i.e. it would mean dilution which would decrease stock price. Debt can't be diluted so there is no associated signalling effect to the market.

Event-wise Development of the Concept

Chronological development of the concept may be summarized



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Shelf-Offer of Securities: An Alternative to other Public offers

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as below:

- I. Private Placement of securities: Companies that were too small could get finance only through private placements, which was also cheaper and faster than a public offer.
- II. Private placement memorandum: Although the issuer-company does not have to give a prospectus to buyers in a private placement, it still must furnish information that the Regulator deems material in the form of a private placement memorandum to potential investors.
- III. Restriction on Resale: Private placement securities cannot be resold for a specified number of years, and when they are resold, it must be a regular brokerage transaction.
- IV. Unable to sell: Most private placement bonds are not investment grade, and they could not be resold directly to the public.
- V. Trading within Group allowed: In April, 1990, in USA the Securities Exchange Commission (SEC) enacted a Rule, which allowed institutional investors to trade the investments among themselves at any time, and without having to register the securities.
- VI. Shelf-offer only after 'Shelf Registration': Later a 'shelf prospectus' of a new issue was made a part of the compliance which enabled gradual issue of the registered securities up to two years in advance, so that the issue can be offered quickly as soon as funds are needed or market conditions are favorable. By using shelf registration, the company can fulfill all registration-related procedures beforehand and go to market quickly when conditions become more favorable.

The Mechanism

The mechanism is almost the same as in standard (bullet) offers. The variation in mechanism may be the following.

1. Replacement of 'date' by 'period'.

2. Cooling off period.
3. Disclosure of material changes at every stage.
4. Take down of the shelf.
5. Stabilization.

1. Replacement of 'date' by 'period'

Under shelf-offer, the regulator allows an issuer to register new securities, and then shelve the public offer for up to a specified period, say 2 or 3 years. This lets the company make a public offer any time it wants and that too, gradually in tranches. It is not necessary for the issuer company to release the entire registered securities at one stroke. During this time, any unreleased stock is not treated as securities outstanding for purpose of valuing the company. In normal public issues, a long lead time is involved in the registration process. But under Shelf offer a company is allowed to act quickly when the time is ripe to issue additional shares in the market, which can be a huge advantage. A company can use this method to its benefit by waiting for favorable market conditions to release shares.

2. Cooling-off period

The time between filing and the effective date is known as the cooling-off period. During this time, no reports, recommendations, or sales literature may be sent to anyone. The underwriters may, however, send a preliminary prospectus, that provides potential investors with all the necessary information that the investor would need to make a balanced decision, which includes a description of the company and its revenue statement and balance sheets, any pending events that could have an impact on the business, such as mergers or acquisitions, indication of its competitors, and the agencies that regulate it. It will not contain, however, the offer price of the new securities and the effective date for the sale, since the effective date will not be known.

The final prospectus must be published and sent to each investor no later than the confirmation date of the purchase. The final prospectus will have the price of the new securities, the underwriters' discount, and any requirements specified by the Regulator in approving the registration. The final prospectus will also contain the latest financial information about the company.

3. Disclosure of material changes at every stage

Before each stage of offer is actually made, the company must file a relatively short statement regarding material changes in its business and finances since the shelf prospectus was filed.

If there is any event during the distribution of the prospectus that could have a material impact on the company, then the prospectus must be amended to reflect the new developments.



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4. 'Takedown off the shelf' and 'supplementary' prospectus

"Takedown" is an actual offer of securities from a shelf registration statement that has already been declared effective. Under a "continuous offer", securities are offered promptly after effectiveness (within two days) and will continue to be offered in the future, over the duration of the offer. In a "delayed offer," there is no present intention to offer securities at the time of effectiveness. Instead a prospectus supplement indicating the amount, and describing the features, of the securities that it wishes to "take off the shelf" will be issued, and then commence to offer those securities immediately upon filing the prospectus supplement. Further, the issuer is not required to register a specified amount of securities at the time of filing the statement and may postpone the payment of the filing fee until the time of filing the prospectus supplement for each shelf take-down.

5. Stabilization

When a new issue doesn't sell as well as expected, then initial investors may sell their shares in the secondary market for less than the public offering price while the syndicate members still have shares to sell. However, the underwriting

syndicate cannot sell the shares for less than the public offering price, and so, in this situation, they would not be able to sell their remaining shares.

To prevent a drop in price before all shares have been distributed to the public, the Issue Manager stands ready to buy any issues offered in the secondary market at or slightly below—but never above—the public offering price as a way to stabilize the price of the new offer until it has been fully distributed to the public. Price-fixing is generally illegal, but is allowable in the distribution of new issues, but only until all shares have been publicly distributed—pegging the price afterward is against the law. If stabilization does not work, the underwriting syndicate may be unable to sell all of the shares at the public offering price, in which case, they will have to take the loss.

Automatic Shelf Registration and Mixed Shelf Offer

Automatic shelf approval permits filing under a relaxed registration process that applies to well-known, seasoned issuers and covers debt securities, equity, preferred stock and warrants, among various other instruments. A seasoned issuer company is one that has filed all annual, quarterly and current reports in a timely manner, and either has a greater than specified market capitalization or has issued more than specified registered debt offerings over the past three years.

A "mixed shelf" is the shelf registration of different types of securities, such as a mixture of debt and equity. One could do a mixed shelf of equity shares, preference shares, and convertible debt securities, up to an amount specified in the registration.





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Standard Offer versus Shelf Offer

The main difference between shelf offer and standard offer is that a shelf prospectus has no deal associated with it and is expected to be acted upon within two/three years. On the other hand, prospectus (red herring prospectus) has an offer/deal already associated with it and limited to that issue.

Other distinctions between standard offer and Shelf offer are specified hereunder:

	Standard/single offer	Shelf /Gradual offer
1	All registered securities are offered for subscription at one stroke.	Securities registered under shelf prospectus are gradually sold out over a period of time.
2	Sold by the company as principal through Merchant bankers appointed as managers to the issue.	Sold on an agency basis by one or more placement agents, or by the company directly as principal.
3	The timing and size of issuance is based on demand.	Issuer determines timing, amount, floor price and duration of any issuance.
4	Investors can front-run the Offer	Quiet sales eliminate front running
5	Before each offer a separate prospectus covering the particular issue has to be filed.	A single prospectus covering the entire requirements of the particular project will suffice.
6	Each issue needs to be Registered by a separate Prospectus.	An information memorandum accompanied by a disclosure of material changes at each stage will suffice.

Why It Matters

A shelf offer provides following benefits to the issuer.

1. Unlike in IPOs and FPOs, issuers will have better control over the offer process. It allows the company to control the shares' price by allowing the issuer to manage the supply of its securities in the market.
2. It also allows the issuer to gauge and time for the release of its stock, which is especially beneficial if the market is volatile.
3. Shelf offer allows a company to save on the cost of registration.
4. A company can file a shelf registration statement with a prospectus that offers different classes of securities. Issuer can then sell all, none, or some of the classes at any time.
5. A shelf registration statement permits multiple offers based

on the same registration.

6. A shelf registration can be used for sale of new securities by the issuer ('primary offerings'), re-sale of outstanding securities ('secondary offerings') or a combination of both.
7. With an effective shelf registration statement, when the issuer wants to offer securities, it takes them "off the shelf." These 'shelf takedowns' usually are offered with a base prospectus and a prospectus supplement.
8. The primary advantages of a shelf registration are timing and certainty.
9. Shelf offer is usually available to companies deemed reliable by the Regulators. So investors Confidence level is higher.
10. Shelf offers, due to their purposefully time-constrained nature, are examined far less rigorously by those authorities, compared to standard public offers.
11. Shelf prospectus can be prepared up to two years in advance, so that the issue can be offered quickly as soon as funds are needed or market conditions are favourable.
12. Issuers often use universal shelf filings and choose between debt and equity offers based on the prevailing relative market conditions without Regulators review.

Indian Scenario

The concept of shelf offer entered the Indian law through the Amendment Act 2000, by which only Financial institutions and Banks were permitted to register 'shelf-prospectus' effective from 13th December 2000.

According to Section 60A of the Companies Act, 1956 "shelf prospectus" means a prospectus issued by any financial institution or bank for one or more issues of the securities or class of securities specified in that prospectus. The Amendment Act 2000 defined shelf prospectus for the first time as explained as given above.

Aimed at enabling the public sector banks, scheduled commercial banks and public financial institutions to issue securities at their convenience, the Securities and Exchange Board of India (SEBI) decided to introduce the facility of 'shelf prospectus', which would be valid for a period of 365 days.

Accordingly, the regulator has amended the SEBI (Disclosure and Investor Protection) Guidelines-2000. As per the changed DIP guidelines, banks and financial institutions can now file a draft shelf prospectus with the regulator in the first instance disclosing the aggregate amount the issuer intends to raise through various tranches.

Subsequently, the permitted banks and FIs were required to file Information Memorandum with SEBI after incorporating the material changes and updating the information. These permitted entities can proceed with the tranche without waiting for observations of market regulator. However, if there were any complaints later, the issuer would be required to address them to the satisfaction of SEBI.



The New Companies Act

The new Companies Act permits any class of companies, as may be permitted by SEBI, to file Shelf Prospectus as per section 31 of the Act, which runs as follows:

31 : (1) Any class or classes of companies, as the Securities and Exchange Board may provide by regulations in this behalf, may file a shelf prospectus with the Registrar at the stage of the first offer of securities included therein which shall indicate a period not exceeding one year as the period of validity of such prospectus which shall commence from the date of opening of the first offer of securities under that prospectus, and in respect of a second or subsequent offer of such securities issued during the period of validity of that prospectus, no further prospectus is required.

2) A company filing a shelf prospectus shall be required to file an information memorandum containing all material facts relating to new charges created, changes in the financial position of the company as have occurred between the first offer of securities or the previous offer of securities and the succeeding offer of securities and such other changes as may be prescribed, with the Registrar within the prescribed time, prior to the issue of a second or subsequent offer of securities under the shelf prospectus:

Provided that where a company or any other person has received applications for the allotment of securities along with advance payments of subscription before the making of any such change, the company or other person shall intimate the changes to such applicants and if they express a desire to withdraw their application, the company or other person shall refund all the monies received as subscription within fifteen days thereof.

(3) Where an information memorandum is filed, every time an offer of securities is made under sub-section (2), such memorandum together with the shelf prospectus shall be deemed to be a prospectus.

Explanation.—

For the purposes of this section, the expression 'shelf prospectus' means a prospectus in respect of which the securities or class of securities included therein are issued for subscription in one or more issues over a certain period without the issue of a further prospectus.

From the above definition of shelf prospectus under section 31, the scope of shelf offering extended by SEBI to permit the issue of Shelf Prospectus by any class of company or companies. Accordingly the SEBI has taken steps for the issue of non convertible debt securities and their press release inviting public comments for the proposal to include certain class of companies, In addition to the financial institutions. The press release runs as under:

Securities And Exchange Board of India

Following are the highlights of the SEBI Proposals for allowing certain class of companies to file shelf prospectus for public issuance of non-convertible debt securities [Paper seeking public comments]:

1. "Every issue is required to file a Prospectus with Registrar of Companies before making a public issue. To enable frequent issuers to raise money, without undergoing the procedure for filing Prospectus for every issuance, the concept of Shelf Prospectus was introduced in Companies Act. In FY 2011-12, 7 companies have filed Shelf Prospectus for their debt issuances, while in FY 2012-13, 5 companies have filed Shelf Prospectus.
2. Under Section 60A of the Companies Act, 1956, any public financial institution, public sector bank or scheduled bank, whose main object is financing, was allowed to file a shelf prospectus. As per the said section, company filing a shelf prospectus with the Registrar is not required to file prospectus afresh at every stage of offer of securities, within a period of validity of such shelf prospectus.
3. In this regard, it may be noted that recently Companies Act, 2013 has been enacted and Section 31 of the said Act has been notified. As per the said section, any class or classes of companies, as SEBI may provide by regulations in this behalf, may file a shelf prospectus with the Registrar of Companies. The Shelf Prospectus shall be filed at stage of the first offer of securities. It shall indicate a period of validity, which shall not exceed one year commencing from the date of opening of the first offer of securities under that prospectus. In respect of a second or subsequent offer of such securities issued during the period of validity of that prospectus, no further prospectus is required to be filed.
4. However, a company filing a shelf prospectus is required to file an information memorandum, containing all material facts relating to new charges created, changes in the financial position of the company, and such other changes as may be prescribed by Central Government in this regard, with the Registrar of Companies, prior to subsequent offer of securities under the shelf prospectus. Where an information memorandum is filed, every time an offer of securities is made under such memorandum together with the shelf prospectus shall be deemed to be a prospectus. Ministry of Corporate Affairs has already placed draft disclosure requirements for information memorandum for public comments.
5. Thus, as per Section 31 of Companies Act, 2013, SEBI may allow such classes of companies eligible to file a shelf prospectus, by providing the same in its regulations. The matter relating to allowing the frequent issuers to file



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Shelf Prospectus was taken before the Corporate Bonds & Securitization Advisory Committee (CoBoSAC) of SEBI.

6. Taking into account the recommendations of CoBoSAC, it is proposed to allow following companies/entities to file Shelf Prospectus for public issuance of non-convertible debt securities:
 - i. Public financial institutions and Scheduled Banks (which were allowed under Section 60A of the Companies Act, 1956);
 - ii. Issuers authorized by the notification of CBDT to make public issue tax free secured bonds, with respect to such tax free bond issuances;
 - iii. Infrastructure Debt Funds – Non-Banking Financial Companies (IDF-NBFC) regulated by RBI;
 - iv. Other NBFCs, registered with RBI, complying with the following criteria:
 - a. whose equities and/or debt securities are listed on recognized stock exchange, by making public issuance, for a period of at least three years immediately preceding the issue and have been complying with the continuous listing requirements;
 - b. having a net worth of at-least Rs. 500 crores, as per the audited balance sheet of the preceding financial year;
 - c. having consistent track record of distributable profit for the last three years;
 - d. Securities issued under the Shelf Prospectus shall have a credit rating of not less than "AA" from a recognized credit rating agency;
 - e. having no regulatory action pending against the company or its promoters or directors by RBI, SEBI or any other regulatory body;
 - f. the issuer has not defaulted in the repayment of deposits, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company in the last three financial years.
 - v. Listed Issuers complying with following criteria:
 - a. whose equities and/or debt securities are listed on recognized stock exchange, by making public issuance, for a period of at least three years immediately preceding the issue and have been complying with the continuous listing requirements
 - b. having a net worth of at-least Rs. 500 crores, as per the audited balance sheet of the preceding financial year
 - c. having consistent track record of distributable profit for last five years;
 - d. Securities issued under the Shelf Prospectus have a credit rating of not less than "AA" from a recognized credit rating agency;
 - e. having no regulatory action is pending against the

company or its promoters or directors by RBI, SEBI or any other regulatory body.

- f. the issuer has not defaulted in the repayment of deposits, interest payment thereon, redemption of debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company in the last three financial years.

7. The information memorandum/tranche prospectus filed in all the aforesaid cases should contain the disclosures prescribed by Companies Act, 2013 and rules made there under and shall also contain all material updations including revision in ratings. Further, the information memorandum/tranche prospectus shall also contain a "summary term sheet", as specified in SEBI (Issue and Listing of Debt Securities) Regulations, 2008.

Public comments on aforesaid proposals were solicited and suitable guidelines may be issued sooner or later. Hopefully they may be extended to issue of shares also.

Conclusion

The Report of the Irani committee on Company law, in the part dealing with 'access to capital', observed the necessity for the shelf offering as follows "The issue of capital through release of a prospectus involves various processes that are time consuming and costly. Such processes also have to be repeated if the corporate requires accessing capital again. It should be possible to avoid such costs. Presently the Companies Act recognizes the concept of Shelf Prospectus which is applicable for a period of time which is specified in the Act. At the time of subsequent issue only specified material changes need to be indicated. This concept may be extended to classes of companies as may be recommended by the capital market regulator from time to time, through issue of notification under the Act. It is advisable that suitable criteria for identifying such companies that may be acknowledged as Well Known Seasoned Issuers (WKSIs), may be evolved by SEBI through regulation in respect of corporate which raise capital more frequently. Such corporate may be allowed to provide a Main Document in a year and thereafter only incremental changes should be reportable by them every time they access the market during the currency of shelf-prospectus".

This explains the benefits of opening up of the new horizon, to access capital, for India incorporate. It took more than a decade for us to permit multiple issues of securities under a single prospectus. Perhaps large industrial houses may use this strategy to tap the much needed capital as this is a strategy suitable for established conglomerates.

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Sunil Kumar Banerjee, FCS

Practising Company Secretary
Kolkata.

sunil_banerj@yahoo.co.in

Corporate Social Responsibility: Provision in the Companies Act, 2013

- “The business of business is to do business,” was the traditional approach. This approach has of late undergone paradigm shift. The business goals are now closely associated with societies and environment within which the business operates. Here lies the basic concept of Corporate Social Responsibility .

‘To serve humanity is to serve God.’
-Swami Vivekananda

Introduction

A human being cannot live for himself alone. He needs to look after his family first and then contribute to the society's cause to the extent of his capability. The society has given us many things and we should return a part of it to the society. It is therefore an onus, primarily on the part of those who are better placed in the society to contribute for the societal good as a mark of gratitude towards the society.

Like human being a corporate body which enjoys the status of a separate legal entity under the law cannot also sustain only for business sake with the sole motive of earning profit and paying huge dividends to its shareholders. Business is created by the society and as such business houses are obligated to the society at large. They are to return something good to the society. “The business of business is to do business,” was the traditional





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Corporate Social Responsibility: Provision in the Companies Act, 2013

➤ Many companies in various parts of the world started paying attention to CSR only after they had lost reputation. Narrowing down or bridging the gap of social inequality and thereby contributing to sustainable development is the motto of CSR. Being separated from society, short term economic gain can be achieved. But the failure to align and orient the business goals with social and environmental factors will undermine the sustainability of those organizations in the long run.

approach. This earlier traditional approach has of late undergone paradigm shift. The business goals are now closely associated with societies and environment within which the business operates. Here lies the basic concept of Corporate Social Responsibility (CSR).

According to World Business Council of Sustainable Development (WBCSD) CSR is “the continuing commitment by business to behave ethically and contribute to economic development while improving the quality of life of the work force and their families as well as of the local community and society at large.”

According to CSR ASIA, CSR is “the company’s commitment to operating in an economically, socially and environmentally sustainable manner while balancing the interests of diverse stakeholders.”

Corporate social responsibility in respect of a corporate body embraces any practice that helps improve the lives of its work force, community and environment. Social responsibility has now turned to be an integral part of wealth creation process.

This article makes an endeavor to bring to light many facets of CSR, current Indian scenario pertaining to CSR activities, legal recognition of CSR in the new Companies Act, 2013 and its prospective effects in the country.

ORIGIN OF THE CONCEPT

The concept of ‘corporate social responsibility’ first emerged and came into common use in the late 1960s and early 1970s in United States of America when a few multinational corporate bodies formed the broader term ‘stakeholders’ over and above the narrower term ‘shareholders’ who are having direct shareholding in the company. Stakeholders mean those individuals, associates and communities on whom the organization’s activities have an

impact. With the advancement of time the concept of CSR spread to European Countries also. In India too some business houses like Tatas and Birlas, initiated social activities without using the label of CSR. In recent times some other business houses have realized the strategic value of being more concerned about the social and community development issues through alignment of their activities according to the needs of the community at large.

CORPORATE SOCIAL RESPONSIBILITY- INTERLINKING WITH CORPORATE GOVERNANCE

Corporate social responsibility is not merely charity or philanthropy. There is clear distinction between charity or philanthropy and CSR. When a business house intends to donate a portion of its profits for charity, that measure turns to be charitable or philanthropic act. It may be either one-time donation or an on-going commitment for donation of money to a charitable trust or organization which utilizes the money for its own mission. Philanthropy has thus limited scope whereas CSR has a much wider scope since it is based on the idea that corporate success and social welfare are interdependent.

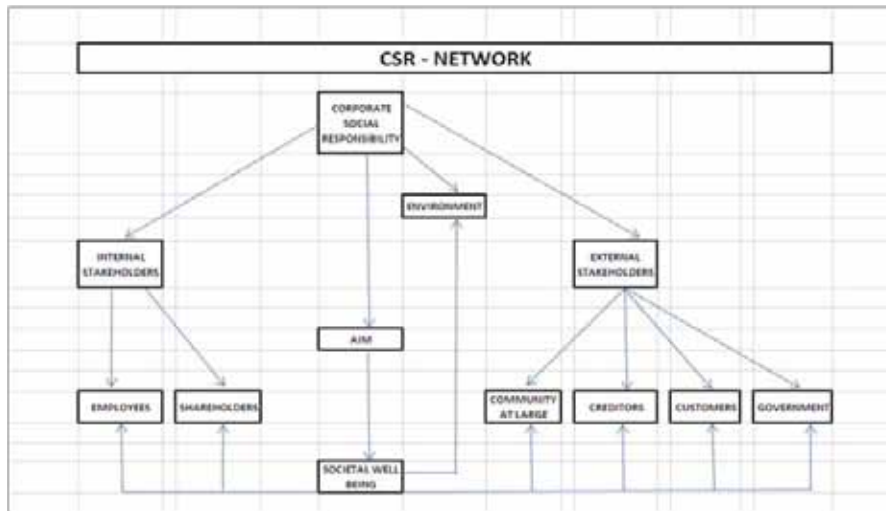
CSR is pragmatic responsiveness of business to stakeholders, consumers and community at large. It can be described as a continuing commitment of an organization towards well-being of the society by conducting its operation ethically and in a transparent manner. Transparency and accountability are the important ingredients of good corporate governance. That way there is specific interlinking between CSR and good corporate governance and this interlinking attributes to CSR a magnified look quite distinct from philanthropy or mere charity.

TRIPLE BOTTOM LINE

Integration of social and environmental concerns in the business operations is the modern management concept as reflected in corporate social responsibility. Achieving a balance of economic, environmental and social imperatives is set as a goal in CSR activities and this is what is termed as Triple Bottom Line – Approach (3BL). Corporate decision making process takes due care of public interest honouring the Triple Bottom Line meaning People, Planet and Profit (3Ps). People refer to work force and community of the region where the organization conducts its business. Planet refers to sustainable environmental practices. Profit means the economic value created by the organization after setting off cost of all inputs including the cost of capital locked up, thereby deviating from traditional accounting definition of profit.

Societal Well-being expected under CSR

A schematic diagram as shown above guides one to have a glimpse



The issues like global warming, emission of green house gases etc, have been of much concern for global leaders at present. Given the situation, it assumes greater significance for the corporate bodies to strike a balance between Corporate Economic Responsibility and Corporate Social Responsibility. An organization following triple bottom line should not resort to manufacturing of such harmful or destructive products as may pollute the environment. Ecological balance through such measures like afforestation, control of carbon emission and other harmful gases, waste reduction, paper less office and so on as may keep the environment clean and pollution free should be the aim of the business houses and placed on their priority agenda. Besides meeting these expectations CSR has emerged as a process of building up

of the societal well-being that CSR activities, if implemented by a company, are expected to cater to the needs of the society wherein environmental factors also cannot be disregarded as the same have marked effect on the lives of the community.

Employees: They will expect reasonable and fair wage structure, job surety; advancement in career, conducive and safe working condition, post-retiral economic security and so on.

Shareholders: Their expectation will be fair and regular return on their investment and increase in the market capitalization of investments.

Customers: The customers' expectation will be quality product and/or services at fair and reasonable prices.

Creditors: The creditors will expect timely payment of interest and return of principal amount according to the terms of the agreement of loan.

Government: It would be manifestly clear that the Government will expect business houses to carry on business in a fair, transparent and ethical manner. The government's further expectation from the organization would be timely payment of taxes that would be duly levied by the concerned government authorities.

Society at large: The society at large will have expectation of social well-fare activities from large business houses like development of township, upliftment of rural and construction of roads, provision for medical facilities, pure drinking water, promotion of education for all and so on.

Environment: Our planet Earth will also have expectation from business houses especially at a time when growing commercialization has been a severe environmental threat globally.

a good reputation. Many companies in various parts of the world started paying attention to CSR only after they had lost reputation. Narrowing down or bridging the gap of social inequality and thereby contributing to sustainable development is the motto of CSR. Being separated from society, short term economic gain can be achieved. But the failure to align and orient the business goals with social and environmental factors will undermine the sustainability of those organizations in the long run.

CSR- A Component of Value Creation

Market forces are making CSR a crucial component of value creation. Price, quality and responsible services (PQR) towards society constitute three important parameters for corporate governance and also form the datum line of its brand value. PQR method is a source of success of any business where branding plays a key role for acceptability and recognition of the people at broader level. Branding covers a considerable part of marketing strategy. CSR helps strengthen the brand image. Relationship between brand value and CSR is stronger for familiarity and not for favourability. This is because if a company is well-known in its community, its CSR activities will strengthen its brand more than if the company is less well-known. CSR activities have thus significant impact with the customers who are already familiar with the company. CSR activities cast a cascading effect of converting the prospective customers to actual customers in near future.

CSR Scenario in India

A survey conducted by KPMG India in 2011 revealed the following picture as regards implementation of CSR activities by Indian Corporate bodies: "Of the selected companies, 31% report on social performance, 23% report the business risk of climate change, 13% report business risks in supply chain and 21% disclose green house gases emissions."



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Corporate Social Responsibility: Provision in the Companies Act, 2013

CS Ridentity.com, together with Forbes India collected data of India's top companies and ranked them from 1 to 100 based on Net Sales and the amount spent on CSR activities for the financial year 2012. It was revealed that actual aggregate spending on CSR activities was Rs 1,765 crore as against Rs 5,611 crore, the latter amount constituting 2% of aggregate profit after tax (PAT) pertaining to those companies (limit of CSR spending as provided in the new Companies Act, 2013). It may also be noted that many of the companies considered amongst top 100 did not feel like reporting their CSR spends or even clarifying the social causes they supported. It would therefore be evident that ambience in our country is not as conducive as may be expected for effective implementation of CSR policies.

There are other hindrances too like :

- Lack of social awareness and conviction among key officials.
- Lack of adequate trained managers to execute CSR plans.
- Lack of interlinking between CSR and financial effects.
- Absence of impact analysis of CSR activities.

In this backdrop, the Central Government has introduced a commendable measure. CSR has been recognized through the new Companies Act, 2013 which replaced the almost sixty decade old Companies Act of 1956. In the new Act CSR activities have been made mandatory for certain specified companies thereby targeting to persuade reluctant corporate bodies to make sincere and concerted efforts towards their responsibility to the society in which they operate. Without legal binding things do not move well always. That way this step by the Central Government of enacting CSR law is not only an act of novelty but also appears to be imperative and need of the day.

Section 135 of the Companies Act, 2013 - Provision for CSR

The Companies Act, 2013 replacing the old Act of 1956 was notified in the Gazette of India on 30th August, 2013. In the new Act corporate social responsibility (CSR) has for the first time got legal recognition in India. Section 135 (under Chapter IX- Accounts of Companies) of the above said Act contains detailed provisions as regards CSR.

Onus of Compliance

Section 135 of the new Act stipulates that every company registered under the Companies Act and having

- net worth of Rs 500 crore or more, or
- turnover of Rs 1,000 crore or more, or
- net profit of Rs 5 crore or more during any financial year

shall have to comply with the provisions of section 135 of the new Act.

- Companies fulfilling any of the above conditions shall constitute a Corporate Social Responsibility Committee of the Board comprising three or more directors, out of which at least one director shall be an independent director.

The committee of the Board constituted under section 135 of the Act shall be accountable for taking up CSR activities.

Duties of the CSR Committee

The committee shall have the following duties and responsibilities:

- To formulate and recommend to the Board a corporate social responsibility policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII to the Act.
- To recommend the amount of expenditure to be incurred on CSR activities.
- To monitor the CSR policy of the company from time to time.

Role of the Board of Directors

- Review the recommendations made by the CSR committee.
- Approve the CSR policy of the company.
- Disclose contents of the Policy in the company's report/ website.
- Ensure that the company spends in every financial year at least two(2) percent of the average net profits made during the three immediately preceding financial years of the company on CSR activities pursuant to CSR policy of the company.

If a company coming within the purview of section 135 of the new Act fails to comply, it will have to explain under provision of section 134 of the new Act the reasons of such failure. Section 134 stipulates that any company that fails to spend prescribed amount and also fails to specify the reasons for not spending the amount in its Board report, shall be punishable with a fine not less than Rs 50,000 which may extend to Rs 25 lakhs.

Activities to be included by the companies in CSR Policy

Though spending on CSR activities may appear to be more like a government levy on corporate profits, the Government has left the manner in which the amount can be deployed to cover various activities to the discretion of individual companies.

Schedule VII to the new Act states the entire gamut of activities that may be included by the companies in their CSR policies:

- Eradicating extreme hunger and poverty;
- Promotion of education;
- Promoting gender equality and empowering women;
- Reducing child mortality and improving maternal health;
- Combating human immunodeficiency virus, acquired immunodeficiency syndrome, malaria and other diseases;



➤ Written CSR policy will indicate to what extent the company may proceed. This would also ensure common understanding among directors on the way of achieving the objectives. There should be a core group and onus would lie with that group for monitoring, evaluating and reporting the progress and impact of the policy. It would also be responsibility of the core group to identify resources needed for executing the CSR plan and policies while sustaining commitment and motivation for prudent business practice.

- Ensuring environmental sustainability;
- Employment-enhancing vocational skills;
- Social business projects;
- Contribution to the Prime Minister's National Relief Fund or any other fund set up by the central government or the state governments for socio-economic development and relief and funds for the welfare of the scheduled castes, scheduled tribes and other backward classes, minorities and women;
- Such other matters as may be prescribed.

Implementing CSR Policies

While formulating CSR policies, it should be ensured that it has close linkage with the vision and the mission statement of the company. The objective would centre around creating awareness among those who are neglecting this statement notwithstanding indirect accrual of benefits from it throughout the life span of the company. Written CSR policy will indicate to what extent the company may proceed. This would also ensure common understanding among directors on the way of achieving the objectives. There should be a core group and onus would lie with that group for monitoring, evaluating and reporting the progress and impact of the policy. It would also be responsibility of the core group to identify resources needed for executing the CSR plan and policies while sustaining commitment and motivation for prudent business practice. Communicating with the Government, local NGOs and other bodies would also be within the ambit of the core group. Such networking will lead to fruitful and impactful execution of the CSR action plan.

Conclusion

A quote from William E. Gladstone former U.K Prime Minister, cannot but be brought to focus while discussing about CSR law: "It is the duty of government to make it difficult for people to do wrong, easy to do right." The Companies Act, 2013 provides various stringent stipulations to address the deficiencies of the old Act of 1956 for the purpose of combating fraud, financial irregularities and malpractices and bringing ethical manner and transparencies in the system in the perspective of current industrial and business scenario. The new Act of 2013 has also kept in view the socio-economic needs of the country and upliftment of the weaker section of the society. Amongst all the new provisions enacted in for the purpose, the one relating to CSR is unique and has invited maximum attention from all corners concerned to that effect. Section 135 conferring legal recognition to and making Corporate Social Responsibility mandatory, though for certain specified companies for the time being, is indeed a laudable step on the part of the Central Government since this legislation would ensure the well-being for the society at large by a small section of legal entities, that is, the corporate bodies.

According to an estimate, about 8000 companies would come under the ambit of section 135 of the Companies Act, 2013 concerning CSR. There are more than 13.30 lakh companies registered under the Companies Act in India. Thus just less than 1% of the companies shall have to follow the CSR norms. Coverage appears to be below the mark as compared to the need. However, we have to keep alive the hope that this is just the beginning and not the end of the journey. CSR network is expected to set for a leap with gradual mindset change in the top corporate managers towards growing need of social awareness and the CSR law is likely to yield manifold societal good to the benefits of all sections of the community in the years to come. CS

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Jawaharlal Jasthi, FCS

Hyderabad

jjasthi@yahoo.com

Social Responsibility Versus Social Acceptability

➤ Why only companies should be burdened with social responsibilities and not the individual citizens who also owe to the society in more than one way. This brief write up seeks to explore an answer for this crucial question.

Introduction

It is necessary to distinguish between social responsibility and social acceptability. It has to be conceded that it is futile to question the legitimacy of corporate social responsibility at this stage, particularly in view of specific provision made in the new version of the Companies Act. In the case of a natural individual the question of social acceptability does not arise. He/she is accepted with all his/her disabilities and drawbacks. The society takes responsibility to make up the deficiencies, if any, in the individual. But it is not the case with an artificial organization. As it is artificially created for a purpose, it is necessary that it is acceptable to the society into which it is brought. It has to be built and managed in a way acceptable to the society in which it operates. To make it acceptable to society is the primary responsibility of the promoters of the organization. Because the organization is recognized under law as independent of the promoters, it





is a practice to call it the responsibility of the organization itself to make itself acceptable to the society.

Rights and responsibilities are two sides of the same coin. When you get certain rights you necessarily get reciprocal responsibilities with it. Same is the case with getting of responsibilities. But usually the later aspect is ignored. That is, responsibilities are cast without conferring any rights.

The Problem of Pollution

The company (or corporation) is primarily a business organization. Companies are involved in all kinds of economic activities. Manufacturing is the more prominent line of economic activity. In the process of manufacturing any product the company has to consume certain natural resources which basically belong to the society. It does not get it free. It pays for it. But every manufacturing process results in pollution in many ways which means that it damages nature to that extent. We know there will be pollution. Nevertheless, we continue to encourage establishment of manufacturing companies as we need the products. We need employment and revenue in the form of taxes as well. The price paid for resources consumed does not cover the cost of damage to the environment. It is largely this pollution and damage to environment that makes the company socially not acceptable. Being a business organization, there is a tendency to avoid costs as far as possible and pay less for the resources consumed. Over and above that, there is damage to the nature caused by the exploitation of natural resources, as in the case of extraction of minerals, release of effluents after manufacture and pollution of water, soil and air. In order to compel the company to make good the damage, laws are made prescribing responsibilities of the company in that regard. That is, it is basically the responsibility of the licensing authority to ensure that the operations of the company do not result in damage to the nature and environment. It is necessary to ensure that the conditions prescribed are strictly followed by the company. Any failure in this regard makes the company not acceptable to the society. It is not a question of its social responsibility. It is a necessity to get social acceptability itself. It is a responsibility to itself. It is necessary to ensure sustained development.

In practice, law prescribes an acceptable level of pollution and demands that the companies comply with those limits. But this acceptable level of pollution refers to the effluent. It gets accumulated and over time it reaches unacceptable levels. At that stage, it is not possible to close the industry as many interests are developed in its existence – like employment, dependent subsidiary activities and more than anything else revenue in the form of taxes to the government. The damage done to the nature also cannot be repaired. Even if the company becomes unacceptable to the society, it is not possible to discard it.

Logically, the polluter must pay for the damage and to repair

the same. That is the basis for the concept of corporate social responsibility. To that extent there cannot be any question about the legitimacy of the responsibility. But there is a big lacuna in the legal framework. There are many instances where the companies violate human rights. The case of Bhopal is a staring example. There are no laws to meet many situations which is the basic responsibility of the law making authorities. Instead of attending to such crying needs, law is diverted to unwanted lines which could not have happened unless there is other motive for it. The damage done must be repaired or compensated in any other form. The damage done to the nature cannot be repaired and what cannot be repaired cannot be also compensated in the form of money. But the concept of corporate social responsibility is trying to find a monetary equivalence to the damage done which is futile. But the human suffering cannot be ignored. Life has to be repaired, if not redeemed. The tobacco and alcohol industries can be considered as examples in this regard. "Cigarette smoking is injurious to health." But the industry cannot be closed. It is argued that closure results in unemployment. It is also a golden goose for revenue. Tax can be increased continuously without any limit as and when required. It can be always argued that it is a hazardous product and heavy tax is only to discourage its consumption in the interest of public health. The product is hazardous. Nevertheless, the company is the darling of both the public and government.

The Altria Group Inc. is the biggest manufacturer of cigarettes and owns the popular brand of Marlboro. During 1990s the company was finding it difficult to face the public, which it has to hold as per law, due to inconvenient questions raised by the public in the meetings. They felt the unacceptability of the company and decided to go for heavy expenditure on philanthropy, to encourage arts, education, public health and research programs. The share price started to increase and now nobody raises any inconvenient question in meetings. On the other hand it is admired and appreciated. Can we call it discharge of social responsibility? Whatever they do they cannot prevent the damage to the health of the smoker as it is the inevitable consequence of smoking itself. Is it the company alone that is responsible for it? We fail to face the problem squarely, but continue to call the company a culprit.

Why Corporate Social Responsibility

We are losing sight of the fact that the very concept of corporate personality is invented to help economic activity undisturbed over a long period – beyond the lives of its creators and managers. The Companies Acts are strained to ensure that company's funds and resources are not used for any purpose other than its business. But money tempts badly. It is a substantial amount gathered in tiny quantities from thousands of contributors promising them good return over time. It attracted attention of politicians. After all it is not the shareholders that are in control of the company. They may be owners, but they cannot exercise the rights of ownership. It is not difficult to manipulate the managers. But the law is standing in the way. It is politicians that make laws. Why to sit helpless? Law is



Article

Social Responsibility Versus Social Acceptability

➤ The managements of all the companies were falling head over heels to report their social commitments in the annual reports even before the Act has come into force. It is a laudable commitment as long as it does not touch my pocket. Now that it is in the Act itself, it has become a legal requirement and ceases to be a social responsibility. It is a legal responsibility. Complying with laws is not a social responsibility. It is the responsibility of every individual in the society.

made to allow companies to contribute for political purposes. To justify that step, they called the company a 'corporate citizen' as if they are bestowing an honor on the company. The next logical step is to thrust some more responsibilities on the 'citizen'. The result is the corporate social responsibility!

New Provision in the Companies Act

Company is an instrument of economic activity. That instrument has become a person, then a citizen and perhaps next it may be an individual with a right to vote and contest elections! Just a provision in the Companies Act will make it possible. Companies earning more than Rs.5 crores in a year are made to spend at least 2% of their earnings on social responsibility. The managements of all the companies were falling head over heels to report their social commitments in the annual reports even before the Act has come into force. It is a laudable commitment as long as it does not touch my pocket. Now that it is in the Act itself, it has become a legal requirement and ceases to be a social responsibility. It is a legal responsibility. Complying with laws is not a social responsibility. It is the responsibility of every individual in the society. But company is not an individual. The provision helps the management to spend certain amount out of the funds of the company for a purpose which he considers as social responsibility. The law failed to define what social responsibility is and how the money is to be spent to discharge that responsibility. An attempt is made in drafting the Rules under section 135 of the new Act to prescribe what items of expenditure will be considered as items of social responsibility. The company is expected to spend their funds only on those items to satisfy the requirements of law under section 135 of the Act. One of the ways suggested to spend the funds is that it can be added to the funds established by the state

or central government. The government of Chhattisgarh State took the earliest opportunity to take advantage of the provision in the Act and Rules and declared the Corporate Social Responsibility Policy, 2013. Under the policy, the Chief Minister Community Development Fund is constituted and it is made mandatory for the companies having profits up to Rs.500 crores, to deposit 3% of those profits into the Fund. For profits above Rs.500 crores, additional 2% has to be deposited. The State government linked it to the various facilities and concessions and incentives offered by the state to the industries established in the state. In India company law is a matter for central government and they stated that the legality of the action by the state government is being investigated. The companies themselves might not have any objection to deposit the amount with the Fund as prescribed by the state and wash off their hands. But unfortunately, the state government is more anxious than the central government and prescribed 3% of the profits, in the place of 2% prescribed in the Act. That is why they are also not happy. In spite of the fact that companies are subject to central laws, state governments are allowed to levy so many taxes and duties on the companies for various purposes. Technically, the central government can take objection stating that the state government has no right to prescribe allocation of profits earned by the companies in the name of social responsibility or for any purpose, so to say. In such a case, the state may call it by another name, like development tax and pass it in the state Assembly. Can the central government object to it?

Encouraging business organisations to keep in view their social responsibilities is one thing. But to make it obligatory under law is an entirely different matter. We do not find any such parallel in the Companies Act of any other country. Perhaps our government felt it an opportunity to show they are pioneers in this line. But by doing so, they have mutilated the 'basic structure' of corporate law. All these years the Companies Act is understood as a statute to protect the body corporate and enable it to function efficiently as a tool for economic activity. Now, with this provision, it is denuded and made to stand naked in the cross roads with all the lustful eyes probing it for an opportunity. It may sound a harsh and unsavory comment, but it is proved by what the Chhattisgarh State has done. It is only the beginning. Many more claims are sure to come up.

Why not Individuals be Made Responsible

There are many individuals in our society who earn more than Rs.5 crores every year. But there is no law which prescribes that they shall spend any amount for social purpose. Then why such a responsibility is thrust upon the company which is not a citizen of the society? Is it not primarily the responsibility of citizens to take care of the society of which they are a part? The social responsibility of an individual citizen is higher and more obvious than that of a body corporate which is fictitious. The individual citizen has a mind of his/her own to understand and act and enjoys so many rights as citizen. But the body corporate has no mind to think or to understand. If a citizen has a sense of social



➤ The individual citizen has a mind of his/her own to understand and act and enjoys so many rights as citizen. But the body corporate has no mind to think or to understand. If a citizen has a sense of social responsibility, he won't wait for a law to force him to discharge his duty. But, unfortunately, very few citizens at that level have that sense of responsibility. It only shows the necessity for such a law in their case than in the case of corporate bodies.

responsibility, he won't wait for a law to force him to discharge his duty. But, unfortunately, very few citizens at that level have that sense of responsibility. It only shows the necessity for such a law in their case than in the case of corporate bodies. People like Ajim Premji, Bill Gates and Warren Buffett pledged billions of rupees for social activities out of their personal funds, not from the funds of their companies. They did not do it because of any legal compulsions. They did it because they have a sense of social responsibility. Why there is no such responsibility cast on individuals who have higher earnings – High Networth Individuals (HNI)? Why no percentage is fixed to be spent on wages and welfare of workers of the company? Why is the company compelled to spend its resources on something alien to its purpose? Spending something to get social acceptability is different as it is necessary in the long time interests of the company. Social responsibility is something beyond that and prescribes a responsibility which is non-existent but for the legal prescription in the Act. On the other hand social responsibility of an individual citizen is consequential to his citizenship which cannot be ignored. But it is ignored by law and left to the whims of the individuals. It is to cover up this lacuna that the responsibility is being shifted to fictitious persons like companies.

Strictly speaking, why is the company called a 'person'? It is a misnomer. After all, it is the product of a contract between a group of individuals. Every contract survives the parties as the obligations and rights under the contract pass on to the estate or successors of the party on his death. The law recognized it as an organization independent of the members constituting it to facilitate economic activity. Just because it retains its state in spite of changes in the members and managers, it is not necessary to designate it as a 'person'. It can continue as an organization. Now,

the person is being extended and stretched to perform unrelated activities. It results in absolving the persons and organisations that are primarily responsible for such activities. If the primary school in the village has no benches for the students, no toilets or drinking water facilities, there is no need to find fault with the government department. The company functioning at that place can be called to fill the gap. The government can go on collecting taxes and other revenues from the village and use the funds for many 'other' purposes. That appears to be the motive behind these pious proclamations. We do not know what more is likely to come in future!

Role of the Profession

Obviously a tendency has developed to invade and erode the corporate personality and exploit its resources for ulterior purposes. Various theories are developed to justify the same process. There are many professionals in every company. The area of operation of every profession is clearly cut and defined. But the area is not well defined for the company secretary because he is supposed to be responsible to ensure that all the laws that have a bearing on the company are fully complied with. That is, he is the custodian of corporate personality. It is mainly his responsibility to protect the corporation as an independent organization and concentrate on its economic activity. Doing something to obtain social acceptability is necessary and it is part of long term strategy of a company. But to assume responsibilities alien to its purpose is self-destructive and has to be prevented. It is more with company secretary than with any other professional to safeguard the interests of the company. The profession has to be oriented for that purpose. CS





Ritika Chaudhary, ACS

Assistant Professor
University of Delhi
Delhi

cs.ritikachaudhary@gmail.com

Foreign Direct Investment

- The FDI policy hasn't offered comfort to foreign investors due to lack of transparency and consistency in the policy. Investment decisions are not dependant on whether the sector is under automatic approval route, but on clarity of investment rules. What needs to be done to make India the most favoured destination for FDI, is spelt out here.

Foreign Direct Investment

Foreign direct investment, commonly known as FDI, according to IMF, refers to an investment made to acquire lasting or long-term interest in enterprises operating outside of the economy of the investor. The investment is direct because the investor, which could be a foreign person, company or group of entities, is seeking to control, manage, or have significant influence over the foreign enterprise. According to the World Bank foreign direct investments are the net inflows of investment to acquire a lasting management interest (10 percent or more of voting stock) in an enterprise operating in an economy other than that of the investor.

Generally speaking FDI refers to capital inflows from abroad that invest in the production capacity of the economy and are usually preferred over other forms of external finance because they are non debt creating, non- volatile and their return depend upon the performance of the project finance by investors. FDI also facilitates international trade and transfer of knowledge, skills and technology.

It is furthermore described as a source of economic development, modernization, and employment generation, whereby the overall benefits (dependant on the policies of the host government) triggers



technology spill over, assists human capital formation, contributes to international trade integration and particularly exports, helps create a more competitive business environment, enhances enterprise development, increases total factor productivity and, more generally, improves the efficiency of resource use.



➤ In the attempt to attract more FDI, increasing the investment cap can obviously help by reducing existing barriers. But that alone may not be sufficient to convince foreign investors. It remains absolutely essential to provide simple and clear rules that make doing business in India an attractive option for foreign investors. India's policymakers would do well to understand the trade-off that lies between a huge bureaucracy regulating capital, and the willingness of foreign investors to invest in India.

How FDI is Calculated

Foreign direct investment can be defined, according to national accounting principles, as the net investment inflow that is necessary for acquiring long term management interest in an organization that is operating in a different country. Long term management interest can be calculated as at least 10% of the voting stock of a company. It is the aggregate of equity capital and other long term and short term capital that are reflected in the balance of payments.

There are two major types of FDI – inward FDI and outward FDI. Together these values are used to calculate the stock of foreign direct investment and the net FDI inflow. Direct investment, however, does not include buying shares. FDI can be cited as an example of international factor movement.

FDI in India

There is hardly a facet of the Indian psyche that the concept of 'foreign' has not permeated. This term, connoting modernization, international brands and acquisitions by MNCs in popular imagination, has acquired renewed significance after the reforms initiated by the Indian Government in 1991. Contrary to the grand narrative 'opening of flood-gates idea' of 1991, what took place was a gradual process of changes in policies on investment in certain sub-sections of the Indian economy.

The concept of foreign direct investment is now a part of India's economic future but the term remains vague to many, despite the profound effects on the economy. Despite the extensive studies on FDI, there has been little illumination forthcoming and it remains

a contentious topic.

India is the third largest economy of the world in terms of purchasing power parity and is thus a popular destination when it comes to FDI. Foreign direct investment in India has grown immensely in the last 5 years due to strong support from the Union Government. This growth has in turn helped with the progress of the national economy. India has recently liberalized its FDI policy and decided to allow 100 percent international investment in the single brand retail segment. Reforms to industrial policies have brought about significant reductions to requirements regarding to licensing and done away with restrictions related to expansion and made it easy to use international technology.

Foreign investments in India have increased of late but the strict FDI policies have impeded the possible growth in this sector. India is however set to become one of the major recipients of FDI in the Asia-Pacific region because of the economic reforms for increasing foreign investment and the deregulation of this important sector. India has technical expertise and skilled managers and a growing middle class market of more than 300 million and this represents an attractive market.

FDI Inflow

FDI in India mainly flowed into services sector (with an average share of 41 per cent in the past five years) followed by manufacturing (around 23 per cent) and mainly routed through Mauritius (with an average share of 43 per cent in the past five years) followed by Singapore (around 11 per cent). However, the share of services declined over the years from almost 57 per cent in 2006-07 to about 30 per cent in 2010-11, while the shares of manufacturing, and others" largely comprising electricity and other power generation" increased over the period. Information on the recent trends in FDI flows to India show that the moderation in gross equity FDI flows during 2010-11 has been mainly driven by sectors such as "construction, real estate and mining" and services such as "business and financial services". Manufacturing, which has been the largest recipient of FDI in India, has also witnessed some moderation.

An analysis of the recent trends in FDI flows at the global level as well as across regions/countries suggests that India has generally attracted higher FDI flows in line with its domestic economic performance and gradual liberalisation of the FDI policy as part of the cautious capital account liberalisation process. Even during the recent global crisis, FDI inflows to India did not show as much moderation as was the case at the global level as well as in other EMEs. However, when the global FDI flows to EMEs recovered during 2010-11, FDI flows to India remained sluggish despite relatively better domestic economic performance ahead of global recovery. This has raised questions especially in the backdrop of the widening of the current account deficit beyond the sustainable level of about 3 per cent.



➤ The recently announced FDI changes, favourable changes in tax policy and other steps like setting up the Cabinet Committee on Investment to clear pending investment proposals, at last seem to suggest India is back in business. But the last few years have left deep scars in the minds of people.

Where is India Lacking

As a growing economy and considering the current account deficit India need to assure that there is inflow of capital from all sources possible. A committee headed by Finance Secretary Arvind Mayaram has recommended raising the caps in various sectors on foreign direct investment (FDI), including in contentious areas such as defence production.

Despite the change in policy structure and introducing new reforms to boost FDI in India global investors are yet to commit any money. Why then is the foreign investor so sceptical about India? The limit to few sectors and the falling rupee is surely part of the deal but are these the only reasons for the lack of investment flow in India.

The trouble involved in doing business in India caused by many redundant procedural requirements, as highlighted by the facts above, has become quite evident in recent times with the delay in retail FDI even after the go-ahead by the government despite widespread opposition across the country. This shows quite clearly that increasing the investment cap is not the panacea to the country's FDI woes. For instance, in the case of Swedish furniture company Ikea's proposal to open stores in India, the government pondered for months over whether the company should be allowed to open coffee shops in its stores. The same has been the case with other potential entrants—such as the super-market giant TESCO, for example—that have been sceptical about entering the Indian market due to rules dictating the mandatory investments to be made in back-end infrastructure. It is unclear what purpose such mandatory requirements really serve, except scaring away investors who would find it infeasible to do business in such an environment.

As statistics suggest the FDI inflow has been falling over the past three years and what has come in is being dominated by deals

that buy stakes in business that are already up and running rather than in new projects. Although we cannot turn down these kind of investment since India needs dollars from all sources to fund its record current deficit but it is also true that FDI in greenfield industrial projects is meagre.

In the attempt to attract more FDI, increasing the investment cap can obviously help by reducing existing barriers. But that alone may not be sufficient to convince foreign investors. It remains absolutely essential to provide simple and clear rules that make doing business in India an attractive option for foreign investors. India's policymakers would do well to understand the trade-off that lies between a huge bureaucracy regulating capital, and the willingness of foreign investors to invest in India.

Why Need for Change in Reforms

The FDI policy hasn't offered comfort to foreign investors due to lack of transparency and consistency in the policy. Investment decisions are not dependant on whether the sector is under automatic approval route, but on clarity of investment rules. Moreover, as these reforms were being announced, Posco, the South Korean steel major, packed its bags to leave India, withdrawing from a \$5.3-billion project after waiting for three years. ArcelorMittal terminated its MOU with Odisha for a \$12-billion steel plant project after waiting for seven years for projects to take off, re-emphasising a dire need for consistency and stability of investment policies. Further, adverse tax policy has been one of the most significant factors that have spooked foreign investors. They continue to be uncertain about India's stand on many significant issues.

As the companies started to exit India felt the urgency to bring a change in FDI reform. In a bid to boost foreign investment, the UPA Government hiked limits and relaxed rules for Foreign Direct Investment in key sectors including defence, telecom, insurance, commodity exchanges and power exchanges. In telecom, the FDI limit has been increased from 74 per cent to 100 per cent under the Foreign Investment Promotion Board (FIPB) route.

In petroleum and natural gas refining, commodity exchanges, power exchanges, stock exchanges and depositories, the cap has gone up to 49 per cent under the automatic route, or Asset Reconstruction Companies, the 49 per cent cap has been brought under the automatic route and from 49 per cent to 100 per cent under the FIPB route. For credit information companies, the cap under automatic route has been hiked to 74 per cent.

Recent actions on transfer pricing adjustments on capital inflows by foreign holding companies in their Indian subsidiaries don't help the FDI cause. Thus, the recently announced FDI changes, favourable changes in tax policy and other steps like setting up the Cabinet Committee on Investment to clear pending investment proposals, at last seem to suggest India is back in business. But the last few years have left deep scars in the minds of people.



FDI or FII: Which is Better for India's Health

Foreign institutional investors (FIIs) are those institutional investors which invest in the assets belonging to a different country other than that where these organizations are based. They play a very important role in any economy. These are big companies such as investment banks, mutual funds etc, who invest considerable amount of money in the Indian markets. With the buying of securities by these big players, markets trend to move upward and vice-versa. They exert strong influence on the total inflows coming into the economy.

FII may bring in hot money but over dependency on external investors is not what India need for the movement. Betting high on India's reform initiatives, foreign investors had pumped in more than Rs.9,000 crore (about \$1.67 billion) in the country's equity market but considering the environment, the external investors are quite fickle. Depending upon the current economic scenario, FDI will be a safest bet for India. FDI will bring in long term investment which is much safer than FII. The government has taken a number of reform initiatives to extant and open up more for FDI.

What Next in FDI

Government is betting on FDI boost to bridge current account deficit, with a big jump in last quarter the government is counting on some big tickets and acquisition to keep the dollars flowing as it tries to rein in CAD.

Etihad Airways' acquisition of a substantial stake in Jet Airways, preferential offer by Yes Bank to foreign investors and Mylan Inc's acquisition of Agila Specialities are some of the big tickets that can bring in FDI of \$ 4-5 billion approx. Baring Private Equity Asia's offer to buy a controlling stake in software services company Hexaware Technologies could bring in \$465 million (about Rs 2,976 crore) soon, while Swedish single-brand retailer Ikea will start bringing its proposed Rs.10,000-crore investment into the country soon.

Air Asia, which has got permission to set up a domestic airline in the country along with Tatas, is also expected to start bringing in funds sometimes during the year after it gets all requisite permissions from the aviation ministry and the Directorate General of Civil Aviation. In fact, after the stake increase by Unilever in its Indian subsidiary Hindustan Unilever, there is expectation that many other multinationals may also come forward and increase stakes in their Indian units by buying their beaten down shares, and in the process boosting FDI flow into the country.

Conclusion

According to UNCTAD India today is one of the most attractive destinations for foreign direct investment. India today has one of the largest markets. Though growth slowed down it is still growing at 5 per cent. A UN Economist said that India's prospects are very

encouraging and positive. Investor confidence approach is very robust in India. It is expected to see 15 per cent increase in FDI in 2013. Talented manpower, favourable demographic location, service industry and now with new sectors opening such as retail and aviation had made India a favourable option for FDI.

Given the international experience, it is argued that FDI in retail would help in reaping the benefits of organised supply chains and reduction in wastage in terms of better prices to both farmers and consumers. The main apprehensions in India, however, are that FDI in retail would expose the domestic retailers – especially the small family managed outlets - to unfair competition and thereby eventually leading to large-scale exit of domestic retailers and hence significant job losses. A balanced and objective view needs to be taken in this regard. Another important sector is the generation, transmission and distribution of electricity produced in atomic power, where FDI is not permitted at present, may merit a revisit. In this context, it may be noted that electricity distribution services is a preferred sector for FDI. According to UNCTAD four out of top ten cross-border deals during 2009 were in this segment, which led to increase in FDI in this sector even in the face of decline in overall FDI. Similarly, the demands for raising the present FDI limits of 26 per cent in the insurance sector may be reviewed taking into account the changing demographic patterns as well as the role of insurance companies in supplying the required long term finance in the economy. CS

Appointment

AAVANTIKA GAS LIMITED

(A Joint Venture of GAIL (India) Limited and Hindustan Petroleum Corporation Limited)

Aavantika Gas Limited is a Joint Venture of GAIL (India) Limited and Hindustan Petroleum Corporation Limited. The Company's mission is to supply clean and green eco friendly fuels such as PNG and CNG in the State of Madhya Pradesh.

The Company urgently require to appoint a whole time Company Secretary who is an Associate Member of the Institute of Company Secretaries of India with minimum of 4-5 years of experience. Additional professional qualification will be an added advantage.

Remuneration commensurate with the experience and other qualifications.

Interested candidates may please mail resume with copies of relevant certificates within 15 days at the following address:

Managing Director

**Aavantika Gas Limited, 2nd Floor, LIC Building
JeevanPradeep, 12/12-A, Anoop Nagar, A.B.
Road, Indore-452008, Madhya Pradesh**



Corporate Laws

LW: 39:05:2014

ONGC & ORS v. OFFICIAL LIQUIDATOR OF M/S. AMBICA MILLS COMPANY LTD. & ORS [SC]

Civil Appeal No. 1746 of 2006

Surinder Singh Nijjar & A.K. Sikri.

[Decided on 17/04/2014]

Companies Act, 1956- sections 529 & 529A- company in liquidation- priority of payment- unsecured creditor- court order directs company to provide an undertaking to charge its assets- charge not specifically created though undertaking given- whether it is to be construed that charge has been created so that ONGC is a secured creditor- Held, No.

Brief facts:

The Supreme Court in the appeal (C.A. No. 8530-8540 of 1983) preferred by the appellant passed an interim order on 15/04/1987, directing that the members of the Association including the Respondent shall be supplied gas at the rate of Rs.1000/- per 1000 cubic metres subject to an undertaking that the respondent shall not charge, encumber or alienate except with the leave of this Court any of the immovable assets.

Pursuant to the order dated 15th April, 1987, an undertaking was given by Ambica Mills Co. Ltd. thereby making available their immovable assets for discharge of its respective liability on 27th May, 1987.

Thereafter, the Gujarat High Court ordered winding up of M/s. Ambica Mills Co. Ltd. and the official liquidator was appointed as the liquidator of the company. Thereafter the official liquidator filed an application before this Court in respect of the disposal of the properties of the company in liquidation and disbursement of the amounts realised. On 17/10/1997 the court passed an order directing to give first preference to ONGC over other payments.

However, after reviewing the above order upon the application

of the respondent No.10-Textile Labour Association, Supreme Court it was directed that claims of ONGC will have to be worked out in accordance with Sections 529 and 529A of the Companies Act as well.

The Gujarat High Court rejected the applications of the ONGC to release its payment on first preference over other payments, which is being challenged in this appeal.

Decision: Appeal dismissed.

Reason:

We have considered the submissions made by the learned counsel for the parties. In our opinion, the appellant cannot claim that the order dated 15th April, 1987 created an enforceable charge on the assets of the company in liquidation. We are of the opinion that the learned counsel for the respondents are quite right in their submissions that an injunction was issued only to ensure that the company in liquidation does not further encumber or create charges in favour of third parties over the assets of the company in liquidation. In our opinion, neither the interim order dated 15th April, 1987 nor the undertaking given pursuant thereto can be said to be a charge on the assets of the company in liquidation.

Clearly the appellant is only entitled to recover the dues at par with other unsecured creditors. In our opinion, the order dated 15th April, 1987, was only in the nature of restraint on the Company in liquidation not to further encumber any of its assets. It did not have the effect of creating a charge.

A reading of the order dated 15th April, 1987 clearly shows that it firstly gives the direction to the ONGC to continue the supply of gas at the rate of Rs.1000/- for 1000 cubic meter. Such a direction would be implemented only upon an undertaking given by the respondents that they will not charge encumber or alienate any asset except with the leave of this Court. A further direction was that the immovable assets included in the respective undertaking will be made available for discharging the respective liabilities of the respondent company.

A perusal of the aforesaid undertaking shows that Ambica Mills has not identified any particular immovable assets which would be made available in discharging the liabilities in favour of the appellant. Therefore, we have no hesitation in rejecting the submission that the interim order read with the undertaking expressed an intention to create an enforceable charge of any particular asset of the company in liquidation.

It has been further submitted that the respondents have specifically agreed to make the assets available for discharging the liability of the ONGC, this, according to the Appellant, was tantamount to creating an enforceable charge. We are unable to accept the aforesaid submission. In the face of the directions given by this Court in the case of Oil and Natural Gas (supra) wherein this Court had directed that the ONGC is at liberty to take immediate steps to recover the charges due from the respondents in the light of the judgment. This Court did not direct that in view of the undertaking



dated 27th May, 1987 the respondents have created enforceable charge in favour of ONGC. Furthermore, it is a matter of record that even the ONGC did not consider itself to be a secured creditor. At the time when the Ambica Mills Co. Ltd. came under the jurisdiction of the Official Liquidator, none of the two options adverted to earlier was exercised by ONGC. The plea of being a secured creditor is clearly an afterthought. Therefore, in our opinion, the judgments rendered by the learned Single Judge and the Division Bench of the Gujarat High Court do not call for any interference. The civil appeals are accordingly dismissed.



Competition Laws

LW: 40:05:2014

CONSIM INFO PRIVATE LTD v. GOOGLE INC & ANR WITH CONSUMER UNITY & TRUST SOCIETY v. GOOGLE INC & ANR [CCI]

Case No. 07 & 30 of 2012

Ashok Chawla, Dr. Geeta Gouri, Anurag Goel, M. L. Tayal, S. L. Bunker

[Decided on 26/03/2014]

Competition Act, 2002-sections 43 & 54- allegation of abuse of dominance-investigation by DG- non-furnishing of information- wilful act - whether attracts penalty-Held, Yes.

Brief facts:

Both the informants filed a complaint against Google alleging that Google runs its core business of online search and search advertising in a discriminatory manner, causing harm to advertisers and indirectly to consumers and creating an uneven playing field by favouring its own services and of its vertical partners, by manipulating the search algorithms. It was also alleged that Google provides a number of vertical search services like YouTube, Google News, Google Maps etc. and in order to promote its vertical search services, it mixes many of vertical results into organic search results. The effect of such manipulation of results was that Google's vertical search partners will appear predominantly when

an internet user searches for some information, irrespective of whether the search results are most popular or relevant.

The Commission directed the DG to investigate the matter and to submit its report. During investigations, it appears that the DG sought certain information and documents from Google. It appears that Google did not furnish the information as requisitioned by the Office of the DG. Accordingly, the DG reported the matter to the Commission seeking initiation of proceedings against Google in terms of the provisions contained in sections 43 and 45 of the Act.

Decision: Fine imposed.

Reason:

The Commission has very carefully perused the material available on record besides examining the reply/ written response tendered by the opposite parties to the show cause notice issued by the Commission under section 43 of the Act as also follow-up submissions of the opposite parties. The Commission has also heard at length the counsel for the opposite parties.

The Commission notes that no cause, much less any reasonable cause, was shown by the opposite parties save and except raising and advancing the pleas based on abstract propositions (broad and complex scope of investigations stretching to every facet of Google's businesses etc.) as noticed and detailed above. In fact, as noted earlier, the opposite parties have conceded the non-compliance with the requisitions made by the DG within the stipulated period.

In such circumstances, the Commission has no hesitation in holding that the opposite parties have rendered themselves liable to be proceeded and punished in terms of the provisions contained in section 43 of the Act.

It is to be noted that when law casts an obligation upon the party to comply with a direction, the same needs to be complied with in the manner and the time stipulated therein. Further, it is trite to state that every failure to comply with the directions and requisitions constitutes a separate ground for imposition of penalties. In the instant case, as detailed hereinabove, it is manifest that the opposite parties have failed to comply fully with the various notices issued by the DG on different occasions. Despite reminders and opportunities extended by the DG, the opposite parties advanced frivolous and vexatious pleas to delay and avoid compliance. It may be noted that the period of failure to comply commenced w.e.f. 26.02.2013 in terms of the first notice of the DG dated 12.02.2013 whereby the opposite parties were directed to comply with the requisitions contained therein before the said date.

The Commission, however, taking into consideration the totality of the facts and circumstances of the case, and, in particular, considering the fact that the opposite parties have submitted some of the informations/ documents as sought for by the DG, is of opinion that ends of justice would be met if the maximum fine envisaged under the provisions of section 43 of the Act is imposed upon the opposite parties by taking only one instance



of non-compliance. It is, however, made clear that if the opposite parties further fail to comply with the directions of the DG in future, each instance of non-compliance shall be taken separately besides considering the same as aggravating factor for the purposes of imposition of fine.

In the result, a fine of rupees one crore is imposed upon the opposite parties. The opposite parties are further directed to deposit the same within a period of 60 days from the receipt of the order. The opposite parties are also directed to furnish the informations/ documents required by the DG vide the notices under consideration within a period of 10 days from the receipt of this order, if not already furnished.

LW: 41:05:2014

MAGNOLIA FLAT OWNERS ASSOCIATION v. DLF UNIVERSAL LIMITED & ORS [CCI]

Case No. 67 of 2010

Ashok Chawla, Dr. Geeta Gouri, Anurag Goel, M. L. Tayal, S.N. Dhingra, S. L. Bunker.

[Decided on 26/03/2014]

Competition Act, 2002-section42 - allegation of abuse of dominance-cease and desist order passed by CCI and upheld by Tribunal- OP not complying with the order- issues letter demanding higher sum - whether attracts penalty-Held, Yes.

Brief facts:

The original informants in the instant application stated that the application is being filed to bring to the notice of the Commission the contravention of the Commission's order dated 31.01.2012 wherein the Commission had passed a "cease and desist" order under section 27 of the Act which was stated to be later confirmed and upheld by the Competition Appellate Tribunal (the Tribunal) vide its order dated 09.11.2011 passed in Appeal No. 20 of 2011 and Appeal No. 22 of 2011. It is further stated that the said order was made applicable to the appeal filed by the opposite party No. 1/ non-applicant herein in Appeal No. 19 of 2012 by order dated 12.04.2012 of the Tribunal.

The applicant has stated that the "cease and desist" order passed by the Commission and confirmed by the Tribunal was binding on the opposite party No. 1 and as such it was legally bound not to impose any unfair conditions in its agreement under challenge upon the buyers and the members of the informant association.

The specific abuse sought to be brought to the notice of the

Commission is being inflicted in the form of demand letters being issued to the members of the applicant association wherein the opposite party No. 1 has demanded exorbitant sums even amounting to Rs. 1,27,92,000/- (Rupees One Crore Twenty Seven Lakhs Ninety Two Thousand Only) from the members/ allottees under the garb of "super area" a concept declared illegal and abusive by the Commission and imposition of the same by the opposite party No. 1 has been restrained by the "cease and desist" order of the Commission.

Decision: Penalty imposed on the OP.

Reason:

On a careful perusal of the material on record and hearing the counsel for the parties, the Commission notes that the opposite party No. 1 had contravened the order of the Commission dated 31.01.2012 by issuing the impugned demand letters dated 28.11.2012. The opposite party No. 1 has failed to show any cause, much less any reasonable cause, for non-compliance of the aforesaid order. It is made clear that order passed by the Commission need to be complied with by the parties and the same cannot be permitted to be opted out by the parties through negotiations. No stay on the cease and desist order passed by the Commission was operating when the non-compliance occurred. The said demand letter has not been withdrawn till date.

In the circumstances, the Commission holds the opposite party No. 1 to be in contravention of the order of the Commission dated 31.01.2012 by issuing the impugned demand letters dated 28.11.2012 and as such the contravention started w.e.f. 28.11.2012 and the same continues till date. Accordingly, considering the totality of the facts and circumstances of the case, the Commission deems it appropriate to impose a fine of Rs. 50,000/- upon the opposite party No. 1 for each day of non-compliance which period is to be reckoned from 28.11.2012 till today (i.e. the date of passing of this order) totalling to Rs. 2,41,50,000/- (Rupees Two Crore Forty One Lakh Fifty Thousand), which the opposite party No.1 is directed to pay within a period of 60 days from today. If the non-compliance continues even beyond today, the opposite party No. 1 shall be further saddled with a fine of Rs. 1 Lakh per day for each day of non-compliance beyond today till the time the opposite party No. 1 purges itself of non-compliance or till the time the total fine reaches to the maximum statutory limit of Rs. 10 crores, whichever is earlier.

In addition to imposition of fine upon the opposite party No. 1 for the non-compliance of the order, the Commission is of further opinion that the order dated 10.01.2013 passed by the Commission under section 42 of the Act in respect of the other two projects of the opposite party No. 1 be also made applicable to the present case as well. Accordingly, the Commission orders that the demand letters issued by the opposite party No. 1 to the allottees are not binding upon the applicants and the opposite party No. 1 is further directed to act vis-a-vis the allottees only in terms of the modified agreement as given in the supplementary order of the Commission unless the same is modified by the Tribunal in appeal.



The opposite party No. 1 is directed to deposit the penalty within a period of 60 days from the receipt of this order.



General Laws

LW: 42:05:2014

**KARNATAKA POWER TRANSMISSION
CORPORATION LTD v. DEEPAK CABLES (INDIA
LTD [SC]**

Civil Appeal No. 4424- 31 of 2014

Anil R. Dave & Dipak Misra, JJ.

[Decided on 07/04/2014]

**Arbitration and Conciliation Act,1996- section 7- certain
disputes to be settled by engineer- whether such clause is
an arbitration agreement – Held, No.**

Brief facts:

The controversy involved in these appeals, preferred by special leave, being similar, they were heard together and are disposed of by a common judgment. For the sake of convenience, the facts from Civil Appeal arising out of Special Leave Petition 29011 of 2013 were taken.

The appellant No. 1 company invited tenders for establishing 2x8 MVA, 66/11 Sub-stations at Tavarekere in Channagiri Taluk, Davanagere District, which included the supply materials, erection and civil works on partial turnkey basis. The respondent-company participated in the bid and it was successful in the tender and, accordingly, a letter of intent was sent to it. After taking recourse to certain procedural aspects, a contract was entered into between the appellant- company and the respondent.

The general conditions of the contract provided for the settlement of certain disputes by the engineer under clause 48 while clause 4.1 of the contract conferred jurisdiction to courts in Bangalore. During the performance of the contract, the respondent raised a claim before the engineer as per clause 48 of the general

conditions of the contract and called upon the engineer to settle certain disputes arising in connection with the contract. As the concerned engineer did not do anything within the prescribed period of thirty days, the respondent moved the High Court and got an arbitrator appointed. Appellant moved the Supreme Court.

Decision: Appeal allowed.

Reason:

Keeping in mind the principles laid down by this Court as to under what circumstances a clause in an agreement can be construed as an arbitration agreement, it is presently apposite to refer to clause 48 of the agreement.

On a careful reading of the said clause, it is demonstrable that it provides for the parties to amicably settle any disputes or differences arising in connection with the contract. This is the first part. The second part, as is perceptible, is that when disputes or differences of any kind arise between the parties to the contract relating to the performance of the works during progress of the works or after its completion or before or after the termination, abandonment or breach of the contract, it is to be referred to and settled by the engineer, who, on being requested by either party, shall give notice of his decision within thirty days to the owner and the contractor. There is also a stipulation that his decision in respect of every matter so referred to shall be final and binding upon the parties until the completion of works and is required to be given effect to by the contractor who shall proceed with the works with due diligence. To understand the intention of the parties, this part of the clause is important. On a studied scrutiny of this postulate, it is graphically clear that it does not provide any procedure which would remotely indicate that the concerned engineer is required to act judicially as an adjudicator by following the principles of natural justice or to consider the submissions of both the parties. That apart, the decision of the engineer is only binding until the completion of the works. It only casts a burden on the contractor who is required to proceed with the works with due diligence. Besides the aforesaid, during the settlement of disputes and the court proceedings, both the parties are obliged to carry out the necessary obligation under the contract. The said clause, as we understand, has been engrafted to avoid delay and stoppage of work and for the purpose of smooth carrying on of the works. It is interesting to note that the burden is on the contractor to carry out the works with due diligence after getting the decision from the engineer until the completion of the works. Thus, the emphasis is on the performance of the contract. The language employed in the clause does not spell out the intention of the parties to get the disputes adjudicated through arbitration. It does not really provide for resolution of disputes.

Quite apart from the above, clause 4.1 of the agreement is worthy to be noted. It is as follows: -

“4.1 It is specifically agreed by and between the parties that all the differences or disputes arising out of the Agreement or touching the subject matter of the Agreement, shall be decided by a competent Court at Bangalore.”



The appellant, laying immense emphasis on the same, has submitted that the said clause not only provides the territorial jurisdiction by stating a competent court at Bangalore but, in essence and in effect, it stipulates that all the differences or disputes arising out of the agreement touching the subject-matter of the agreement shall be decided by a competent court at Bangalore. The respondents, would submit that it only clothes the competent court at Bangalore the territorial jurisdiction and cannot be interpreted beyond the same. The submission of Mr. Dave, if properly appreciated, would convey that in case an award is passed by the arbitrator, all other proceedings under any of the provisions of the Act has to be instituted at the competent court at Bangalore. This construction, in our opinion, cannot be placed on the said clause. It really means that the disputes and differences are left to be adjudicated by the competent civil court. Thus, clause 48, as we have analysed, read in conjunction with clause 4.1, clearly establishes that there is no arbitration clause in the agreement.

Consequently, the appeals are allowed and the judgments and orders passed by the High Court are set aside..

LW: 43:05:2014

INDUS AIRWAYS PVT LTD & ORS v. MAGNUM AVIATION PVT LTD & ORS [SC]

Criminal Appeal No. 830 of 2014

R.M. Lodha & Shivkirti Singh, JJ.
[Decided on 07/04/2014]

Negotiable Instruments Act, 1881- sec 138- advance payment for supply of goods- post-dated cheques issued to the supplier by the buyer- before supply the orders were cancelled and the payment was stopped- supplier presented the cheques for payment- dishonour of the same- whether purchaser is liable for prosecution- Held, No.

Brief facts:

The only question that arises for consideration in this appeal by special leave is, whether the post-dated cheques issued by the appellants (hereinafter referred to as 'purchasers') as an advance payment in respect of purchase orders could be considered in discharge of legally enforceable debt or other liability, and, if so, whether the dishonour of such cheques amounts to an offence under Section 138 of the Negotiable Instruments Act, 1881 (for short, 'the N.I. Act'). The Delhi High Court in the impugned order has held that to be so.

Decision: Appeal allowed.

Reason:

The interpretation of the expression 'for discharge of any debt or other liability' occurring in Section 138 of the N.I. Act is significant and decisive of the matter.

In *Swastik Coaters Pvt Ltd v. Deepak Brothers & Ors* 1997 Cri. L.J. 1942 (AP), the single Judge of the Andhra Pradesh High Court while considering the explanation to Section 138 held: ".....Explanation to Section 138 of the Negotiable Instruments Act clearly makes it clear that the cheque shall be relatable to an enforceable liability or debt and as on the date of the issuing of the cheque there was no existing liability in the sense that the title in the property had not passed on to the accused since the goods were not delivered."

The Gujarat High Court in *Shanku Concretes Pvt Ltd & Ors v. State of Gujarat & Anr* 2000 Cri. L.J. 1988 (Guj), held that to attract Section 138 of the N.I. Act, there must be subsisting liability or debt on the date when the cheque was delivered. The very fact that the payment was agreed to some future date and there was no debt or liability on the date of delivery of the cheques would take the case out of the purview of Section 138 of the N.I. Act.

The reasoning of the Delhi High Court in the impugned order is as follows:

"If at the time of entering into a contract it is one of the conditions of the contract that the purchaser has to pay the amount in advance then advance payment is a liability of the purchaser. The seller of the items would not have entered into contract unless the advance payment was made to him. A condition of advance payment is normally put by the seller for the reason that the purchaser may not later on retract and refuse to take the goods either manufactured for him or procured for him. Payment of cost of the goods in advance being one of the conditions of the contract becomes liability of the purchaser. The purchaser who had issued the cheque could have been asked to make payment either by draft or in cash. Since giving cheque is a mode of payment like any other mode of payment, it is normally accepted as a payment. The issuance of a cheque at the time of signing such contract has to be considered against a liability as the amount written in the cheque is payable by the person on the date mentioned in the cheque. Where the seller or manufacturer, on the basis of cheques issued, manufactures the goods or procures the goods from outside, and has acted upon the contract, the liability of the purchaser gets fastened, the moment the seller or manufacturer acts upon the contract and procures the goods. If for any reason, the seller fails to manufacture the goods or procure the goods it is only under those circumstances that no liability is created. However, where the goods or raw material has been procured for the purchaser by seller or goods have been manufactured by the seller, it cannot be said that the cheques were not issued against the liability. I consider that if the liability is not construed in this manner, the sole purpose of making dishonour of the cheque as an offence stands defeated. The purpose of making or enacting Section 138 of the N.I. Act was to enhance the acceptability of cheque in settlement of commercial transactions, to infuse trust into commercial transactions and to make a cheque as a reliable negotiable instrument and to see that the cheques of business transactions are not dishonoured. The purpose of Negotiable



Instrument Act is to make an orderly statement of rules of law relating to negotiable instruments and to ensure that mercantile instruments should be equated with goods passing from one hand to other. The sole purpose of the Act would stand defeated if after placing orders and giving advance payments, the stop payments are issued and orders are cancelled on the ground of pricing of the goods as was done in this case."

The above reasoning of the Delhi High Court is clearly flawed inasmuch as it failed to keep in mind the fine distinction between civil liability and criminal liability under Section 138 of the N.I. Act. If at the time of entering into a contract, it is one of the conditions of the contract that the purchaser has to pay the amount in advance and there is breach of such condition then purchaser may have to make good the loss that might have occasioned to the seller but that does not create a criminal liability under Section 138. For a criminal liability to be made out under Section 138, there should be legally enforceable debt or other liability subsisting on the date of drawal of the cheque. We are unable to accept the view of the Delhi High Court that the issuance of cheque towards advance payment at the time of signing such contract has to be considered as subsisting liability and dishonour of such cheque amounts to an offence under Section 138 of the N.I. Act. The Delhi High Court has travelled beyond the scope of Section 138 of the N.I. Act by holding that the purpose of enacting Section 138 of the N.I. Act would stand defeated if after placing orders and giving advance payments, the instructions for stop payments are issued and orders are cancelled. In what we have discussed above, if a cheque is issued as an advance payment for purchase of the goods and for any reason purchase order is not carried to its logical conclusion either because of its cancellation or otherwise and material or goods for which purchase order was placed is not supplied by the supplier, in our considered view, the cheque cannot be said to have been drawn for an existing debt or liability.

LW: 44:05:2014

METAL POWDER COMPANY LTD v. ORIENTAL INSURANCE CO LTD [SC]

Civil Appeal No. 481 of 2009

P. Sathasivam CJI, Ranjan Gogoi & N.V. Ramana, JJ. [Decided on 07/04/2014]

Loss of goods due to abandoning of the ship by ship owners- Insurer refusing to settle the claim on the ground that the owners of the ship had become insolvent- whether tenable- Held, No.

Brief facts:

This is the plaintiff's appeal. The plaintiff is a company engaged in the manufacture and sale of metal powders and red phosphorous. The plaintiff had purchased 15.06 metric tonnes of yellow

phosphorous from M/s. Metallgesellschaft AG, Frankfurt, West Germany. The said commodity was booked through M.V. "Palam Trader" to be delivered at Bombay Port and from the Bombay Port to the plaintiff's factory.

While in transit the ship caught fire on 18.10.1983 and the owners abandoned the ship on the ground that the estimated cost of repairs to the ship are much higher than the ship's insured value and, therefore, the ship owners consider the vessel as a total loss and had given notice of abandonment of the ship to the underwriters. The aforesaid facts were very promptly communicated to the defendant insurance company by the plaintiff on 06.01.1984 which was followed by a claim to indemnify the plaintiff for the value of the goods insured i.e. Rs. 2,65,000/-. Thereafter, it appears that the defendant repudiated its liability on 15.07.1985 on the ground that the ship was abandoned by its owners due to bankruptcy and, therefore, the claim made by the plaintiff was covered by an exclusion clause i.e. Clause 4.6 of the Institute Cargo Clauses which formed a part of the terms and conditions of the Insurance Policy.

Following the repudiation of its claim, plaintiff filed a suit against the defendant which was decreed in its favour. Against the judgement of the trial court, the defendant insurer preferred an appeal in the High Court, which set aside the judgment of the trial court on the ground that as per the terms and conditions of the policy, the plaintiff was not entitled to its claim as "the liability of the Insurance Company is excluded when the ship owners are declared as insolvent." Aggrieved, the present appeal has been filed by the plaintiff.

Decision: Appeal allowed.

Reason:

Under the Policy the risks covered are - All risks, Marine, theft, pilferage, non-delivery, civil commotion, strikes, riots, breakage, damage, dentage, etc. 'Non-delivery' being a specific risk covered by the Insurance Policy, the failure to deliver the cargo, as agreed, would clearly amount to loss of the subject matter insured. The situations in which the insurer could avoid its liability are contemplated by the exclusion clauses. Clause 4.6 which was sought to be invoked by the defendant insurer excludes the liability of the insurer for loss or damage arising from the insolvency or financial default of the owners etc. Insolvency or bankruptcy would always be a matter of authoritative determination under the relevant municipal laws of a country and certainly not a matter of individual perceptions and opinions. No material to establish the insolvency or bankruptcy of the owners is available on record. In fact, in the earliest communication i.e. dated 05.01.1984, the plaintiff was informed that the repair cost of the vessel having exceeded the insured value, the owners had decided to abandon the ship. The said act on the part of owners cannot have the effect of their being adjudged as insolvents, which Clause 4.6 contemplates. The subsequent communication of the insurer dated 14.10.1985 (Exbt. D-3), relied upon by the defendant, is a mere assertion made by it that the owners have become bankrupt. The same is neither conclusive nor determinative of the question and



appears to have been made by the insurer only to attract Clause 4.6. In the absence of any material whatsoever to show that Clause 4.6 can be attracted to the present case, the finding to the said effect, recorded by the High Court, cannot be sustained.

Insofar as Clause 5.1 is concerned the same ex facie is not attracted inasmuch as no question of unseaworthiness of the vessel, much less, prior knowledge of the plaintiff of such unseaworthiness can and does not arise in the present case so as to exclude the loss and damage suffered by the plaintiff from the purview of the Insurance Cover as contemplated by Clause 5.1.

In view of the above, we set aside the judgment and order dated 28.04.2006 passed by the High Court of Madras and restore the judgment and decree dated 28.04.1989 passed by the learned Trial Court.



Tax Laws

LW: 45:05:2014

IBM DAKSH BUSINESS PROCESS SERVICES PVT LTD v. CCE, DELHI-III [CESTAT]

Service Tax Application No.55434/2013 in Appeal No.ST/55356/2013

G. Raghuram & Rakesh Kumar.

[Decided on 24/04/2014]

Service Tax- Call Centre services and Business auxiliary services- Exempt during certain period- cenvat credit of input taken and utilised against the tax due on services rendered to domestic clients- demand notice issued after the prescribed period of limitation- whether the impugned demand justified- Held, No.

Brief facts:

The period of dispute in this case is from April, 2005 to March,

2006 and the dispute is in respect of Cenvat credit availability in respect of various input services used in providing the output services of call centre services (Business Auxiliary Services) and BPO services, both of which had been provided to their offshore clients. These services, however, were also being provided to their domestic clients. During the period till 28.2.2006, the Call Centre Services (Business Auxiliary Service) were fully exempt from service tax and this exemption was withdrawn w.e.f. 1.3.2006 from which date this service became a taxable service.

The appellant during the period from 1.4.2005 to 28.02.2006 took cenvat credit of Rs.4,95,56,617/- in respect of various input services, which were used in providing the Business Auxiliary Service of call centres and BPO services to their foreign clients.

The department was of the view that since during the period from 1.4.2005 to 28.2.2006 the service of call centre (Business Auxiliary Service) was fully exempt from service tax and since the BPO service, which is Business Support Service, was not taxable, as the same became taxable w.e.f. 1.5.2006, the appellant would not be eligible for cenvat credit.

A show cause notice was issued on 23.10.2009 by invoking the extended period and was adjudicated against the appellant.

Decision: Appeals allowed.

Reason:

The period of dispute in this case is from 1.4.2005 to 28.02.2006. The point of dispute is as to whether the appellant would be eligible for cenvat credit of Rs.4,95,56,617/- availed by them in respect of various input service used in or in relation to the providing of Call Centre Service and BPO service which had been exported.

Sofar as the Call Centre Service is concerned, there is no dispute that during the period of dispute, this service was fully and unconditionally exempt from service tax under Notification no.8/2003-ST. As regards the BPO service, we hold that BPO service involving transaction processing and processing of medical claims etc. became taxable w.e.f. 1.5.2006 and as such, the same was not taxable during the period of dispute. The question now arises as to whether the appellant would be eligible for cenvat credit of the service tax paid on the input services used in or in relation to the providing of these services which had been provided to their overseas clients and, thus, had been exported in terms of the provisions of Export of Service Rules, 2005.

The question as to whether the appellant would be eligible for cenvat credit in respect of the input services used in providing this service (Call centre service) which had been exported without payment of service tax and whether this credit could be utilized by them in terms of Rule 5 of the Cenvat Credit Rules, 2004 for payment of service tax on taxable service provided to their domestic clients or their inability to utilize this cenvat credit for payment of service tax on domestic service transactions, whether its cash refund would be available in terms of this rule, stands answered in favour of the appellant by the judgement of



the Tribunal in the case of Zenta Pvt. Ltd. reported in 2012-TIOL-624-CESTAT-MUM, wherein the Tribunal has held that if the assessee is providing a taxable service, although exempt by way of notification, but which had been exported, the assessee would be entitled to take cenvat input credit in terms of Rule 5 of the Cenvat Credit Rules, 2004. We find that same view has been taken by the Tribunal in the case of M/s.Dell International Services India Pvt. Ltd. reported in 2009-TIOL-1957-CESTAT-Bang., and also in the case of M/s. mPortal (India) Wireless Solutions Pvt. Ltd. reported in 2010-TIOL-1486-CESTAT-BANG.

As regards the question of eligibility for cenvat credit in respect of input services used in or in relation to providing of BPO service, the position is different. This service, as held above, is covered by the definition of Business Support Service which became taxable w.e.f. 1.5.2006 and hence, during the period prior to 1.5.2006, the same cannot be treated as taxable under any other entry and as such, has to be treated as a non-taxable service. While there is no dispute that this service, though non-taxable, had been exported, the question arises as to whether the appellant would be eligible for cenvat credit in respect of input services used in or in relation to providing of this service in terms of Rule 5 of the Cenvat Credit Rules.

A service which is not specified in any of the clauses of Section 65(105) of the Finance Act, 1994, could not be treated as a taxable service during the period of dispute. Since BPO service which was provided by the appellant to their offshore client and which involved transaction processing and the processing of mediclaims, etc. was not a taxable service during the period of dispute and it became taxable as Support Service for business of Commerce w.e.f. 1.5.2006 under Section 65(105)(zzzq) read with Section 65(104) (c) ibid, during the period of dispute, this service would not be covered by the provisions of Rule 5 of the Cenvat Credit Rules, 2004 and accordingly, the cenvat credit would not be available in respect of inputs or input services used in or in relation to providing of this service, whether for offshore clients or for domestic clients. Therefore, the appellant were not entitled for cenvat credit of service tax paid on input services used in or in relation to providing of the BPO service during the period of dispute, even if the same had been exported.

In view of the above discussion, while the appellant have correctly taken cenvat credit in respect of input services used in or in relation to the providing of call centre service (Business Auxiliary Service) for export, they were not entitled for cenvat credit in respect of the BPO service provided to their offshore client and as such, the credit of input services in respect of BPO service has been wrongly taken by them and wrongly utilized for payment of service tax in respect of their domestic service transactions.

Next comes the question of limitation, as while the cenvat credit demand is for the period from 1.4.2005 to 28.02.2006, the show cause notice had been issued on 23.10.2009. In this case the show cause notice for demand of cenvat credit for the period from 1.4.2005 to 28.2.2006 has been issued on 23.10.2009 by invoking the extended period and the same would survive only if the departments allegation of the Appellants having suppressed the

relevant information from the department and having contravened the provisions of Finance Act, 1994 and of the Cenvat Credit Rules, 2004 with intent to evade payment of service tax by wrongly availing cenvat credit stands proved.

The fact of the assessee intimating the department in respect of their return for the six monthly period ending September, 2006 regarding export of services and availment of cenvat credit in respect of the same under their letter dated 9.3.2007 has been accepted by the Department but the Commissioner has observed that the same cannot be accepted as voluntary disclosure, as there is no provision for filing of revised return. We are of the view that when the department accepts that the appellant under their letter dated 9.3.2007 had submitted the required information about export of service and availment of cenvat credit in respect of the input service during the period of dispute, they cannot be accused of having suppressed this information from the department with intent to evade service tax by wrongly availing the cenvat credit.

In view of the above discussion, the impugned order is not sustainable. The same is set aside. The appeal is allowed. The stay application also stands disposed of.

LW: 46:05:2014

M/S. NATHU RAM RAMESH KUMAR v. COMMR. OF DELHI VALUE ADDED TAX [SC]

Civil Appeal Nos. 4465-4468 of 2014 (Arising out of SLP (C) Nos.22912-22915 of 2009)

Anil R. Dave & Dipak Misra, JJ.

[Decided on 09/04/2014]

Delhi VAT Act- inspection of shop- sales were not entered correctly- assessments made after adding certain percentage of sales- whether correct- Held, yes.

Brief facts:

On the basis of raids conducted, the department found that the appellant was not recording the actual sales in the books and made assessment based upon the findings. Being aggrieved by the above mentioned assessment orders the appellant challenged the above assessments before all authorities including the High Court which concurred with the findings of the department.

Decision: Appeals dismissed.

Reason:

We had heard the learned counsel for the parties and had also



considered the relevant orders as well as legal submissions made by the counsel.

We do not find any substance in the submissions made on behalf of the appellant-assessee and therefore, we are not inclined to allow the appeals for the reasons stated herein below:

- (i) The appellant-assessee is making and selling sweets, namkeens and other eatables. It appears from the record that when an individual customer was buying eatables of a nominal value, possibly bill was not being issued. There was no specific method whereby each and every receipt from the buyers was recorded by the assessee. In the a for stated circumstances, possibly due to some doubt, which might have arisen, a special search or inspection was made on 9th and 10th March, 2000 and total sale proceeds had been meticulously recorded and calculated, which have been stated hereinabove. On the basis of the receipts of those two days, considering them as a representative sample, the Assessing Officer had come to a conclusion that the sale proceeds or sales of the appellant-assessee for the year should have been a particular amount and, in fact, the amount reflected in the books of accounts was much less than the calculations arrived at by the Assessing Officer.
- (ii) It is pertinent to note that the Assessing Officer did not jump to a conclusion without any rhyme or reason. The Assessing Officer had called upon the assessee to explain the difference but the assessee could not or did not give sufficient explanation as to how the total sale on the basis of the average daily sale arrived at by the Assessing Officer was not correct. One can very well presume that in case of a dealer dealing in eatables, and specially sweets and namkeens, on a particular day like a holiday or on account of some festivity, total sale can be more than other days. For example, sale would normally be more on Saturdays, Sundays and other holidays because more people would be visiting such eateries. In the instant case, had those two days, when business premises of the assessee was inspected and the sale proceeds were recorded, been some special days, the assessee could have placed those special facts before the Assessing Officer, but nothing of that sort was done. In the circumstances, in our opinion, the Assessing Officer had rightly come to the conclusion that the books of accounts maintained by the assessee were not showing correct sales and therefore, the conclusion arrived at by him cannot be said to be incorrect. There was a reasonable basis for him to arrive at the said conclusion, especially when the assessee did not offer any satisfactory explanation in spite of issuance of notice.
- (iii) The submission made by the learned counsel appearing for the appellant-assessee that no notice was issued, as required under the Act, before framing the assessment is also not correct. The assessment orders refer to notices issued to the assessee and they also record the fact that no satisfactory explanation had been offered by the appellant-assessee to make out a case that there was some special reason for which sale of sweets, namkeen etc. on 9th and 10th March, 2000

was exceptionally more.

- (iv) Once the Assessing Officer had rightly come to the conclusion that the books of accounts were not properly maintained and were not reflecting each and every transaction, in our opinion, the Assessing Officer had rightly come to a conclusion that total possible sale was much higher and the conclusion so arrived at was based on sound reasons. We also do not agree with the learned counsel for the assessee that proper adjustments regarding sales tax had not been made by the Assessing Officer in the process of the assessment.
- (v) Once it is found that with some oblique motive, effort was made to show lesser sale proceeds than the actual, the orders imposing penalty cannot be questioned. We are, therefore, not inclined to interfere even with the quantum of penalty.

For the aforesaid reasons, in our opinion, the impugned judgment delivered by the High Court is just and proper, which does not require any interference and therefore, the appeals are dismissed with no order as to costs.



Industrial & Labour Laws

LW: 47:05:2014

MISHWARLAL MOHANLAL THAKKAR v.
PASCHIM GUJARAT VIJ COMPANY LTD & ANR
[SC]

Civil Appeal No.4558 of 2014 (Arising out of SLP
(C) No. 22798 of 2013)

Gyan Sudha Misra & V. Gopala Gowda, JJ.
[Decided on 16/04/2014]

Industrial Disputes Act, 1947- wrong date of birth- employee obtained court order as to his correct date of birth- employer not accepting the same and terminating his services as per recorded date of birth- whether termination justified- Held, No.

Brief facts:

The appellant was the employee of the erstwhile Bhavnagar



Electricity Company Ltd. which was taken over by the respondent-board and the appellant was appointed afresh as per the agreement in 1978. It appears that there was discrepancy as to the correct date of birth of the appellant. The appellant obtained an order from the Court that birth certificate to be issued to him stating 27/06/1940 as his date of birth. The date of birth, recorded in the service records was 27/06/1937 based upon his school certificate. The appellant gave an application in the year 1987 to change his birth date from 27.6.1937 to 27.6.1940 but he was orally informed of the rejection of his request and he was prematurely terminated from the services based on the recorded date of birth. Against this the appellant went to the Labour Court which has allowed the reference after conducting an enquiry and passed an Award dated 31.7.2001 holding that the termination of the services of the appellant prematurely on the basis of his incorrect date of birth was wrong and further directed the respondent to pay full salary, all admissible ancillary benefits from the date he was wrongfully and prematurely terminated from service till the date of his actual retirement and further, also ordered that a sum of Rs.1,500/- be paid as costs.

However, the High Court, on appeal by respondent set aside the above award. Aggrieved by the same, the appellant has filed the present civil appeal urging various facts and legal contentions in support of his case.

Decision: Appeal allowed.

Reason:

We have heard the rival legal contentions urged on behalf of both the parties. The following questions would arise for our consideration:

- i. In the event that there is a dispute in the date of birth between the birth certificate issued by the competent authority and the school leaving certificate, which document will prevail?
- ii. Whether the High Court was correct in passing an order setting aside the judgment and Award of the Labour Court?
- iii. What Award?

We will first examine the award and judgment of the Labour Court. The Labour court while passing its award and judgment has given cogent reasons for the same. The labour court examined all the evidence on record and held that as per Ex.36 which is the certificate of birth given by the school for the brother of the appellant, Batuklal Mohanlal Thakker wherein his date of birth is written as 27/1/1937 and therefore, it is impossible that the appellant's date of birth would be 27/6/1937 as the difference would be only 5 months and so it is clear that when both the brothers joined the school, the Director/Principal had inadvertently written date of birth which revealed from Court's order and hence, the date of birth in the school record for the appellant was corrected to 27/6/1940 as per the court's order. The Labour Court further went on to observe that before the court order, as and when the applicant got the chance, he gave an application to the respondent

organisation vide letter dated 18.4.1987 requesting them to correct his date of birth as per documents enclosed the statement of the Bhavnagar Electricity Company Ltd, his Identity card and copy of the LIC policy, all of which showed his date of birth as 27.6.1940, and to record the entry in the service records. The respondent did not accept the same and the appellant then got a court order dated 22.05.1987 which directed the entry of date of birth of the appellant as 27.6.1940 to be passed in the Birth & Deaths Register but in spite of this order, the respondent did not accept such judicial/court evidence or the government documents. They neither cared to inform the appellant that they did not accept the documents nor did they give him any opportunity to defend his application and retired him arbitrarily by taking an ex-parte decision which is illegal and against the principles of natural justice. The Labour Court then went on to observe that in the case of other employees, the dates of birth were corrected on the basis of affidavits but in the case of the appellant, in spite of producing a court order and other documents, they were not accepted by the respondent and thus, this action of the respondent, retiring the applicant from service was illegal and unconstitutional and against the principles of natural justice. Thereby the reference of the appellant was accepted and the respondent was ordered to pay the appellant full salary along with all admissible ancillary benefits from the date he was retired till the date of his actual retirement as per his date of birth, and Rs.1,500/- towards costs of the matter.

We find the judgment and award of the labour court well-reasoned and based on facts and evidence on record. The High Court has erred in its exercise of power under Article 227 of the Constitution of India to annul the findings of the labour court in its Award as it is well settled law that the High Court cannot exercise its power under Article 227 of the Constitution as an appellate court or re-appreciate evidence and record its findings on the contentious points. Only if there is a serious error of law or the findings recorded suffer from error apparent on record, can the High Court quash the order of a lower court. The Labour Court in the present case has satisfactorily exercised its original jurisdiction and properly appreciated the facts and legal evidence on record and given a well reasoned order and answered the points of dispute in favour of the appellant. The High Court had no reason to interfere with the same as the Award of the labour court was based on sound and cogent reasoning, which has served the ends of justice.

In view of the aforesaid reasons, we allow the appeal, set aside the impugned judgment and order of the High Court and restore the award of the Labour Court, since the services of the appellant were prematurely superannuated taking his date of birth as 27.06.1937 instead of 27.06.1940, and therefore, he is entitled to full back wages and other consequential monetary benefits from the date of termination till the date of his correct superannuation considering his date of birth as 27.06.1940. The back wages shall be calculated on the basis of revised pay scale and the same must be paid by way of demand draft to the appellant within six weeks from the date of receipt of the copy of this order, failing which the respondent shall pay interest @ 12% per annum on the amount due, towards back wages and other consequential monetary benefits, from the date of the Award of the Labour Court till the date of payment.



Corporate Laws

01 Mapping of e-forms prescribed under the Companies Act, 2013 with e-forms prescribed under Companies Act, 1956

[Downloaded from MCA website: www.mca.gov.in]

S. No.	e-Form (Companies Act, 2013)	Corresponding eForm (Companies Act, 1956)	Purpose of Form as per Companies Act, 2013
1	INC-1	1A	Application for reservation of name
2	INC-2	New form	Form for Incorporation and nomination (One Person Company)
3	INC-3	New form	Form for consent of nominee of One Person Company
4	INC-4	New form	Form for change in member/nominee of One Person Company
5	INC-5	New form	Form for intimation of exceeding threshold of One Person Company
6	INC-6	New form	Application for Conversion
7	INC-7	1	Application for Incorporation of Company (Other than One Person Company)
8	INC-18	New form	Application to Regional Director for conversion of section 8 company into any other kind of company
9	INC-20	New form	Intimation to Registrar of revocation or surrender of license issued under section 8
10	INC-21	19	Declaration prior to the commencement of business
11	INC-22	18	Notice of situation or change of situation of registered office and verification
12	INC-23	1AD, 24AAA	Application to Regional director for approval to shift the registered office from one state to another state or from jurisdiction of one registrar to another within the state

13	INC-24	1B	Application for approval of Central Government for change of name
14	INC-27	1B, 62	Conversion of public company into private company or private company into public company
15	INC-28	21	Notice of order of the Court or other authority
16	PAS-3	2	Return of allotment
17	SH-7	5	Notice to Registrar for alteration of share capital
18	SH-8	New form	letter of offer
19	SH-11	4C	Return in respect of buy back of securities
20	CHG-1	8	Application for registration of creation, modification of charge (other than those related to debentures) including particulars of modification of charge by Asset Reconstruction Company in terms of Securitization and Reconstruction of Financial Assets and Enforcement of Securities Interest Act, 2002 (SARFAESI)
21	CHG-4	17	Particulars for satisfaction of charge
22	CHG-6	15	Notice of appointment or cessation of receiver or manager
23	CHG-9	10	Application for registration of creation or modification of charge for debentures or rectification of particulars filed in respect of creation or modification of charge for debentures
24	MGT-6	22B	Form of return to be filed with the Registrar
25	MGT-14	23	Filing of Resolutions and agreements to the Registrar under section 117
26	DIR-3	DIN1	Application for allotment of Director Identification Number
27	DIR-6	DIN4	Intimation of change in particulars of Director to be given to the Central Government
28	DIR-11	New form	Notice of resignation of a director to the Registrar
29	DIR-12	32, 32AD	Particulars of appointment of directors and the key managerial personnel and the changes amongst them
30	MR-1	25C	Return of appointment of managing director or whole time director or manager
31	MR-2	25A	Form of application to the Central Government for approval of appointment or reappointment and remuneration or increase in remuneration or waiver for excess or over payment to managing director or whole time director or manager and commission or remuneration to directors
32	URC-1	37, 39	Application by a company for registration under section 366



33	FC-1	44	Information to be filed by foreign company
34	FC-2	49, 52	Return of alteration in the documents filed for registration by foreign company
35	FC-3	52	List of all principal places of business in India established by foreign company
36	FC-4	PTII	Annual Return
37	GNL-1	61	Form for filing an application with Registrar of Companies
38	GNL-2	62	Form for submission of documents with Registrar of Companies
39	GNL-3	1AA	Particulars of person(s) or director(s) or charged or specified for the purpose of section 2(60)
40	ADJ	New form	Memorandum of Appeal
41	MSC-1	New form	Application to ROC for obtaining the status of dormant company
42	MSC-3	New form	Return of dormant companies
43	MSC-4	New form	Application for seeking status of active company
44	RD-1	24A	Form for filing application to Regional Director
45	RD-2	24AAA	Form for filing petitions to Central Government (Regional Director)
46	CG-1	65	Form for filing application or documents with Central Government
47	-	66	Form for submission of compliance certificate with the Registrar
48	-	5INV	Statement of unclaimed and unpaid amounts
49	-	14LLP	Form for intimating to Registrar of Companies of conversion of the company into limited liability partnership (LLP).
50	-	20B	Form for filing annual return by a company having a share capital with the Registrar
51	-	21A	Particulars of annual return for the company not having share capital
52	-	23AC	Form for filing balance sheet and other documents with the Registrar
53	-	23ACA	Form for filing Profit and Loss account and other documents with the Registrar
54	-	23ACA-XBRL	Form for filing XBRL document in respect of Profit and Loss account and other documents with the Registrar
55	-	23AC-XBRL	Form for filing XBRL document in respect of balance sheet and other documents with the Registrar
56	-	23C	Form of application to the Central Government for appointment of cost auditor
57	-	23D	Form for Information by Cost Auditor to Central Government

58	-	35A	Information to be furnished in relation to any offer of a scheme or contract involving the transfer of shares or any class of shares in the transferor company to the transferee company
59	-	A-XBRL	Form for filing XBRL document in respect of compliance report and other documents with the Central Government
60	-	FTE	Application for striking off the name of company under the Fast Track Exit(FTE) Mode
61	-	I-XBRL	Form for filing XBRL document in respect of cost audit report and other documents with the Central Government
62	-	Refund	Application for requesting refund of fees paid
63	-	BankACC	Application for simplifying bank account opening process as user shall not be required to submit any physical application form.
64	-	Investor Complaint Form	Form for filing complaint(s) against the company
65	-	67AD.	Clarification

02 Commencement of provisions of the Companies Act 2013 with regard to maintenance of books of accounts and preparations/ adoption/filing of financial statements, auditors report, Board's report and attachments to such statements and reports- Applicability with regard to relevant financial year

[issued by the Ministry of Corporate Affairs vide Circular No. 8/ 2014 dated 4.4.2014]

A number of provisions of the Companies Act, 2013 including those

relating to maintenance of books of account, preparation, adoption & filing of financial statements (and documents required to be attached thereto), Auditors reports and the Board of Directors report (Board's report) have been brought into force with effect from 1st April, 2014. Provisions of Schedule II



From the Government

(Useful lives to compute depreciation) and Schedule III (Format of financial statements) have also been brought into force from that date. The relevant Rules pertaining to these provisions have also been notified, placed on the website of the Ministry and have come into force from the same date.

The Ministry has received requests for clarification with regard to the relevant financial year with effect from which such provisions of the new Act relating to maintenance of books of account, preparation, adoption and filing of financial statements (and attachments thereto), auditors report and Board's report will be applicable.

Although the position in this behalf is quite clear, to make things absolutely clear it is hereby notified that the financial statements (and documents required to be attached thereto), auditors report and Board's report in respect of financial years that commenced earlier than 1st April, 2014 shall be governed by the relevant provisions/ Schedules/ rules of the Companies Act, 1956 and that in respect of financial years commencing on or after 1st April, 2014, the provisions of the new Act shall apply.

KMS Narayanan
Asst. Director (Policy)

03 Dissemination of Information with regards to provisions of the Companies Act, 2013 as notified till date vis-a-vis the corresponding provisions of the Companies Act, 1956.

[Issued by the Ministry of Corporate Affairs vide Circular No. 7/2014 dated 1.4.2014]

As you are aware that the Ministry had already notified 99 Sections on 12.09.2013 and 183 Sections of the Companies Act, 2013 are notified w.e.f. 01.04.2014. Certain corresponding Sections and parts of certain Section of the companies Act, 1956 shall continue in force. A table indicating the provisions of the Companies Act, 2013 so notified, corresponding provisions of Companies Act, 1956 and corresponding provisions of Companies Act, 1956 which shall remain in force is enclosed for dissemination for all stakeholders.

KMS Narayanan
Assistant Director

Table containing provisions of Companies Act, 2013 as notified up to date and corresponding provisions thereof under Companies Act, 1956

Note: This is a ready reckoner for the information of stakeholders. Please refer to the relevant notifications and circulars issued separately.

S. No.	Provisions of Companies Act, 2013 as notified (98+ 1 + 183= 282 Sections)	Corresponding provisions of Companies Act, 1956	Corresponding provisions of Companies Act, 1956 continue to remain in force
I.	Section 2		
	Clause (1)	2(1)	Nil
	Clause (2)	211(3C)	Nil
	Clause (3)	2(IA)	Nil
	Clause (4)	2(IB)	Nil
	Clause (5)	2(2)	Nil
	Clause (6)	Nil	Nil
	Clause (7)	Nil	Nil
	Clause (8)	Nil	Nil
	Clause (9)	2(5)	Nil
	Clause (10)	2(6); 252(3)	Nil
	Clause (11)	2(7)	Nil
	Clause (12)	2(8)	Nil
	Clause (13)	209(1)	Nil
	Clause (14)	2(9)	Nil
	Clause (15)	Nil	Nil
	Clause (16)	124	Nil
	Clause (17)	Explanation to section 33(2)	Nil
	Clause (18)	Nil	Nil
	Clause (19)	Nil	Nil
	Clause (20)	2(10) and 3	Nil
	Clause (21)	2(23) and 12(2)(b)	Nil
	Clause (22)	2(23) and 12(2)(a)	Nil
	Clause (24)	2(45)	Nil
	Clause (25)	2(45A)	Nil
	Clause (26)	Nil	428 The term 'Contributory' shall continue for the purposes winding up.
	Clause (27)	Nil	Nil
	Clause (28)	233B(1)	Nil
	Clause (29)(except sub-clause (iv))	2(11), 2(14), 10	622
	Clause (30)	2(12)	Nil
	Clause (31)	Explanation to 58A (11)	Nil
	Clause (32)	2(12A)	Nil
	Clause (33)	2(12B)	Nil



	Clause (34)	2(13)	Nil
	Clause (35)	2(14A)	Nil
	Clause (36)	2(15)	Nil
	Clause (37)	2(15A)	Nil
	Clause (38)	59(2)	Nil
	Clause (39)	Nil	Nil
	Clause (40)	Nil	Nil
	Clause (41) [except first proviso]	2(17)	Nil
	Clause (42)	Nil	Nil
	Clause (43)	Explanation to section 2 (29A)	Nil
	Clause (44)	Nil	Nil
	Clause (45)	2(18), 617	Nil
	Clause (46)	2(19), 4	Nil
	Clause (47)	Nil	Nil
	Clause (48)	Nil	Nil
	Clause (49)	Nil	Nil
	Clause (50)	Nil	Nil
	Clause (51)	Nil	Nil
	Clause (52)	2(23A)	Nil
	Clause (53)	2(24)	Nil
	Clause (54)	2(26)	Nil
	Clause (55)	2(27), 41	Nil
	Clause (56)	2(28)	Nil
	Clause (57)	2(29A)	Nil
	Clause (58)	Nil	Nil
	Clause (59)	2(30)	Nil
	Clause (60)	2(31), 5, 7	Nil
	Clause (61)	Nil	448
	Clause (62)	Nil	Nil
	Clause (63)	Nil	Nil
	Clause (64)	2(32)	Nil
	Clause (65)	Explanation to section 192A	Nil
	Clause (66)	2(33)	Nil
	Clause (67)[except sub-clause (ix)]	2(34)	Nil
	Clause (68)	2(35)	Nil
	Clause (69)	Explanation (a) to section 62(6)	Nil
	Clause (70)	2(36)	Nil
	Clause (71)	2(37)	Nil
	Clause (72)	4A	Nil
	Clause (73)	2(39)	Nil
	Clause (74)	Nil	Nil
	Clause (75)	2(40)	Nil
	Clause (76)	Nil	Nil
	Clause (77)	2(41), 6 and schedule IA	Nil
	Clause (78)	Explanation to 198	Nil
	Clause (79)	2(42)	Nil

	Clause (80)	2(43)	Nil
	Clause (81)	2(45AA)	Nil
	Clause (82)	2(45B)	Nil
	Clause (83)	Nil	Nil
	Clause (84)	2(46)	Nil
	Clause (85)	Nil	Nil
	Clause (86)	Nil	Nil
	Clause (87)	2(47), 4	Nil
	Clause (88)	Explanation II to Section 79A	Nil
	Clause (89)	2(48)	Nil
	Clause (90)	2(49A)	Nil
	Clause (91)	Nil	Nil
	Clause (92)	12(2)(c)	Nil
	Clause (93)	Nil	Nil
	Clause (94)	Explanation to Section 269	Nil
	Clause (95)	2(31A), 2A	Nil
2.	Section 3	12	Nil
3.	Section 4	13, 14, 15, 15A, 15B, 20, 37	Nil
4.	Section 5	26, 27, 28, 29, 30	Nil
5.	Section 6	9	Nil
6.	Section 7 (except sub-section (7))	33, 34(1), 35	Nil
7.	Section 8 (except sub-section (9))	25	Nil
8.	Section 9	34(2)	Nil
9.	Section 10	36	Nil
10.	Section 11	149	Nil
11.	Section 12	17A, 146, 147	Nil
12.	Section 13	16, 17, 18, 19, 21, 23	Nil
13.	Section 14 (except second proviso to sub-section (1) and sub-section (2))	31 (except proviso to sub-section (1) and Sub-section (2A); 43	Proviso to sub section (1) of section 31; Sub-section (2A) of section 31
14.	Section 15	40	Nil
15.	Section 16	22	Nil
16.	Section 17	39	Nil
17.	Section 18	32	Nil
18.	Section 19	42	Nil
19.	Section 20	51, 52, 53	Nil
20.	Section 21	54	Nil
21.	Section 22	47, 48	Nil
22.	Section 23	67	Nil
23.	Section 24	55A	Nil
24.	Section 25	64	Nil
25.	Section 26	55, 56, 57, 58, 59, 60, Sch. II	Nil
26.	Section 27	61	Nil
27.	Section 28	Nil	Nil



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28.	Section 29	68B	Nil
29.	Section 30	66	Nil
30.	Section 31	68	Nil
31.	Section 32	60B	Nil
32.	Section 33	56(3)	Nil
33.	Section 34	63	Nil
34.	Section 35	62	Nil
35.	Section 36	68	Nil
36.	Section 37	Nil	Nil
37.	Section 38	68A	Nil
38.	Section 39	69, 75	Nil
39.	Section 40	73, 76	Nil
40.	Section 41	Nil	Nil
41.	Section 42	67	Nil
42.	Section 43	2(46A), 85, 86	Nil
43.	Section 44	82	Nil
44.	Section 45	83	Nil
45.	Section 46	84	Nil
46.	Section 47	87	Nil
47.	Section 49	91	Nil
48.	Section 50	92	Nil
49.	Section 51	93	Nil
50.	Section 52	78	Nil
51.	Section 53	79	Nil
52.	Section 54	79A	Nil
53.	Section 55 except sub-section (3)	80 and 80A (I) (except Proviso to section 80A (I) 80A (2))	Proviso to section 80A(I) and section 80A(2)
54.	Section 56	108, 108A to 108 I, 109,110,113	Nil
55.	Section 57	116	Nil
56.	Section 58	111	Nil
57.	Section 59	111A	Nil
58.	Section 60	148	Nil
59.	Section 61 except proviso to clause (b) of sub-section (1)	94	Nil
60.	Section 62 except sub-sections (4) to (6)	81 except sub-sections (4) to (7)	sub-sections (4) to (7) of section 81 and section 94A
61.	Section 63	Proviso to 205 (3)	Nil
62.	Section 64	94A(3), 95,97	Nil
63.	Section 65	98	Nil
64.	Section 67	77	Nil
65.	Section 68	77A	Nil
66.	Section 69	77AA	Nil
67.	Section 70	77B	Nil
68.	Section 71 except sub-sections (9) to (11)	117, 117A,117B, 117C,118,119, 122 Except 17B(4) and 117C (4) and (5)	117B(4) and 117C (4) and (5)

69.	Section 72	109A,109B	Nil
70.	Section 73	58A, 58AA, 58AAA, 58B, 59	Nil
71.	Sub-section (1) of section 74	Nil	Nil
72.	Section 76	58A	Nil
73.	Section 77	125,128, 129,132, 133, 145	Nil
74.	Section 78	134	Nil
75.	Section 79	127,135	Nil
76.	Section 80	126	Nil
77.	Section 81	130	Nil
78.	Section 82	138	Nil
79.	Section 83	139,140	Nil
80.	Section 84	137	Nil
81.	Section 85	131,136,143,144	Nil
82.	Section 86	142	Nil
83.	Section 87	141	Nil
84.	Section 88	150,151,152, 152A,153, 153A, 153B,157,158	Nil
85.	Section 89	187C	Nil
86.	Section 90	187D	Nil
87.	Section 91	154	Nil
88.	Section 92	159,160,161, 162,Sch V	Nil
89.	Section 93	Nil	Nil
90.	Section 94	163	Nil
91.	Section 95	164	Nil
92.	Section 96	165,166,170	Nil
93.	Section 100	169 (9)	Nil
94.	Section 101	171,172	Nil
95.	Section 102	173	Nil
96.	Section 103	174	Nil
97.	Section 104	175	Nil
98.	Section 105	176, Schedule IX	Nil
99.	Section 106	181,182,183	Nil
100.	Section 107	177,178	Nil
101.	Section 108	Nil	Nil
102.	Section 109	179,180, 184,185	Nil
103.	Section 110	192A	Nil
104.	Section 111	188	Nil
105.	Section 112	187A,187B	Nil
106.	Section 113	187	Nil
107.	Section 114	189	Nil
108.	Section 115	190	Nil
109.	Section 116	191	Nil
110.	Section 117	192	Nil
111.	Section 118	193,194, 195,197	Nil
112.	Section 119 (except sub- section (4))	196	Nil
113.	Section 120	Nil	Nil
114.	Section 121	Nil	Nil



115.	Section 122	Nil	Nil
116.	Section 123	Section 205 Sub-section (3) of section 205A Section 206	Nil
117.	Section 126	206A	Nil
118.	Section 127	207	Nil
119.	Section 128	209, 214	Nil
120.	Section 129	210,211,212, 213,221,222, 223	Nil
121.	Section 133	211 (3C)	Nil
122.	Section 134	215,216, 217,218	Nil
123.	Section 135	Nil	Nil
124.	Section 136	219	Nil
125.	Section 137	220	Nil
126.	Section 138	Nil	Nil
127.	Section 139	224,224A,619	Nil
128.	Section 140 [except second proviso to sub-section (4) and sub-section (5)]	225 except proviso to sub- section (3)	Proviso to sub- section (3) of section 225
129.	Section 141	226	Nil
130.	Section 142	224(8)	Nil
131.	Section 143	227,228,263A	Nil
132.	Section 144	Nil	Nil
133.	Section 145	229,230	Nil
134.	Section 146	231	Nil
135.	Section 147	232,233,233A	Nil
136.	Section 148	233B	Nil
137.	Section 149	252,253,258,259	Nil
138.	Section 150	Nil	Nil
139.	Section 151	Proviso to sub- section (1) of section 252	Nil
140.	Section 152	254,255,256,264	Nil
141.	Section 153	266A	Nil
142.	Section 154	266B	Nil
143.	Section 155	266C	Nil
144.	Section 156	266D	Nil
145.	Section 157	266E	Nil
146.	Section 158	266F	Nil
147.	Section 159	266G	Nil
148.	Section 160	257	Nil
149.	Section 161	260,262,313	Nil
150.	Section 162	263	Nil
151.	Section 163	265	Nil
152.	Section 164	202,274	Nil
153.	Section 165	275,276, 277,278,279	Nil
154.	Section 166	312	Nil
155.	Section 167	283	Nil

156	Section 168	Nil	Nil
157	Section 169 except sub-section (4)	284 except sub- section (4)	Sub-section (4) of section 284
158	Section 170	303,307	Nil
159	Section 171	304	Nil
160	Section 172	Nil	Nil
161	Section 173	285,286	Nil
162	Section 174	287,288	Nil
163	Section 175	289	Nil
164	Section 176	290	Nil
165	Section 177	292A	Nil
166	Section 178	Nil	Nil
167	Section 179	Section 291 Section 292	Nil
168	Section 180	293	Nil
169	Section 181	Nil	Nil
170	Section 182	293A	Nil
172	Section 184	299,305	Nil
173	Section 185	295,296	Nil
174	Section 186	372A	Nil
175	Section 187	49	Nil
176	Section 188	294,294A, 294AA,297,314	Nil
177	Section 189	301	Nil
178	Section 190	302	Nil
179	Section 191	319,320,321	Nil
180	Section 192	Nil	Nil
181	Section 193	Nil	Nil
182	Section 194	Nil	Nil
183	Section 195	Nil	Nil
184	Section 196	197A,267, 311,317,384, 385,388	Nil
185	Section 197	198,201, 309,310,387	Nil
186	Section 198	349	Nil
187	Section 199	Nil	Nil
188	Section 200	637AA	Nil
189	Section 201	640B	Nil
190	Section 202	318	Nil
191	Section 203	269,316,386	Nil
192	Section 204	Nil	Nil
193	Section 205	Nil	Nil
194	Section 206	234 [except sub-section (8)]	Nil
195	Section 207	209A	Nil
196	Section 208	Nil	Nil
197	Section 209	234A	Nil
198	Section 210	235	Nil
199	Section 211	Nil	Nil
200	Section 212 [except sub- section (8) to (10)];	Nil	Nil
201	Section 214	236	Nil



From the Government

202	Section 215	238	Nil
203	Section 216 [except sub- section (2)]	247 [except sub- section 1A]	Sub-section (IA) of section 247
204	Section 217	240	Nil
205	Section 219	239	Nil
206	Section 220	240A	Nil
207	Section 223	241,246	Nil
208	Section 224[except sub-section (2) and (5)]	242,244	Section 243
209	Section 225	245	Nil
210	Section 228	Sub-section (8) of Section 234	Nil
211	Section 229	Nil	Nil
212	Section 366	565	Nil
213	Section 367	574	Nil
214	Section 368	575	Nil
215	Section 369	576	Nil
216	Section 370 [except proviso	Section 577 except proviso	Proviso to section 577
217	Section 371	Section 578	Nil
218	Section 374	Nil	Nil
219	Section 379	Nil	Nil
220	Section 380	592,593	Nil
221	Section 381	594	Nil
222	Section 382	595	Nil
223	Section 383	596	Nil
224	Section 384	600	Nil
225	Section 385	601	Nil
226	Section 386	602	602
227	Section 387	603	Nil
228	Section 388	604	Nil
229	Section 389	605	Nil
230	Section 390	605A	Nil
231	Sub-section (1) Section 391	607	Nil
232	Section 392	598,606	Nil
233	Section 393	599	Nil
234	Section 394	619A	Nil
235	Section 395	Nil	Nil
236	Section 396	609	Nil
237	Section 397	610A	Nil
238	Section 398	610B	Nil
239	Section 399 except reference of word Tribunal in sub- section (2)	610	Nil
240	Section 400	Nil	Nil
241	Section 401	610D	Nil
242	Section 402	610E	Nil

243	Section 403	611, Schedule X	Nil
244	Section 404	612	Nil
245	Section 405	615	Nil
246	Section 406	620A	Nil
247	Section 407	Explanation to 10FD	Nil
248	Section 408	10FB, 10FC	Nil
249	Section 409	10FD	Nil
250	Section 410	10FR	Nil
251	Section 411	Nil	Nil
252	Section 412	10FX	Nil
253	Section 413	10FE, IOFT	Nil
254	Section 414	10FG, 10FW	Nil
255	Section 439	621,624	Nil
256	Section 442	Nil	Nil
257	Section 443	624A	Nil
258	Section 444	624B	Nil
259	Section 445	Nil	Nil
260	Section 446	626	Nil
261	Section 447	Nil	Nil
262	Section 448	628	Nil
263	Section 449	629	Nil
264	Section 450	629A	Nil
265	Section 451	Nil	Nil
266	Section 452	630	Nil
267	Section 453	631	Nil
268	Section 454	Nil	Nil
269	Section 455	Nil	Nil
270	Section 456	635A	Nil
271	Section 457	635AA	Nil
272	Section 458	637	Nil
273	Section 459	637AA	Nil
274	Section 460	637B	Nil
275	Section 461	638	Nil
276	Section 462	Nil	Nil
277	Section 463	633	Nil
278	Section 464	11	Nil
279	Section 467	641	Nil
280	Section 468	643	Nil
281	Section 469	642	Nil
282	Section 470	Nil	Nil
	Schedule I	Schedule I	Nil
	Schedule II	Schedule XIV	Nil
	Schedule III	Schedule VI	Nil
	Schedule IV	Nil	Nil
	Schedule V	Schedule XIII	Nil
	Schedule VI	Nil	Nil
	Schedule VII	Nil	Nil



04 Roll out plan of various forms under the Companies Act, 2013 and continuance of forms under the provisions of Companies Act, 1956

[issued by the ministry of Corporate Affairs vide Circular No. 6/2014 dated 28.3.2014]

I am directed to inform that this Ministry has notified 183 additional sections in addition to 99 sections earlier notified under the provisions of Companies Act, 2013. In this regard a Notification related to commencement of Companies Act, 2013 has been issued on 25/03/2014 which is available on the website of the Ministry.

- In order to facilitate the completion of notified sections this Ministry has planned a staggered roll out of various forms. It has been decided to waive fees for all event based filing whose due date falls between 01/04/2014 to 30/04/2014. For the same, a separate Circular is being issued by the Policy Cell of this Ministry.
- From 01/04/2014 to 14/04/2014 except existing e-forms mentioned in Table "A" no other e-forms will be available for filing. Other Front office portal services will continue. From 01/04/2014 to 13/04/2014 the period will be used for clearing pending e-forms already filed under the provisions of Companies Act, 1956.

Table "A"

S. No.	Old form	Purpose of form
1	66	Form for submission of compliance certificate with the Registrar
2	14LLP	Form for intimating to Registrar of Companies of conversion of the company into limited liability partnership (LLP).
3	20B	Form for filing annual return by a company having a share capital with the Registrar
4	21A	Particulars of annual return for the company not having share capital
5	23AC	Form for filing balance sheet and other documents with the Registrar
6	23ACA	Form for filing Profit and Loss account and other documents with the Registrar
7	23ACA-XBRL	Form for filing XBRL document in respect of Profit and Loss account and other documents with the Registrar
8	23AC-XBRL	Form for filing XBRL document in respect of balance sheet and other documents with the Registrar
9	23C	Form of application to the Central Government for appointment of cost auditor

10	23D	Form for Information by Cost Auditor to Central Government
11	35A	Information to be furnished in relation to any offer of a scheme or contract involving the transfer of shares or any class of shares in the transferor company to the transferee company
12	A-XBRL	Form for filing XBRL document in respect of compliance report and other documents with the Central Government
13	FTE	Application for striking off the name of company under the Fast Track Exit(FTE) Mode
14	I-XBRL	Form for filing XBRL document in respect of cost audit report and other documents with the Central Government
15	5-INV	Transfer unpaid dividend amount to IEPF
16	21	Order of the court/authority till 14/04/2014

- In addition to above, e-forms mentioned in Table "B" will also be available for filing

Table "B"

S. No.	Old form	Purpose of form
1	Refund	Application for requesting refund of fees paid
2	BankACC	Application for simplifying bank account opening process as user shall not be required to submit any physical application form.
3	Investor Complaint Form	Form for filing complaint(s) against the company

- From 14/04/2014, 39 new e-forms mentioned in Table "C" will be available on MCA portal for upload. Test version of these forms will be available from 28/03/2014 onwards. Final forms will be available from 14/04/2014.

Table "C"

S. No.	New form no.	Purpose of form	Old form
1	INC-1	Application for reservation of name	1A
2	INC-2	OPC- Application for Incorporation	New form
3	INC-3	OPC- Nominee consent form	New form
4	INC-4	OPC- Change in Member/Nominee	New form
5	INC-5	OPC- Intimation of cessation	New form
6	INC-6	OPC- Application for Conversion	New form
7	INC-7	Incorporation of Co. (Other than OPC)	1
8	INC-18	Application to Regional director for conversion of section 8 co. into any other kind of co.	New form
9	INC-20	Intimation to Registrar of revocation/ surrender of license issued u/s 8	New form
10	INC.21	Application for commencement of business	19, 20



From the Government

11	INC-22	Notice for situation or change of situation of registered office	18
12	INC-23	Application to Regional director for approval to shift the registered office from one state to another state or from jurisdiction of one registrar to another within the state	1AD, 24AAA
13	INC-24	Application for change of name	1B
14	INC-27	Conversion form Pvt. To public or vice-versa	1B, 62
15	INC-28	Notice of order of the Court or Tribunal or any other competent authority	21
16	PAS-3	Return of allotment	2
17	SH-7	Notice to Registrar for alteration of share capital	5
18	SH-8	letter of offer	New form
19	SH-11	Return in respect of buy back of securities	4C
20	CHG-1	Application for registration of creation or modification of charge (other than debentures)	8
21	CHG-4	Particulars of satisfaction of charge	17
22	CHG-6	Notice of appointment or cessation of receiver or manager	15
23	CHG-9	Application for registration of creation or modification of charge in case of debentures	10
24	MGT-14	Filing of Resolutions and agreements to the Registrar under section 117	23
25	DIR-3	Application for allotment of Director Identification Number	DIN1
26	DIR-5	Intimation of change in particulars of Director to be given to the Central Government	DIN4
27	DIR-7	Notice of resignation of a director to the Registrar	New form
28	DIR-8	Particulars of appointment of directors and the key managerial personnel and the changes among them	32, 32AD
29	MR-1	Return of appointment of managing director or whole time director or manager	25C
30	MR-2	Form of application to the Central Government for approval of appointment or reappointment and remuneration or increase in remuneration or waiver for excess or over payment to managing director or whole time director or manager and commission or remuneration to directors	25A

31	URC-1	Application by a company for registration under section 366	37, 39
32	FC-1	Information to be filed by foreign company	44
33	FC.2	Return of alteration in the documents filed for registration by foreign company	49, 52
34	FC.3	List of all principal places of business in India established by foreign company	52
35	FC.4	Annual Return	PTII
36	ADJ	Memorandum of Appeal	New form
37	MSC-1	Application to ROC for obtaining the status of dormant company	New form
38	MSC-3	Return of dormant companies	New form
39	MSC-4	Application for seeking status of active company	New form

6. There are 5 general e-forms and 2 e-forms mentioned in Table "D" will be available for filing w.e.f. 28/04/2014 will be available for filing 24 notified forms/events which will be made available for individual e-filing at a later date, can be attached with these 7 e-forms and filed. Details of physical forms allowed to be filed along with general e-forms are attached with this Circular.

Table "D"

S. No.	New form no.	Purpose of form	Old form
1	GNL.1	Form for filing an application with Registrar of Companies	61
2	GNL.2	Form for submission of documents with Registrar of Companies	62
3	CG.1	Form for filing application or documents with Central Government	65
4	GNL.3	Particulars of person(s) or director(s) or changed or specified for the purpose of section 2(60)	1AA
5	MGT.6	Form of return to be filed with the Registrar	22B
6	RD.1	Form for filing application to Regional Director	24A
7	RD.2	Form for filing petitions to Central Government (Regional Director)	24AAA

7. In view of above, you are requested to give wide publicity of the circular for dissemination of information.

This issued with the approval of the competent authority.

Sanjay Kumar Gupta
Deputy Director



S. No.	Number of the form under the old Act	Number of the form under the new Act	Purpose of filing	Section under which the form is required to be filed (CA'13)	Chapter number	Remarks
1	61	GNL.1	Application for Compoundiwnng of offences	441	28	Radio button active in new Form GNL.1
2			Application for Extension of period of annual general meeting by three months	96	8	Radio button active in new Form GNL.1
3			Application for Extending the period of annual accounts upto eighteen months under section 210(4)	132	9	Radio button active in new Form GNL.1 for earlier years
4			Application for Declaring a defunct company	248, 252	28	Radio button active in new Form GNL.1 for earlier years
5			Application for Scheme of arrangement, amalgamation	232	15	Radio button active in new Form GNL.1
6			Application for Normalising a dormant company	455	29	Radio button active in new Form GNL.1 for earlier years
7			Application - Others	No Section	No Section	Radio button active in new Form GNL.1
8	62	GNL.2	Statement in lieu of prospectus as per schedule IV	Deleted	Deleted	No provision exists in new act. Hence option is disabled in new form GNL.2 (62)
9			Prospectus	26(4)	3	Radio button active in new Form GNL.2
10			Return of Deposits	76	5	Radio button active in new Form GNL.2
11			Form SH.9: Declaration of Solvency	68(6)	4	Radio button active in new Form GNL.2
12			Filing Final Statement of Account of winding up - Form 156	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
13			Liquidator's statement u/s 551read with rule 327 [Companies (Court) Rules] - Form 152	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
14			Liquidator's Affidavit u/s 551read with rule 327 [Companies (Court) Rules] - Form 153	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
15			Liquidator's Statement of Unpaid Dividend or Undistributed Assets under Sec.555 read with rule 335 [Companies (Court) Rules] - Form 154	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
16			Declaration of Solvency embodying a statement of assets and liabilities - Rule 313 [Companies (Court) Rules] - Form 159	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
17			Return of final winding up meeting (Members voluntary winding up)- Rule 331 [Companies (Court) Rules] - Form 149	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
18			Return of final winding up meeting (Creditors voluntary winding up) - Rule 331 [Companies (Court) Rules] - Form 157	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
19			Return of final winding up meeting (Creditors voluntary winding up) - Rule 331 [Companies (Court) Rules] - Form 158	As per old rules and act.	As per old rules and act.	Radio button active in new Form GNL.2
20			Other documents	No Section	No Section	Radio button active in new Form GNL.2



From the Government

21	24A	RD.1	Application to RD for approval for entering into contract	Deleted	Deleted	No provision exists in new act, hence option is disabled in new form RD.1 (24A)
22			Application to RD for appointment of auditor	Deleted	Deleted	No provision exists in new act, hence option is disabled in new form RD.1 (24A)
23			Application to RD for Issue of license under section 8	8(1) and 8(5)	2	New form prescribed
24			Application to RD for removal of auditor	139, 142	10	New form prescribed
25			Application to RD for rectification of name	16	2	New form prescribed
26			Application to RD - Others	No Section	No Section	New form prescribed
27	24AAA	RD.2	Form for filing petitions to Central Government (Regional Director) for shifting of registered office of the company from one State to another under section 17	13(4)	2	New form INC.23 prescribed, hence radio button is disabled in Form RD.2
28			Form for filing petitions to Central Government (Regional Director) under section 18	Deleted	Deleted	No provision exists in new act, hence option is disabled in new form RD.2 (24AAA)
29			Form for filing petitions to Central Government (Regional Director) under section 19	Deleted	Deleted	No provision exists in new act, hence option is disabled in new form RD.2 (24AAA)
30			Form for filing petitions to Central Government (Regional Director) for condonation of delay in filing charge forms under section 141	87	6	New form prescribed
31			Form for filing petitions to Central Government (Regional Director) under section 188	Deleted	Deleted	Rule is not prescribed, hence option is disabled in new form RD.2 (24AAA)
32	65	CG.1	Application for extension of time for repayment of deposits	Deleted	Deleted	Rule is not prescribed, hence option is disabled in new form CG.1 (65)
33			Information and explanation on reservations and qualification contained in the cost audit report by a company pursuant to section 233B(7) of the Companies Act, 1956	Deleted	Deleted	Rule is not prescribed, hence option is disabled in new form CG.1 (65)
32			Application - Others	No Section	No Section	New form prescribed

05

Alterations to Schedule II to the Companies Act, 2013

[Issued by the Ministry of Corporate Affairs vide Notification No. GSR 237 (E) dated 31.3.2014 and published in the Gazette of India Extraordinary Part II Section 3 Sub – section (i) dated 31.3.2014.]

In exercise of the powers conferred by sub-section (2) of Section 123 read with sub-sections (1) of Section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following alterations to Schedule II to the said Act, namely:-

I. In Schedule 11, – '

I part A, in para 3, for sub-paragraphs (i) to (iii), the following sub-paragraphs shall be substituted, namely:-

- (i) The useful life of an asset shall not be longer than the useful life specified in Part 'C' and the residual value of an asset shall not be more than five per cent of the original cost of the asset:

Provided that where a company uses a useful life or residual value of the asset which is different from the above limits, justification for the difference shall be disclosed in its financial statement.

- (ii) For intangible assets, the provisions of the accounting standards applicable for the time being in force shall apply, except in case of intangible assets (Toll Roads) created under 'Build, Operate and Transfer', 'Build, Own, Operate and Transfer' or any other form of public private partnership route in case of road projects. Amortisation in such cases may be done as follows:-

- (a) Mode of amortization



$$\text{Amortization Rate} = \frac{\text{Amortization Amount}}{\text{Cost of Intangible Assets (A)}} \times 100$$

$$\text{Amortisation Amount} = \text{Cost of Intangible Assets (A)} \times \frac{\text{Actual Revenue for the year (B)}}{\text{Projected Revenue from Intangible Asset (till the end of the concession period) (C)}}$$

(b) Meaning of particulars are as follows:-

Cost of Intangible Assets (A) = Cost incurred by the company in accordance with the accounting standards.

Actual Revenue for the year (B) = Actual revenue (Toll Charges) received during the accounting year.

Projected Revenue from Intangible Asset (C) = Total projected revenue from the Intangible Assets as provided to the project lender at the time of financial closure /agreement.

The amortisation amount or rate should ensure that the whole of the cost of the intangible asset is amortised over the concession period.

Revenue shall be reviewed at the end of each financial year and projected revenue shall be adjusted to reflect such changes, if any, in the estimates as will lead to the actual collection at the end of the concession period.

(c) Example:-

Cost of creation of Intangible Assets : Rs. 500 Crores
Total period of Agreement : 20 Years
Time used for creation of Intangible Assets : 2 Years
Intangible Assets to be amortised in : 18 Years

Assuming that the Total revenue to be generated out of Intangible Assets over the period would be Rs. 600 Crores, in the following manner:-

Year No	Revenue (in Rs. Crores)	Remarks
Year 1	5	Actual
Year 2	7.5	Estimate *
Year 3	10	Estimate *
Year 4	12.5	Estimate *
Year 5	17.5	Estimate *
Year 6	20	Estimate *
Year 7	23	Estimate *
Year 8	27	Estimate *
Year 9	31	Estimate *
Year 10	34	Estimate *
Year 11	38	Estimate *
Year 12	41	Estimate *

Year 13	46	Estimate *
Year 14	50	Estimate *
Year 15	53	Estimate *
Year 16	57	Estimate *
Year 17	60	Estimate *
Year 18	67.5	Estimate *
Total	600	

*will be actual at the end of financial year.

Based on this the charge for first year would be Rs. 4.16 Crore (approximately) (i.e. Rs5/Rs. 600 x Rs. 500 Crores) which would be charged to profit and loss and 0.83% (i.e. Rs. 4.16 Crore/ Rs. 500 Crore x 100) is the amortisation rate for the first year.

Where a company arrives at the amortisation amount in respect of the said Intangible Assets in accordance with any method as per the applicable Accounting Standards, it shall disclose the same."

(2) in Part 'C', in para 5, in item IV, in sub-item (i), for clause (b), the following clause shall be substituted, namely:-

"(b) continuous process plant for which no special rate has been prescribed under (ii) below [NESD] 25 years".

(3) under the heading 'Notes', appearing after Part 'C' paragraph 5 shall be omitted.

2. This notification shall come into force with effect from 01 April, 2014.

Renuka Kumar
Jt. Secy.

06 Nomenclature of various forms prescribed under the provisions of Companies Act, 2013 being notified

[Downloaded from MCA website: www.mca.gov.in]

In order to facilitate easy understanding of the e-forms being rolled out under the provisions of Companies Act, 2013 and Rules made thereunder, the stakeholders are hereby informed that unlike numbering of various forms under the Companies Act, 1956, forms under the new Act are mandatorily numbered alpha-numeric. Initial of forms is to be started with alphabet of two or three letters based on the subject of the Chapter, followed by serial number of the form. This will define the nature of the forms and would be easy to recognise.

There are total 29 chapters under the Companies Act, 2013. Chapters I and XXIII have been notified but no form is prescribed under these chapters. Following table is the summary of chapter wise nomenclature of forms



Sl no	Chapter No	Particulars of chapter	Form no start with	remarks
01	II	INCORPORATION OF COMPANY AND MATTERS INCIDENTAL THERETO	INC	Alphabet followed by numeric number
02	III	PROSPECTUS AND ALLOTMENT OF SECURITIES	PAS	
03	IV	SHARE CAPITAL AND DEBENTURES	SH	
04	V	ACCETANCE OF DEPOSIT BY COMPANIES	DPT	
05	VI	CHARGES	CHG	
06	VII	MANAGEMENT AND ADMINISTRATION	MGT	
07	VIII	DECLARATION ANY PAYMENT OF DIVIDEND	DIV	
08	IX	ACCOUNTS OF COMPANIES	AOC	
09	X	AUDIT AND AUDITORS	ADT	
10	XI	APPOINTMENT AND QUALIFICATIONS OF DIRECTORS	DIR	
11	XII	MEETINGS OF BOARD AND ITS POWERS	MBP	
12	XIII	APPOINTMENT AND REMUNERATION OF PERSONNEL	MR	
13	XXI	COMPANIES AUTHORISED TO REGISTER UNDER THIS ACT	URC	
14	XXII	COMPANIES INCORPORATED OUTSIDE INDIA	FC	
15	XXIV	REGISTRATION OFFICES AND FEES	GNL	
16	XXVI	NIDHIS	NDH	
17	XXVIII	SPECIAL COURT	MAC	
18	XXIX	MEMORANDUM OF APPEAL	ADJ	
19	XXIX	MISCELLANEOUS	MSC	

The stakeholders are further informed that a separate roll out plan of chapter wise e-forms will be available on the website on or before 31/03/2014. For further details please visit Ministry website www.mca.gov.in.

07 Corrigenda

[Issued by the Ministry of Corporate Affairs vide Notification No. GSR 261(E) dated 31.3.2014 and Published in the Gazette of India Extraordinary Part II Section 3(i) dated 2.4.2014.]

In the notification of the Government of India in the Ministry of Corportae Affairs dated the 27th February, 2014 published in the gazette of India, Extraordinary, part II, Section 3, Sub-section (i) vide G.S.R. No. 130(E), dated the 28th February, 2014 at page 2, line 20 for “promoting preventive health care” read “promoting health care including preventive health care”.

Renuka Kumar
Jt. Secy.

08 Amendments to Schedule VII of the Companies Act, 2013

[Issued by the Ministry of Corporate Affairs vide Notification No. GSR 130(E) dated 27.2.2014 and published in the Gazette of India, Extraordinary Part II Section 3(i) dated 28.2.2014]

In exercise of the powers conferred by sub-section (1) of section 467 of the Companies Act, 2013 (18 of 2013), the Central Government hereby makes the following amendments to Schedule VII of the said Act, namely:-

- (1) In Schedule VII, for items (i) to (x) and the entries relating thereto, the following items and entries shall be substituted, namely:-

“(i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;

(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;

(iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;

(iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water;



- (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
 - (vi) measures for the benefit of armed forces veterans, war widows and their dependents;
 - (vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
 - (viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
 - (ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
 - (x) rural development projects."
2. This notification shall come into force with effect from 1st April, 2014.

Renuka Kumar
Jt. Secy.

09 Establishment of Office of ROC cum OL at Bilaspur, Chhattisgarh

[Public Notice issued by MCA vide No. 1-11013/06/2011-Infra dated 5.3.2014]

Vide notification dated 13th November, 2011, Ministry of Corporate Affairs in exercise of the powers conferred by Sub-section (1) and (2) of Section 609 and Section 448 of the Companies Act, 1956 established the Office of Registrar of Companies-cum-Official Liquidator at Bilaspur having jurisdiction in the State of Chhattisgarh.

- 2. The Office of ROC-cum-OL Bilaspur would be functional with effect from 01.04.2014 at First Floor, Ashok Pingley Bhavan, Municipal Corporation, Nehru Chowk, Bilaspur (Chhattisgarh). Telephone Nos. of new Office are.. 07752 - 250092, 250093, 250094.
- 3. All stakeholders and other concerned Offices/Organizations are requested to note this and utilize the services of above office.

Anil Prashar
Under Secretary

10 Infrastructure facilities and submissions of periodic reports

[Issued by the SEBI vide No. CIR/IMD/FIIC/09/2014 dated 28.4.2014]

- 1. The SEBI (Foreign Portfolio Investors) Regulations, 2014 ("the Regulations") have been notified on January 07, 2014. Pursuant to the implementation of Foreign Portfolio Investor ("FPI") regime, SEBI approved Designated Depository Participants ("DDPs") would grant registration to FPIs on behalf of SEBI and also carry out other allied activities in compliance with Regulations and other guidelines, circulars, issued thereunder.
- 2. In order to ensure proper functioning of the FPI regime, it is imperative that DDPs should have adequate infrastructure facilities and appropriate systems and controls in place. Accordingly, it has been decided as follows:
 - 2.1. Segregation of activities: Every DDP shall maintain arms length distance from other businesses carried out by it such that:
 - a) the activities relating to its business as DDP is segregated from all other activities and is not influenced by its other activities;
 - b) its officers and employees engaged in carrying out functions of DDPs shall not be engaged in any other activity carried on by it and shall directly report to its chief compliance officer.
 - 2.2. Infrastructure: Every DDP shall have necessary infrastructure, including adequate office space, adequate and competent manpower and computer systems capability required to discharge its activities as DDP in compliance with Regulations and other guidelines, circulars, issued thereunder.
 - 2.3. Manual: Every DDP shall have a complete manual, setting out the systems and procedures to be followed for the effective and efficient discharge of its functions as DDPs.
 - 2.4. Monitoring of systems and controls: Every DDP shall have adequate mechanisms for the purposes of reviewing, monitoring and evaluating its controls, systems, procedures and safeguards. Further the DDPs shall carry out internal audits of their systems.
- 3. Submission of periodic reports to SEBI: Every DDP shall submit periodic reports as enclosed in the Annexure A to SEBI and such other reports as may be required by SEBI.
- 4. The provisions of this circular would be applicable upon commencement of the Foreign Portfolio Investor ("FPI") regime.



From the Government

5. This circular is issued in exercise of powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.
6. The circular is available on SEBI website at www.sebi.gov.in under the categories "Legal framework" and "information for - FII".

S. Madhusudhanan
Deputy General Manager

Annexure A

1. Monthly Report: The report pertaining to a month may be submitted by DDPs to SEBI by 10th of the following month in the format prescribed under:

A. Summary of the applications received and disposed during the Month

Name of the DDP	Application type *	Opening balance	Received during the month	Disposed during the month	Pending as on last day of month

* Indicate application type as

1. Fresh Registration and provide the detailed report as per the format A1
2. Continuance and provide the detailed report as per the format A2
3. Conversion and provide the detailed report as per the format A3
4. Miscellaneous such as surrender, permission of disinvestment, name change, Change of DDP/Custodian, Change in status of a Compliant jurisdiction etc and provide the detailed report as per the format A4

A.1. Detailed report on application for fresh registration received from FPI applicants

Sr. No.	Name of the DDP	Name of the applicant	Category of the applicant	Application date	Application receipt date	Date of receipt of complete / last set of information / documents	Status (open, closed, in process, rejected)	Date of disposal	No. of days = (IG)	Registration no. if granted registration	Comments, if any
A.	B.	C.	D.	E.	F.	G.	H.	I.	J.	K.	L.

A.2. Detailed report on application for continuance of FPIs

Sr. No.	Name of the DDP	Name of the FPI	Registration number	Registration validity date	Application date	Application receipt date	Date of receipt of complete / last set of information / documents	Status (open, closed, in process, rejected)	Date of disposal	Comments, if any

A.3. Detailed report on application for conversion to FPIs

Sr. No.	Name of the DDP	Name of the Applicant	Indicate whether FII/ SA/ QFI	Registration number as FII/SA	Registration validity date	Application date	Application receipt date	Date of receipt of complete / last set of information / documents	Status (open, closed, in process, rejected)	Date of disposal	FPI registration number	Comments, if any

A.4. Detailed report on Miscellaneous applications submitted by FPIs

Sr. No.	Name of the DDP	Miscellaneous application (indicate type such as surrender, permission of disinvestment, name change, Change of DDP/ Custodian, Change in status of a Compliant jurisdiction etc.	Name of the FPI	Registration number	Registration validity date	Application date	Application receipt date	Date of receipt of complete / last set of information / documents	Status (open, closed, in process, rejected)	Date of disposal	Comments, if any



2. Annual Audit Report on internal controls: Every DDP shall carry out an annual review of its systems, procedures & controls by an expert. This review shall cover the systems and procedures being followed by them to meet its obligations towards its clients, regulators and other relevant bodies and compliance with the requirements of the regulations and circulars issued by SEBI. The DDPs shall furnish an annual audit report on its internal control for a particular calendar year within three months of the next year. Further, the DDPs shall also provide Action Taken Report, if any, on the audit report on a quarterly basis.

11 Revised guidelines for Liquidity Enhancement Scheme in the Equity Cash and Equity Derivatives Segments

[Issued by SEBI vide No. CIR/MRD/DP/14/2014 dated 23.4.2014]

1. SEBI vide circular CIR/DNPD/5/2011 dated June 02, 2011 and circular CIR/MRD/DP/14/2010 dated February 08, 2013 permitted stock exchanges to introduce liquidity enhancement schemes in the equity derivatives and equity cash segments to enhance liquidity in illiquid securities.
2. Based on the experience of stock exchanges in offering liquidity enhancement schemes in the equity cash and equity derivatives segments, and based on the discussions held in Secondary Market Advisory Committee, it has been decided to revise the framework for providing liquidity enhancement schemes as given below.
3. Introduction of liquidity enhancement schemes - The stock exchange may introduce liquidity enhancement schemes in equity cash and equity derivatives segments subject to the following:
 - 3.1. The scheme shall have the prior approval of the Stock Exchange's Board and its implementation and outcome shall be monitored by the Board at quarterly intervals.
 - 3.2. The scheme shall be objective, transparent, non-discretionary and non-discriminatory.
 - 3.3. The scheme shall specify the incentives available to the market makers / liquidity providers and such incentives may include discount in fees, adjustment in fees in other segments, cash payment or issue of shares, including options and warrants.
 - 3.4. The scheme shall not compromise market integrity or risk management.
- 3.5. The effectiveness of the scheme shall be reviewed by the stock exchange every six months and the stock exchange shall submit half-yearly reports to SEBI.
- 3.6. The scheme, including any modification therein or its discontinuation, shall be disclosed to the market atleast 15 days in advance.
- 3.7. Outcome of the scheme (incentives granted and volume achieved – market maker wise and security wise) shall be disseminated monthly.
- 3.8. The scheme shall comply with all the relevant laws.
4. Securities eligible for liquidity enhancement schemes - The stock exchange shall formulate it's own benchmarks for selecting the securities for liquidity enhancement with the broad objective of enhancing liquidity in illiquid securities.
 - 4.1. The stock exchanges shall introduce liquidity enhancement schemes on any security for a maximum period of three years. Once the scheme is discontinued, the scheme can be re-introduced on the same security provided it is less than the three year period since the introduction of scheme on that security.
 - 4.2. Further, a stock exchange may introduce liquidity enhancement schemes in securities where liquidity enhancement scheme has been introduced in another stock exchange. Such schemes cannot be continued beyond the period of liquidity enhancement schemes of the initiating stock exchange.
 - 4.3. The list of securities eligible for liquidity enhancement shall be disseminated to the market.
5. The incentives under liquidity enhancement schemes shall be transparent and measurable, and may take either of the following two forms:
 - 5.1. Discount in fees, adjustment in fees in other segments or cash payment - The incentives during a financial year shall not exceed 25% of the net profits or 25% of the free reserves of the stock exchange, whichever is higher, as per the audited financial statements of the preceding financial year.
 - 5.2. Shares, including options and warrants, of the stock exchange - The shares that may accrue on exercise of warrants or options, given as incentives under all liquidity enhancement scheme, during a financial year, shall not exceed 25% of the issued and outstanding shares of the stock exchange as on the last day of the preceding financial year. Further, the stock exchange shall ensure that this is in compliance with the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 at all times.



From the Government

6. Market integrity - The stock exchange shall ensure the following:
 - 6.1. The stock exchange shall have systems and defined procedures in place to monitor collusion between stock brokers indulging in trades solely for seeking incentives and prevent payment of incentives in such cases.
 - 6.2. Incentives shall not be provided for the trades where the counterparty is self, i.e., same Unique Client Code (UCC) is on both sides of the transaction.
 - 6.3. Any violations of clauses in this para shall be viewed most seriously.
7. Market maker / liquidity enhancer - The exchange shall prescribe and monitor the obligations of liquidity enhancers (liquidity provider, market-maker, maker-taker or by whatever name called)
 - 7.1. All market maker / liquidity enhancer orders / trades should be identifiable by the stock exchange.
 - 7.2. A conflict of interest framework shall be put in place by the stock exchange for the liquidity enhancement scheme. Such a framework shall provide for obligation on the part of the market maker / liquidity enhancer to disclose any conflict of interest while participating in the scheme. The same shall be disclosed by the stock exchange on their website.
8. This circular shall not be applicable to securities listed on SME Platform or SME Exchange.
9. This circular shall supersede earlier SEBI circulars viz. CIR/DNPD/5/2011 dated June 02, 2011 and CIR/MRD/DP/14/2010 dated February 08, 2013 on liquidity enhancement in the equity derivatives and equity cash segments.
10. Stock Exchanges are directed to:
 - 10.1. take necessary steps to put in place systems for implementation of the circular, including necessary amendments to the relevant byelaws, rules and regulations;
 - 10.2. bring the provisions of this circular to the notice of the stock brokers and also disseminate the same on its website;
 - 10.3. communicate to SEBI the status of implementation of the provisions of this circular.
11. This circular is being issued in exercise of powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.

Maninder Cheema
Deputy General Manager

12 Corporate Governance in listed entities - Amendments to Clauses 35B and 49 of the Equity Listing Agreement

[issued by SEBI vide No. CIR/CFD/POLICYCELL/2/2014 dated 17.4.2014]

1. Please refer to master circular No. SEBI/CFD/DIL/CG/2004/12/10 dated October 29, 2004 on Clause 49 of the Equity Listing Agreement.
2. The Companies Act, 2013 was enacted on August 30, 2013 which provides for a major overhaul in the Corporate Governance norms for all companies. The rules pertaining to Corporate Governance were notified on March 27, 2014. The requirements under the Companies Act, 2013 and the rules notified there under would be applicable for every company or a class of companies (both listed and unlisted) as may be provided therein. It has been decided to review the provisions of the Listing Agreement in this regard with the objectives to align with the provisions of the Companies Act, 2013, adopt best practices on corporate governance and to make the corporate governance framework more effective.
3. The full text of the revised Clause 35B of the Equity Listing Agreement is given in Part-A of the circular. The full text of the revised Clause 49 of the Equity Listing Agreement is given in Part-B of the circular.
4. Applicability
 - 4.1 The revised Clause 49 would be applicable to all listed companies with effect from October 01, 2014. However, the provisions of Clause 49(VI)(C) as given in Part-B shall be applicable to top 100 listed companies by market capitalisation as at the end of the immediate previous financial year.
 - 4.2 The provisions of Clause 49(VII) as given in Part-B shall be applicable to all prospective transactions. All existing material related party contracts or arrangements as on the date of this circular which are likely to continue beyond March 31, 2015 shall be placed for approval of the shareholders in the first General Meeting subsequent



to October 01, 2014. However, a company may choose to get such contracts approved by the shareholders even before October 01, 2014.

- 4.3 For other listed entities which are not companies, but body corporate or are subject to regulations under other statutes (e.g. banks, financial institutions, insurance companies etc.), the Clause 49 will apply to the extent that it does not violate their respective statutes and guidelines or directives issued by the relevant regulatory authorities. The Clause 49 is not applicable to Mutual Funds.
- 4.4 The revised Clause 35B would be applicable to all listed companies and the modalities would be governed by the provisions of Companies (Management and Administration) Rules, 2014. Circular No. CIR/CFD/DIL/6/2012 dated July 13, 2012 stands amended to that extent.
5. The monitoring cell formed by the Stock Exchanges in terms of Circular No. CIR/CFD/POLICYCELL/13/2013 dated November 18, 2013 shall also monitor the compliance with the provisions of the revised Clause 49 on corporate governance for all listed companies. The cell shall ascertain the adequacy and accuracy of disclosures in the quarterly compliance reports received from the companies and shall submit a consolidated compliance report to SEBI within 60 days from the end of each quarter.
6. The above listing conditions are specified in exercise of the powers conferred under Section 11 read with Section 11A of the Securities and Exchange Board of India Act, 1992. The said listing conditions should form part of the existing Equity Listing Agreement of the Stock Exchange.
7. All Stock Exchanges are advised to ensure compliance with this circular and carry out the amendments to their Listing Agreement as per Part-A and Part-B of this circular.
8. This master circular will supersede all other earlier circulars issued by SEBI on Clauses 35B and 49 of the Equity Listing Agreement.
9. This circular is available on SEBI website at www.sebi.gov.in in under the categories "Legal Framework" and "Issues and Listing".

Amit Tandon
Deputy General Manager

Enclosures*

Part-A: Clause 35B of the Equity Listing Agreement
Part-B: Clause 49 of the Equity Listing Agreement

* not reproduced here for want of space. For enclosures please log on to SEBI website :www.sebi.gov.in and then go to Circulars Section.

13 Establishment of Connectivity with both depositories NSDL and CDSL – Companies eligible for shifting from Trade for Trade Settlement (TFTS) to Normal Rolling Settlement

[issued by SEBI vide No. CIR/MRD/DP/ 13/2014 dated 15.4.2014]

1. It is observed from the information provided by the depositories that the companies listed in Annexure 'A' have established connectivity with both the depositories.
2. The stock exchanges may consider shifting the trading in these securities to normal Rolling Settlement subject to the following:
 - a) At least 50% of other than promoter holdings as per clause 35 of Listing Agreement are in dematerialized mode before shifting the trading in the securities of the company from TFTS to normal Rolling Settlement. For this purpose, the listed companies shall obtain a certificate from its Registrar and Transfer Agent (RTA) and submit the same to the stock exchange/s. However, if an issuer-company does not have a separate RTA, it may obtain a certificate in this regard from a practicing company Secretary/Chartered Accountant and submit the same to the stock exchange/s.
 - b) There are no other grounds/reasons for continuation of the trading in TFTS.
3. The Stock Exchanges are advised to report to SEBI, the action taken in this regard in the Monthly/Quarterly Development Report.

Maninder Cheema
Deputy General Manager

Annexure A

Sr. No.	Name of the Company	ISIN
1.	Panorama Capital Market Limited	INE866P01014
2.	Noble Polymers Limited	INE203Q01018
3.	Adarsh Mercantile Limited	INE673E01018
4.	Panafic Industrials Limited	INE655P01011
5.	Classic Global Finance and Capital Ltd.	INE854P01010
6.	Appu Marketing and Manufacturing Limited	INE649L01013
7.	Jackson Investments Limited	INE508N01017



14 Change in investment conditions / restrictions for FII/QFI investments in government debt securities

[issued by SEBI vide No. CIR/IMD/FIIC/8/2014 dated 7.4.2014]

- 1 Pursuant to the announcements made in the First Bi-monthly Monetary Policy Statement, 2014-15 dated April 1, 2014 by the Reserve Bank of India (RBI), it has been decided as follows:
- 2 FIIs/QFIs shall henceforth be permitted to invest only in dated government securities having residual maturity of one year or above.
- 3 Existing FII/QFI investments in T-Bills shall be allowed to taper off on maturity/sale. No further purchases in T-Bills shall be permitted. The investment limits vacated at the shorter end shall be available at longer maturities.
- 4 The overall Government Debt investment limit for FIIs/QFIs shall remain unchanged at US\$ 30 billion.
- 5 Accordingly the FII/QFI debt investment limits are as follows:

S. No.	Type of Instrument	Cap (USD bn)	Cap (INR Crore)	Remarks
1	Government Debt	20	99,546	Available on demand. Eligible investors may invest only in dated securities of residual maturity of one year and above, and existing investment in Treasury Bills will be allowed to taper off on maturity/sale
2	Government Debt	10	54,023	Available on demand for FIIs registered with SEBI as Sovereign Wealth Funds, Multilateral Agencies, Endowment funds, Insurance Funds, Pension Funds and Foreign Central Banks. Eligible investors may invest only in dated securities of residual maturity of one year and above.
3	Corporate Debt	51	244,323	Available on demand Eligible investors may invest in Commercial Papers only up to US\$ 2 billion within the limit of US\$ 51 billion
	Tatol	81	397,892	

This circular shall come into effect immediately. This circular is issued in exercise of powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992.

A copy of this circular is available at the web page "Circulars" on our website www.sebi.gov.in. Custodians are requested to bring the contents of this circular to the notice of their FII clients.

S Madhusudhanan
Deputy General Manager

15 Disclosures pertaining to Assets Under Management

[issued by SEBI vide No. CIR/IMD/DF/07/2014 dated 2.4.2014]

- I. Please refer to SEBI circular no. CIR/IMD/DF/05/2014 dated March 24, 2014 captioned 'Enhancing disclosures, investor education & awareness campaign, developing alternative distribution channels for Mutual Fund products, etc'. It has been decided that, in Para A of the aforementioned circular, the term 'Asset under Management (AUM)' shall be read as 'Monthly Average Asset under Management (Monthly AAUM)'. Accordingly, data to be disclosed as per the format at annexure A1 and A2 of the aforesaid circular shall be Monthly AAUM instead of AUM.
- II. This circular is issued in exercise of the powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act 1992, read with the provision of Regulation 77 of SEBI (Mutual Funds) Regulation, 1996 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.

Rajesh Gujar
Deputy General Manager

16 Margins for USD-INR contracts

[issued by SEBI vide No. CIR/MRD/DP/12/2014 dated 7.4.2014]

1. Vide circular CIR/MRD/DP/22/2013 dated July 08, 2013, SEBI in consultation with RBI had increased the initial margins and extreme loss margins by 100% for USD-INR contracts in the currency derivatives segment.
2. In partial modification to the aforementioned circular, it has now been decided to restore the margins for USD-INR contracts to pre July 08, 2013 rates.
3. Stock Exchanges are directed to:
 - a) take necessary steps to put in place systems for implementation of the circular, including necessary amendments to the relevant byelaws, rules and regulations; if any.
 - b) implement provisions of this circular with effect from April 15, 2014
 - c) bring the provisions of this circular to the notice of the trading members/clearing members and also disseminate the same on its website.



4. This circular is being issued in exercise of powers conferred under Section 11 (1) of the Securities and Exchange Board of India Act, 1992 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.

Maninder Cheema
Deputy General Manager

17 Commencement of Foreign Portfolio Investor ("FPI") regime.

[issued by SEBI vide No. CIR/IMD/FIIC/6/2014 dated 28.3.2014]

1. SEBI (Foreign Portfolio Investors) Regulations, 2014 ("the Regulations") have been notified on January 07, 2014. Subsequently, SEBI has issued Operational Guidelines for Designated Depository Participants ("DDPs") vide SEBI Circular No. CIR/IMD/FIIC/02/2014 dated January 8, 2014.
2. In terms of Regulation 47 (3) (c) of the Regulations, "the Board may continue to grant certificate of registration as a foreign institutional investor or sub-account under the Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995 till March 31, 2014 which may be extended upto June 30, 2014 by the Board".
3. In this regard, market participants have communicated to SEBI that they are still in process of putting in place necessary systems and procedures to discharge their assigned role effectively. Accordingly, they have sought an extension of time for implementation of the FPI regime.
4. Considering the representations of the market participants, it has now been decided as follows:

- a. The FPI regime shall commence with effect from June 01, 2014.
 - b. SEBI shall continue to accept all applications for registration of FIIs and Sub Accounts till May 31, 2014 provided such applications are complete in all respects.
 - c. SEBI shall continue to accept all applications for acknowledgment of fee till May 31, 2014, in respect of those FIIs and Sub Accounts whose fee validity is expiring on or before September 30, 2014 provided such applications are complete in all respects.
 - d. SEBI shall continue to accept all applications for miscellaneous requests till May 31, 2014 provided such applications are complete in all respects.
 - e. With effect from June 01, 2014, the DDPs shall accept all applications for registration, acknowledgment of fees, and miscellaneous requests.
 - f. Those Qualified Depository Participants (QDPs) who are deemed as DDPs under Regulation 11(1) of the Regulations may continue to open QFI accounts till May 31, 2014.
5. This circular is issued in exercise of powers conferred under Section 11(1) of the Securities and Exchange Board of India Act, 1992 to protect the interests of investors in securities and to promote the development of, and to regulate the securities market.
 6. The circular is available on SEBI website at www.sebi.gov.in in under the categories "Legal framework" and "information for - FII".

S.Madhusudhanan
Deputy General Manager

READERS' WRITE

The erstwhile Points of View column of Chartered Secretary has been re-captioned as Readers' Write. Members are invited to send in their queries and views for consideration for publication in this column for soliciting views/comments from other members of the Institute.

ICSI GRIEVANCE SOLUTIONS CELL

The Institute in its endeavour to improve the service delivery mechanism to the Members, Students and other stakeholders has established a Grievance Solutions Cell. Please send your grievance, if any, at

grievance.solutions@icsi.edu

CORRIGENDUM

The name of Ms. Vandana Periwal appearing on page 478 at S. No. 257 of the April 2014 issue of Chartered Secretary in the List of Licentiates who have been disintitiled to use the Descriptive Letters 'Licentiate – ICSI' be treated as deleted in view of her being admitted as an Associate on 30.8.2013.

The error is regretted.





News From the Institute



Members Admitted

S. No.	Name	Membership No.	Region
Fellows*			
1	SH. SAGHAN SRIVASTAVA	FCS - 7512	WIRC
2	MRS. RAJMATI M KATARIA	FCS - 7513	WIRC
3	SH. PARVESH KUMAR KHETERPAL	FCS - 7514	NIRC
4	SH. RITESH KUMAR JAIN	FCS - 7515	WIRC
5	SH. MANOJ SHARMA	FCS - 7516	NIRC
6	SH. AKHILESH KUMAR MISHRA	FCS - 7517	NIRC
7	MR. MANPREET SINGH	FCS - 7518	NIRC
8	SH. BRAHM PRAKASH KUMAR	FCS - 7519	NIRC
9	SH. SAMIR V RAVAL	FCS - 7520	WIRC
10	MR. ARUN KUMAR	FCS - 7521	NIRC
11	SH. ANANT KUMAR SINGH	FCS - 7522	NIRC
12	MS. SIMRAN KAUR	FCS - 7523	NIRC
13	SH. SANDIP SARKAR	FCS - 7524	EIRC
14	SH. GAGAN SINGHAL	FCS - 7525	NIRC
15	MR. ANIL PAUL	FCS - 7526	NIRC
16	SH. SIDDHARTHA MURARKA	FCS - 7527	EIRC
17	SH. MUNEESH GUPTA	FCS - 7528	NIRC
18	MR. JAYA KUMAR S	FCS - 7529	SIRC
19	MS. RUPANJANA DE	FCS - 7530	EIRC
20	MS. PREETI AGGARWAL	FCS - 7531	NIRC
21	MS. REENA MISHRA	FCS - 7532	NIRC
22	SH. ARUN PRATAP SINGH	FCS - 7533	NIRC
23	SH. MANOJ KUMAR ISHWAR	FCS - 7534	NIRC
24	SH. DAMODAR H SEJPAL	FCS - 7535	WIRC
25	SH NITESH KUMAR SINHA	FCS - 7536	NIRC
26	SH. SUDHAKAR JHA	FCS - 7537	NIRC
27	MR. RAJIB MOHANTY	FCS - 7538	EIRC
28	MS. DEEPALI BHATT	FCS - 7539	NIRC
29	SH. JAGDISH KUMAR AKHANI	FCS - 7540	WIRC
30	SH. SANJAY MISHRA	FCS - 7541	NIRC

31	SH. JITESH GROVER	FCS - 7542	NIRC
32	SH. KAILASH CHANDRA PANDA	FCS - 7543	EIRC
33	SH. GAURAV VESASI	FCS - 7544	WIRC
34	MS. KADAMBARI MANISH DAVE	FCS - 7545	WIRC
35	MS ANSHU AGARWAL	FCS - 7546	NIRC
36	SH NIRAJ KUMAR BANSAL	FCS - 7547	WIRC
37	SH. AKSHAY CHANDRAKANT AUTI	FCS - 7548	WIRC
38	MS. SMITA JAJU	FCS - 7549	WIRC
39	SH. MANISH SARAF	FCS - 7550	EIRC

ASSOCIATES**

1	MS. ARTI BOTHRA	ACS - 35234	EIRC
2	MS. BHARTI GARG	ACS - 35235	NIRC
3	MS. RUCHI SINGH	ACS - 35236	NIRC
4	MS. KAMINI GUPTA	ACS - 35237	NIRC
5	MR. SATISH	ACS - 35238	NIRC
6	MS. ANSHITA JAIN	ACS - 35239	NIRC
7	MR. ANIL YADAV	ACS - 35240	NIRC
8	MR. SANJEEV SAXENA	ACS - 35241	NIRC
9	MR. VIJAYASARATHY	ACS - 35242	SIRC
10	MS. RAMANI S	ACS - 35243	SIRC
11	MRS. ANITA GANESAN IYER	ACS - 35244	WIRC
12	MS. DHIRUMA DHARMESH PARONIGAR	ACS - 35245	WIRC
13	MR. PRATIK PRADIP DHURI	ACS - 35246	WIRC
14	MR. AJINKYA PANDURANG BAGADE	ACS - 35247	WIRC
15	MS. DIMPLE MANEK SHAH	ACS - 35248	WIRC
16	MR. MAYUR MALU MORE	ACS - 35249	WIRC
17	MR. DESAI MANTHAN PRAKASH	ACS - 35250	WIRC
18	MS. APEXA SATISH CHITALIA	ACS - 35251	WIRC
19	MS. RIDDHI MAHENDRA SONI	ACS - 35252	WIRC
20	MS. ISHA DEEPAK SHAH	ACS - 35253	WIRC
21	MR. VIKRAM KARYANI	ACS - 35254	WIRC
22	MS. VRUNDA JAYSUKH DHANESHA	ACS - 35255	WIRC
23	MS. NIHARIKA NANDKIHORSOR GHATGE	ACS - 35256	WIRC
24	MS. PAYAL SINGH GAUTAM	ACS - 35257	WIRC
25	MS. STUTI AGRAWAL	ACS - 35258	NIRC
26	MR. SANJIB DAS	ACS - 35259	EIRC
27	MS. HARISHA SWAPNIL SHAH	ACS - 35260	WIRC
28	MR. DIPANKAR DAS	ACS - 35261	NIRC
29	MR. SOMEN SAHA	ACS - 35262	EIRC
30	MS. ANKITA	ACS - 35263	EIRC
31	MS. KHUSHBU MAHESH RUPANI	ACS - 35264	EIRC
32	MR. ARPIT SHAH	ACS - 35265	EIRC
33	MS. PRIYAMVADA DIMRI	ACS - 35266	NIRC
34	MR. GORA JOSHI	ACS - 35267	NIRC
35	MR. SANJEEV	ACS - 35268	NIRC
36	MS. SWETA ABHISHEK	ACS - 35269	EIRC
37	MS. MEHIKA MISHRA	ACS - 35270	NIRC
38	MR. SIYA RAM	ACS - 35271	NIRC
39	MR. GAURAV RUSTAGI	ACS - 35272	NIRC
40	MR. SUNNY	ACS - 35273	NIRC

*Admitted on 20th March, 31st March, 1st April and 10th April, 2014.

**Admitted on 20th March, 31st March, 1st April, 7th April, 10th April and 15th April, 2014.



41	MR. SUMIT	ACS -	35274	NIRC	92	MS. DIKSHA MAVI	ACS -	35325	NIRC
42	MS. TEJASWI KALRA	ACS -	35275	NIRC	93	MS. RITIKA KAMBOJ	ACS -	35326	NIRC
43	MR. ANUJ SOOD	ACS -	35276	NIRC	94	MR. DEEPAK KUMAR	ACS -	35327	NIRC
44	MR. VAIBHAV SHARMA	ACS -	35277	NIRC	95	MS. GEETANJLI AGGARWAL	ACS -	35328	NIRC
45	MR. SUDHEER REDDY GUNDU	ACS -	35278	SIRC	96	MS. UPASNA	ACS -	35329	NIRC
46	MS. G KRISHNA PRIYA	ACS -	35279	SIRC	97	MS. BHARTI JAIN	ACS -	35330	NIRC
47	MS. AAKANKSHA GARG	ACS -	35280	NIRC	98	MS. NEHA ISRANI	ACS -	35331	NIRC
48	MR. AVADHESH YASHODHAR VAKIL	ACS -	35281	WIRC	99	MS. MONIKA JAIN	ACS -	35332	NIRC
49	MS. PRANITI PORWAL	ACS -	35282	WIRC	100	MR. MAYANK BATRA	ACS -	35333	NIRC
50	MS. DISHI AGRAWAL	ACS -	35283	WIRC	101	MS. MONICA TANWAR	ACS -	35334	NIRC
51	MR. VIBHAV RANADE	ACS -	35284	WIRC	102	MR. PROSENJEET ROY	ACS -	35335	NIRC
52	MR. SHRIPRASAD PISE	ACS -	35285	WIRC	103	MR. VIVEK KESHAV HEGDE	ACS -	35336	SIRC
53	MS. SUPRIYA AGARWAL	ACS -	35286	WIRC	104	MS. SAHANA SAVITRI B	ACS -	35337	SIRC
54	MR. MEGHARAJ SADANAND YANGALI	ACS -	35287	WIRC	105	MR. SUYOG SURESH KABRA	ACS -	35338	WIRC
55	MS. SUSHMITA BOSE	ACS -	35288	EIRC	106	MS. JAGRUTI JOSHI	ACS -	35339	WIRC
56	MS. PRIYANKA MUDGIL	ACS -	35289	NIRC	107	MS. RUTUJA DILEEP GOHAD	ACS -	35340	WIRC
57	MS. PRACHI JAIN	ACS -	35290	NIRC	108	MR. NITESH MALL	ACS -	35341	WIRC
58	MR. SHLOK ANKIT	ACS -	35291	EIRC	109	MS. RITU TIWARI	ACS -	35342	WIRC
59	MR. PARDEEP SINGH NEGI	ACS -	35292	NIRC	110	MS. BHAGYASHRI DESAI	ACS -	35343	WIRC
60	MR. SHUBHAM JAIN	ACS -	35293	NIRC	111	MS. DEEPAL KHANDELWAL	ACS -	35344	WIRC
61	MS. SWATI GUPTA	ACS -	35294	NIRC	112	MR. VIPIN TYAGI	ACS -	35345	NIRC
62	MR. SIMRAN PREET CHAWLA	ACS -	35295	NIRC	113	MR. ATUL KUMAR MISHRA	ACS -	35346	NIRC
63	MS. UMA	ACS -	35296	NIRC	114	MS. TRIPTI JAIN	ACS -	35347	WIRC
64	MR. SACHIN KHURANA	ACS -	35297	NIRC	115	MR. NITESH SINHA	ACS -	35348	EIRC
65	MS. RAJNI KOHLI	ACS -	35298	NIRC	116	MR. RAJESH SETHI	ACS -	35349	NIRC
66	MR. NITIN GUPTA	ACS -	35299	NIRC	117	MR. RAJAN SINGH	ACS -	35350	EIRC
67	MR. VANEET KUMAR SINGLA	ACS -	35300	NIRC	118	MR. DEEPANSHU AGRAWAL	ACS -	35351	NIRC
68	MS. KUMUD SHARMA	ACS -	35301	NIRC	119	MR. NIPUN BALDUA	ACS -	35352	NIRC
69	MS. ANU RAJPUT	ACS -	35302	NIRC	120	MR. BHUSHAN TAMBE	ACS -	35353	WIRC
70	MS. KOMAL	ACS -	35303	NIRC	121	MR. RAHUL KUMAR	ACS -	35354	NIRC
71	MS. NITASHA LOOMBA	ACS -	35304	NIRC	122	MR. SAURAV SHARMA	ACS -	35355	NIRC
72	MR. RAJEEV RAWAT	ACS -	35305	NIRC	123	MS. NEETU SHARMA	ACS -	35356	NIRC
73	MS. INDU HAMBIGE SUNDARESH	ACS -	35306	SIRC	124	MR. PARTH PATEL	ACS -	35357	NIRC
74	MS. PRERNA MAHESHWARI	ACS -	35307	SIRC	125	MR. GAURAV VASHISTHA	ACS -	35358	NIRC
75	MS. MIHIKA KAUSHIKBHAI PATEL	ACS -	35308	WIRC	126	MS. SHIVANI SURANA	ACS -	35359	NIRC
76	MS. KOMAL HEMANT SHAH	ACS -	35309	WIRC	127	MS. SHWETA	ACS -	35360	NIRC
77	MS. APURVA HEMANT VINOD	ACS -	35310	WIRC	128	MR. SHIVANK ARORA	ACS -	35361	NIRC
78	MS. SURABHI NAGARAJ	ACS -	35311	WIRC	129	MR. DINESH KUMAR	ACS -	35362	NIRC
79	MR. ABHISHEK JAIN	ACS -	35312	WIRC	130	MS. ISHA BHATIA	ACS -	35363	NIRC
80	MS. SHRUTI CHINIWAR	ACS -	35313	WIRC	131	MR. RATAN LAL KHICHAR	ACS -	35364	NIRC
81	MR. SANKETH T G	ACS -	35314	SIRC	132	MS. SHRUTI KAPOOR	ACS -	35365	NIRC
82	MR. VIVEK SAH	ACS -	35315	NIRC	133	MS. DRISHTI AGARWAL	ACS -	35366	NIRC
83	MS. RASHMI CHAUDHARY	ACS -	35316	NIRC	134	MR. DEEPAK JIJO	ACS -	35367	SIRC
84	MR. SHUBHAM JAIN	ACS -	35317	WIRC	135	MR. RANJITH KUMAR SHETTY	ACS -	35368	SIRC
85	MR. PREET DEEP SINGH	ACS -	35318	NIRC	136	MS. KIRTI SHRIRAM MODAK	ACS -	35369	WIRC
86	MS. ANJALI JAIN	ACS -	35319	EIRC	137	MR. VYOM ARORA	ACS -	35370	WIRC
87	MS. DEBAHUTI SHARMA	ACS -	35320	NIRC	138	MS. SHIVANI AJAY SAHASRABUDDHE	ACS -	35371	WIRC
88	MR. RAJAT KRISHNA LAL	ACS -	35321	NIRC	139	MS. KARISHMA VIJAY PATEL	ACS -	35372	WIRC
89	MR. ABHISHEK SINHA	ACS -	35322	NIRC	140	MS. KIRTI M SAWANT	ACS -	35373	WIRC
90	MS. BHAVYA SEHRA	ACS -	35323	NIRC	141	MR. AVS PRASAD	ACS -	35374	SIRC
91	MR. PRAKASH RAWAT	ACS -	35324	NIRC	142	MR. AMIT SINGLA	ACS -	35375	NIRC



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145	MS. SWATI GUPTA	ACS -	35378	EIRC	196	MR. Koushik RANJAN SAHA	ACS -	35429	EIRC
146	MR. HITEN GOEL	ACS -	35379	NIRC	197	MR. PRASENJIT DAS	ACS -	35430	EIRC
147	MR. ANU SHARMA	ACS -	35380	NIRC	198	MS. NEHA SETHIA	ACS -	35431	EIRC
148	MS. RASHMI	ACS -	35381	NIRC	199	MS. PUNAM SONI	ACS -	35432	EIRC
149	MR. N V K RAO	ACS -	35382	NIRC	200	MR. RAJAN KUMAR GUPTA	ACS -	35433	EIRC
150	MR. DEEPAK SHARMA	ACS -	35383	NIRC	201	MR. ANAND CHANDAK	ACS -	35434	EIRC
151	MS. NIDHI SHARMA	ACS -	35384	NIRC	202	MS. RITU DAMANI	ACS -	35435	EIRC
152	MR. PRADEEP KUMAR	ACS -	35385	NIRC	203	MR. AJIT SINGH CHHILLER	ACS -	35436	NIRC
153	MS. SNEHA NAGORI	ACS -	35386	NIRC	204	MR. BHARAT	ACS -	35437	NIRC
154	MS. NEETU YADAV	ACS -	35387	NIRC	205	MR. KESHAV RATHI	ACS -	35438	NIRC
155	MR. SHANKAR KUMAR JHA	ACS -	35388	NIRC	206	MS. POOJA PAREEK	ACS -	35439	SIRC
156	MS. JUHI GARG	ACS -	35389	NIRC	207	MS. SHRIDEVI NARASIMHARAO VUN-GARALA	ACS -	35440	WIRC
157	MS. RAGINI GAHLOT	ACS -	35390	NIRC	208	MR. PRATHAMESH ARVIND NAGARKAR	ACS -	35441	WIRC
158	MS. RIDHIMA AGGARWAL	ACS -	35391	NIRC	209	MS. ALKA PREM KUMAR GUPTA	ACS -	35442	WIRC
159	MS. NEHA SETHI	ACS -	35392	NIRC	210	MS. SNEHA SATISH SHELKE	ACS -	35443	WIRC
160	MS. ANKITA VINODBHAI DHAKAN	ACS -	35393	WIRC	211	MR. KIRAN PRAKASH JAIN	ACS -	35444	WIRC
161	MR. SAILENDRA KUMAR JHA	ACS -	35394	NIRC	212	MR. SUHAN YOGESH SHAH	ACS -	35445	WIRC
162	MS. SONIA MANORANJAN KHURANA	ACS -	35395	WIRC	213	MS. MINAZ MEHBOOB RAHEMANI	ACS -	35446	WIRC
163	MS. SAKSHI RAVI KHURANA	ACS -	35396	WIRC	214	MR. TARUN AGGARWAL	ACS -	35447	NIRC
164	MR. SHAH JAINAM NAVINCHANDRA	ACS -	35397	WIRC	215	MS. ARPITA SOMANI	ACS -	35448	EIRC
165	MR. OSTWAL HEMANT	ACS -	35398	NIRC	216	MR. RAJEEV KUMAR NAIN	ACS -	35449	NIRC
166	MR. ABHISHEK SAXENA	ACS -	35399	NIRC	217	MR. CHITTAM AVINASH REDDY	ACS -	35450	SIRC
167	MR. RAJESH KUMAR YADAV	ACS -	35400	EIRC	218	MS. SUNEETHA THAMMINEEDI	ACS -	35451	SIRC
168	MR. MONOJIT SEHRAWAT	ACS -	35401	NIRC	219	MR. MOHANA ANANDA REDDY SATTI	ACS -	35452	SIRC
169	MR. S RAMANATHAN	ACS -	35402	SIRC	220	MR. PALVAI VIKRAM REDDY	ACS -	35453	SIRC
170	MR. ANKITA MITTAL	ACS -	35403	EIRC	221	MS. JONNADA VAGHIRA KUMARI	ACS -	35454	SIRC
171	MS. NILOFER HASNAIN	ACS -	35404	NIRC	222	MS. RAMYA KULPAGUR	ACS -	35455	SIRC
172	MR. NIKHIL MIDHA	ACS -	35405	NIRC	223	MR. JAMEELU BABU KOLLA	ACS -	35456	SIRC
173	MS. RISHIKA MALHOTRA	ACS -	35406	NIRC	224	MS. RADHA DASARI	ACS -	35457	SIRC
174	MS. ANUBHA SHARMA	ACS -	35407	NIRC	225	MR. VIKRAM K MADDENNAVAR	ACS -	35458	SIRC
175	MS. RAJSHREE ROHITDAS GAIKWAD	ACS -	35408	WIRC	226	MS. MACHA GOUTHAMI	ACS -	35459	SIRC
176	MR. TANMAY PRADEEP BIDIKA	ACS -	35409	WIRC	227	MS. MONA RAJORA	ACS -	35460	SIRC
177	MR. A J VAIDYANATHAN	ACS -	35410	SIRC	228	MS. KAVITHA SOMAVARAPU	ACS -	35461	SIRC
178	MS. NAMITA SABARWAL	ACS -	35411	NIRC	229	MR. LOKESH KUMAR AGARWAL	ACS -	35462	SIRC
179	MS. PRAGYA CHHAWCHHARIA	ACS -	35412	EIRC	230	MR. KODE HEMACHAND	ACS -	35463	SIRC
180	MR. VISHAL DHONA	ACS -	35413	EIRC	231	MR. B VINAY DAYAL	ACS -	35464	SIRC
181	MR. RAJAT GUPTA	ACS -	35414	WIRC	232	MS. YAMINI DUDDALA	ACS -	35465	SIRC
182	MS. ALKA GOYAL	ACS -	35415	NIRC	233	MR. UMA MAHESHWARA RAO BANDARU	ACS -	35466	SIRC
183	MS. KHUSHBU SANKLECHA	ACS -	35416	WIRC	234	MR. SUBHASH NALAJALA	ACS -	35467	SIRC
184	MS. ANUPRIYA SINGH	ACS -	35417	NIRC	235	MS. RAJORA SONA	ACS -	35468	SIRC
185	MS. SHIKHA SHARMA	ACS -	35418	NIRC	236	MR. PALADUGU VENKATA SUBBA RAO	ACS -	35469	SIRC
186	MR. PRAMOD PREMCHAND GUPTA	ACS -	35419	WIRC	237	MS. MUDRA KUMAR THARAD	ACS -	35470	SIRC
187	MR. ANKIT MEDATWAL	ACS -	35420	WIRC	238	MR. KANKANALA SRIKANTH	ACS -	35471	SIRC
188	MS. MONICA VIJAYVRAGIYA	ACS -	35421	WIRC	239	MS. DEEPIKA KULKARNI	ACS -	35472	SIRC
189	MR. DEEPAK KUMAR GUPTA	ACS -	35422	NIRC	240	MS. BHARGAVI MEDISETTY	ACS -	35473	SIRC
190	MR. RAKESH KUMAR	ACS -	35423	NIRC	241	MR. IshwarDass	ACS -	35474	NIRC
191	MS. SONAL KUMARI BUPKYA	ACS -	35424	WIRC	242	MR. ANKIT PERIWAL	ACS -	35475	NIRC
192	MR. JAMSHED KOKAB KHAN	ACS -	35425	WIRC	243	MR. BIPIN VIVEK	ACS -	35476	NIRC
193	MR. SANJAY SINGAL	ACS -	35426	NIRC					



244	MS. APRAJITA AGRAWAL	ACS -	35477	EIRC
245	MR. SRINIVASA SARMA RANI	ACS -	35478	SIRC
246	MS. SWETA JOSHI	ACS -	35479	EIRC
247	MS. AMANPREET KAUR SEMBHI	ACS -	35480	EIRC
248	MS. NIKITA PURIA	ACS -	35481	EIRC
249	MS. KANIKA TALWAR	ACS -	35482	NIRC
250	MR. PANKAJ KUMAR	ACS -	35483	NIRC
251	MS. AKANSHA GUPTA	ACS -	35484	NIRC
252	MS. NIDHI THAWAL	ACS -	35485	NIRC
253	MS. DIVYA SHARMA	ACS -	35486	NIRC
254	MS. SURBHI AGARWAL	ACS -	35487	NIRC
255	MS. DEEPTI R	ACS -	35488	SIRC
256	MS. SHWETA SUDARSHAN KESARKAR	ACS -	35489	WIRC
257	MR. NISHIT KUMAR CHINUBHAI SANDHANI	ACS -	35490	WIRC
258	MR. HARDIK JITENDRA DESAI	ACS -	35491	WIRC
259	MR. VHORA NAHID AKHTAR ABDUL GAFAR	ACS -	35492	WIRC
260	MR. MANORANJAN BHUYAN	ACS -	35493	NIRC
261	MR. PARVEEN KUMAR GOYAL	ACS -	35494	NIRC
262	MS. RITU MAHAJAN	ACS -	35495	NIRC
263	MR. REGAN KAPOOR	ACS -	35496	NIRC
264	MR. NIKHIL THAKUR	ACS -	35497	NIRC
265	MR. SANKALP SHARMA	ACS -	35498	NIRC
266	MR. PUSHPENDER GIRI	ACS -	35499	NIRC
267	MS. NEHA KHURANA	ACS -	35500	NIRC
268	MS. PREETI YADAV	ACS -	35501	NIRC
269	MR. ANKIT SHRIVASTAVA	ACS -	35502	NIRC
270	MR. T VINOTH KUMAR	ACS -	35503	SIRC
271	MS. PAYAL SHARMA	ACS -	35504	WIRC
272	MR. ROHIT JITENDRA RAI	ACS -	35505	WIRC
273	MS. APARNA AVINASH DAREKAR	ACS -	35506	WIRC
274	MS. SEJAL TALAKSHI MARU	ACS -	35507	WIRC
275	MS. SAYALI DEVADATTA SHROTRI	ACS -	35508	WIRC
276	MS. SHAH KOMAL	ACS -	35509	WIRC
277	MS. SHAH KOMAL	ACS -	35509	WIRC
278	MR. LAKHAN SUKHDANI	ACS -	35510	WIRC
279	MR. SURENDER KUMAR HARSH	ACS -	35511	NIRC
280	MR. MUKESH TEKRIWAL	ACS -	35512	EIRC
281	MS. SWETA GOYAL	ACS -	35513	SIRC
282	MR. MAYANK NIGAM	ACS -	35514	NIRC
283	MS. TANVI PUNJANI	ACS -	35515	NIRC
284	MS. KOMAL BEHL	ACS -	35516	NIRC
285	MS. PRERNA KUMARI	ACS -	35517	WIRC
286	MS. NISHA SHARMA	ACS -	35518	NIRC
287	MR. AMARNADH KAMEPALLI	ACS -	35519	SIRC
288	MR. SUHAS M V	ACS -	35520	SIRC
289	MR. BHIMESWARA RAO APPANA	ACS -	35521	SIRC
290	MS. SREEPRIYA K	ACS -	35522	SIRC
291	MS. SWATI RAMACHANDRA HEGDE	ACS -	35523	SIRC
292	MR. PANDI MANOHAR REDDY	ACS -	35524	SIRC
293	MS. SHARWARI MAHENDRA DESHMUKH	ACS -	35525	WIRC

294	MS. RICHA PRADEEP AGRAWAL	ACS -	35526	WIRC
295	MS. KINJAL SUDHIR VYAS	ACS -	35527	WIRC
296	MS. GOPIKA SATYA PRAKASH VYAS	ACS -	35528	WIRC
297	MR. RAJESH KUMAR GUPTA	ACS -	35529	NIRC
298	MS. RASHIDA TAIYABIBHAI RATLAMWALA	ACS -	35530	WIRC

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2	Mr.Madan Gopal Vyas	FCS-2161	NIRC
3	Mr.Chandra Wadhwa	FCS-4076	NIRC
4	Mr.Vishal Garg	FCS-3643	NIRC
5	Mr.Kailash Chand Sharma	FCS-3286	NIRC
6	Mr.HansrajRathor	FCS-3591	SIRC
7	Mr. KPS Nair	FCS-1098	SIRC
8	Ms.Rachanalssar	FCS-5306	NIRC
9	Mr.BhupendraMaheshwari	FCS-6007	WIRC
10	Mr.Mahesh Kumar Natani	FCS-2512	WIRC
11	Ms.Shweta Sharma	FCS-6340	NIRC
12	Ms.Beena R Shah	FCS-5618	NIRC
13	Mr.Ashok Kumar Agarwal	FCS-2812	NIRC
14	Mr.Rajendra Kumar Salecha	FCS-2992	NIRC
15	Mr. B Satyanaryana	FCS-3990	SIRC
16	Mr.A James Chandramohan	FCS-2590	SIRC
17	Mr.Mukesh Kumar Gupta	FCS-2909	NIRC
18	Mr.Arun M Mehta	FCS-677	WIRC
19	Mr.Atul Vishal Sood	FCS-3611	NIRC
20	Mr.Gajanan C Deshmukh	FCS-6190	WIRC
21	Mr G Manoharan	FCS-4325	SIRC
22	Mr.Sharad Vaid	FCS-2663	NIRC
23	Mr.Sumanta Nayak	FCS-3412	NIRC
24	Mr.Rajesh Kumar Surana	FCS-6106	EIRC
25	Mr.DipankarRai	FCS-6332	WIRC
26	Mr.Krishan Arora	FCS-5100	NIRC
27	Mr.Rajesh Gupta	FCS-5319	NIRC
28	Ms.SGeetha	FCS-5050	SIRC
29	Mr.Manmay Kiran Kalyankar	ACS-29264	WIRC
30	Mr.Vinodchandra R Shah	ACS-493	NIRC
31	Mr.Vivek Goel	ACS-12927	EIRC
32	Mr.VikasKochhar	ACS-15076	WIRC
33	Mr.Nawal Kishore Verma	ACS-15231	EIRC
34	Mr.Santosh Kumar	ACS-17351	EIRC
35	Ms.UrviDilip Mehta	ACS-25677	WIRC
36	Mr.Rajesh Kumar Dua	ACS-6646	EIRC
37	Mr.Karthik Krishnan	ACS-23261	SIRC
38	Mr.K V Subramanyam	ACS-11828	SIRC
39	Mr. N G Badagandi	ACS-13163	SIRC
40	Mr. NarainKaRaamkumar	ACS-30593	SIRC
41	Mr. J C Sharma	ACS-6870	SIRC
42	Mr.SusshilDaga	ACS-27377	NIRC

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44 Ms. PratibhaAjeetKumbhat	ACS-26750	WIRC	95 Mr.SathianarayananHanumantharao	ACS-17882	SIRC
45 Mr.Naresh Kumar Aggarwal	ACS-10845	NIRC	96 Mr.Vikas Kumar Garg	ACS-16715	NIRC
46 Ms. BhartiKukreja	ACS-22586	NIRC	97 Mr.VVasudev	ACS-23195	NIRC
47 Ms.Vrushali P Eksambekar	ACS-25200	WIRC	98 Ms.Bhawna Gulati	ACS-23196	NIRC
48 Ms. Aditi Ashok Jain	ACS-28872	WIRC	99 Mr.ArjunDewan	ACS-11776	NIRC
49 Ms.AnjaliModgil	ACS-27089	NIRC	100 Mr.Neeraj Kumar Gupta	ACS-12040	NIRC
50 Mr.MiteshDhirajlalHaria	ACS-16575	WIRC	101 Mr.Swapan Kumar Dutta	ACS-14562	WIRC
51 Ms.Neha Aggarwal	ACS-29696	EIRC	102 Mr.AlokMathur	ACS-5900	NIRC
52 Mr.Deepak Kumar	ACS-23826	NIRC	103 Mr.Sanjeev Kumar Tiwari	ACS-20347	NIRC
53 Ms.HimaniNagdev	ACS-18506	NIRC	104 Mr.KalyanGhosh	ACS-10790	NIRC
54 Ms. Monika HardikPandya	ACS-19474	WIRC	105 Ms.MamtaMutreja	ACS-20724	NIRC
55 Ms.SonalSachdev	ACS-23358	WIRC	106 Ms.Hema Wadhwa	ACS-20480	NIRC
56 Mr. S Rajagopal	ACS-13191	WIRC	107 Mr.YMurali Krishna	ACS-16445	SIRC
57 Ms.TejalRamaiya	ACS-22472	WIRC	108 Mr.RohitMansukhani	ACS-19396	NIRC
58 Mr.Ashok Kumar Das	ACS-19979	SIRC	109 Ms.SujataSachinSheth	ACS-14727	WIRC
59 Ms. Komal Jolly	ACS-22020	NIRC	110 Ms.Swati Mittal	ACS-30371	NIRC
60 Mr. J P Bajpai	ACS-208	NIRC	111 Mr.Murailal Gupta	ACS-8490	WIRC
61 Mr.VenkataramanKrishnapasadh	ACS-7646	SIRC	112 Ms.Navneet Kaur Anand	ACS-24355	NIRC
62 Ms. Pooja Gupta	ACS-19094	NIRC	113 Mr.JSomeshwara Rao	ACS-5510	SIRC
63 Mr.Ajay Malhotra	ACS-9633	WIRC	114 Mr.PUdayaBhaskar	ACS-15408	SIRC
64 Ms.SonikaSubhashSunda	ACS-16065	WIRC	115 Mr.KrishnaRamchandran	ACS-12278	SIRC
65 Mr.RavindraYogeshShenoy	ACS-17723	WIRC	116 Mr.A V Satyanarayana	ACS-9830	SIRC
66 Ms.AnkitaJayeshkumarSarvaiya	ACS-28611	WIRC	117 Ms.Garima Aggarwal	ACS-32146	NIRC
67 Mr.Sunil S Kothare	ACS-3578	WIRC	118 Mr. R B Poplai	ACS-547	WIRC
68 Mr.Pankaj Kumar Killa	ACS-9897	EIRC	119 Mr.VarunSood	ACS-23031	NIRC
69 Mr.Vikash Kumar Sharma	ACS-23977	EIRC	120 Mr.Gaurav Aggarwal	ACS-19607	NIRC
70 Mr.GyanChordia	ACS-6864	WIRC	121 Ms.NitashaGhai	ACS-31799	NIRC
71 Mr.AbhayGebilal Gandhi	ACS-12947	WIRC	122 Mr.Shanker Bhatia	ACS-17152	NIRC
72 Ms.ParidhiBhargava	ACS-29190	SIRC	123 Ms.SariekaVerma	ACS-27150	NIRC
73 Ms.Monica Jain	ACS-11902	NIRC	124 Mr.AbdulHameed S	ACS-20968	NIRC
74 Mr.PankajKalani	ACS-10146	WIRC	125 Ms.SamanKausar	ACS-28943	NIRC
75 Mr.Rajesh Jain	ACS-25248	NIRC	126 Mr.Anand Prakash Pandey	ACS-17919	NIRC
76 Ms.MedhaDevadhar	ACS-26438	WIRC	127 Ms.Harpreet Kaur Kapoor	ACS-16096	NIRC
77 Ms.SeemaRatilalBulsara	ACS-26687	WIRC	128 Ms.Kanika Raj Singla	ACS-31564	NIRC
78 Mr.RamanjaneyuluKothapalli	ACS-26529	SIRC	129 Mr.Kewal Handa	ACS-5031	WIRC
79 Ms.Ruchi Agarwal	ACS-15094	NIRC	130 Mr.Abhishek Kumar Patni	ACS-23693	SIRC
80 Mr.ParveenMahajan	ACS-13271	NIRC	131 Ms.AmishaChaturvedi	ACS-30441	NIRC
81 Ms.Vandana Bansal	ACS-7857	NIRC	132 Mr.Dipak Kumar Singh	ACS-27575	EIRC
82 Ms.Surabhi Agarwal	ACS-9379	NIRC	133 Mr.SanjayKakra	ACS-14445	NIRC
83 Mr.ChintaSaiVidya	ACS-20371	SIRC	134 Mr.VivekSinghania	ACS-20011	EIRC
84 Ms.KavitaVedwal	ACS-29911	NIRC	135 Ms.PriyaChoudhary	ACS-27838	NIRC
85 Mr.Uttam Kumar Chouhan	ACS-18317	WIRC	136 Ms.PrabhaRohitMallya	ACS-15074	WIRC
86 Mr.VishalDilipbhai Shah	ACS-18641	WIRC	137 Ms.Gitanjali Khandelwal	ACS-19418	WIRC
87 Mr.Kapil R Acharya	ACS-18145	WIRC	138 Ms.Priya Chopra	ACS-23710	NIRC
88 Mr.Prakash N Nayak	ACS-7079	WIRC	139 Ms.GeethaSrinivasan	ACS-13548	SIRC
89 Mr.Vishal N Vora	ACS-16140	WIRC	140 Mr.NatarajanSubbaraman	ACS-6616	WIRC
90 Ms.Rupal Sinha	ACS-12476	NIRC	141 Ms.Monika Gupta	ACS-18660	NIRC
91 Mr.Chittaranjan Chakra	ACS-17797	NIRC	142 Mr.Neeraj Singhal	ACS-21385	NIRC
92 Ms.Shalini Malik	ACS-27980	NIRC	143 Ms.Heena Garg	ACS-29797	NIRC
93 Mr.ArunTalwar	ACS-13730	NIRC	144 Ms.NishaMandeepKhyalia	ACS-28886	SIRC



145 Ms.Nidhi Sharma	ACS-24152	NIRC
146 Ms.Savi Gupta	ACS-25260	NIRC
147 Mr.Vishwanath Pareek	ACS-22930	NIRC
148 Mr.RebalaBalarami Reddy	ACS-12072	SIRC
149 Mr.Anupam Krishna	ACS-10233	NIRC
150 Ms.Shweta Aggarwal	ACS-23938	NIRC
151 Ms.Priya Goel	ACS-22866	SIRC
152 Mr.Naveen Kumar Jain	ACS-19115	NIRC
153 Mr.ManishRustagi	ACS-18479	NIRC
154 Mr.Vimal Sharma	ACS-17573	NIRC
155 Mr.UmeshkumarVasantray Bhatt	ACS-18667	WIRC
156 Mr.Ajay V K	ACS-19729	NIRC
157 Mr.Dinesh Joseph Castellino	ACS-9588	WIRC
158 Ms.SudhaKhurana	ACS-8436	NIRC
159 Mr.Alok Gupta	ACS-19773	NIRC
160 Mr.AnujTuteja	ACS-14230	NIRC
161 Ms.Reena Felix Lewis	ACS-27124	WIRC
162 Mr.GaganKathuria	ACS-26161	NIRC
163 Ms.RashiVarshney	ACS-13027	NIRC
164 Mr.Gaurav Jain	ACS-16811	NIRC
165 Mr.Satish Chandra Pandey	ACS-20080	NIRC
166 Mr.Ankit Kothari	ACS-26125	NIRC
167 Mr.Sachin Kumar	ACS-31353	NIRC
168 Mr.JitinSadana	ACS-19351	NIRC
169 Ms.JyotiSachdeva	ACS-22176	NIRC
170 Mr.NeerajMudgal	ACS-22142	NIRC
171 Mr.Arun Kumar Yadav	ACS-14393	NIRC
172 Mr.RamakrishnaKamohjala	ACS-22413	SIRC
173 Mr.HimanshuSekhar Mohapatra	ACS-8499	WIRC
174 Mr.RJeyachandran	ACS-4315	SIRC
175 Mr.Sandeep Agarwal	ACS-6752	WIRC
176 Mr.Rajneesh Kumar Tripathi	ACS-16640	NIRC
177 Mr.Nikhilesh Kumar Verma	ACS-16306	NIRC
178 Mr.AkshatVikramPande	ACS-16569	NIRC
179 Mr.Harish Chandra Agarwal	ACS-4944	NIRC
180 Ms.GeetuLall	ACS-17858	NIRC
181 Ms.RupaRadhakrishnan	ACS-16870	NIRC
182 Ms.JuhiChaudhary	ACS-23342	NIRC
183 Mr.KunalRajpal	ACS-19683	NIRC
184 Mr.Vinod Kumar Kawatra	ACS-13683	NIRC
185 Mr.Virender Kumar Arora	ACS-19609	NIRC
186 Ms.Meghana Jain	ACS-17911	NIRC
187 Mr.Raj Kumar Yadav	ACS-13074	NIRC
188 Mr.Vikas Kumar	ACS-28967	NIRC
189 Mr.VKalidas	ACS-4799	WIRC
190 Ms.Gunjan Singh	ACS-23688	NIRC
191 Ms.Kanika Gupta	ACS-29219	NIRC
192 Mr.Pravesh Kumar Sharma	ACS-15830	NIRC
193 Ms.BindiyaThapliyal	ACS-16807	NIRC
194 Mr.G S Kurmi	ACS-11970	WIRC
195 Mr.VKothandaraman	ACS-9715	WIRC

196 Mr.VishnuRamchandraMurkar	ACS-24459	WIRC
197 Ms.Sarika Aggarwal	ACS-26146	NIRC

Certificate of Practice

S. No.	Name	Membership No.	Region
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ISSUED*

1	MRS. DIPTI BHAVIK DAVE	ACS - 26987	13012 WIRC
2	SH. ANURAG GANGRADE	ACS - 29651	13013 WIRC
3	MS. NUTAN KUMARI	ACS - 28483	13014 NIRC
4	MS. NIMISHA MADAN	ACS - 34097	13015 NIRC
5	SH. S KANNAN	FCS - 6261	13016 SIRC
6	MS. MADHUMITA SARKAR	ACS - 34848	13017 EIRC
7	MR. LAKSHIT BHATIA	ACS - 34707	13018 NIRC
8	MS. SIDDHI DHANDHARIA	ACS - 35042	13019 EIRC
9	MR. VAIBHAV ASHOKKUMAR GANDHI	ACS - 35062	13020 WIRC
10	MR. SIDHARTH YADAV	ACS - 35095	13021 NIRC
11	MR. NARAYANA DESAI	ACS - 35134	13022 SIRC
12	MS. USHA N	ACS - 35140	13023 SIRC
13	MS. KIRTI MODI	ACS - 35162	13024 WIRC
14	MR. ANUJ GUPTA	ACS - 31025	13025 NIRC
15	MS. DEEPALI MAHAJAN	ACS - 34592	13026 NIRC
16	SH VISHRAM NARAYAN PAN-CHPOR	ACS - 20057	13027 WIRC
17	MRS. BHAKTI TUSHAR KULKAR-NI	ACS - 20842	13028 WIRC
18	SH. DINESH SHIVNARAYAN BIRLA	ACS - 17968	13029 WIRC
19	MR. ISHAN JAIN	ACS - 29444	13032 WIRC
20	SH. K RAGHAVAN	FCS - 3230	13033 NIRC
21	MS. REEBA VARUGHESE	ACS - 24030	13034 SIRC
22	MR. PANKAJ KUMAR AGARWAL	ACS - 35173	13035 EIRC
23	MR. AKSHAT MAHESHWARI	ACS - 35021	13036 NIRC
24	MR. NITIN SHARMA	ACS - 35048	13037 NIRC
25	MR. JAIRAJ VIKAS VERMA	ACS - 35019	13038 NIRC
26	SH. V DEVARAJU	FCS - 6195	13039 SIRC
27	SH. GIRISH KUMAR GAKHAR	ACS - 27170	13040 NIRC
28	SH. SHYAM KRISHNA GARI-KAPATI	ACS - 22569	13041 SIRC
29	MRS. NISHITA MAYANK SANG-HVI	ACS - 28547	13042 WIRC
30	MS. SAYALEE LAXMAN KULKARNI	ACS - 34883	13043 WIRC
31	MR. SACHIN YADAV CHANDAN-SHIV	ACS - 28948	13044 WIRC
32	SH. BIJAY KUMAR JHA	ACS - 22275	13045 NIRC
33	MR. DEV MANI SHARMA	ACS - 27544	13046 NIRC
34	MRS. SONALI CHARUDATTA KULKARNI	ACS - 24300	13047 WIRC
35	MR. SAHIL GUPTA	ACS - 34548	13048 NIRC
36	MS. RAKHI BHATTACHARYA	ACS - 33989	13049 NIRC
37	MR. SHASHIKANT TIWARI	ACS - 28994	13050 NIRC

*Issued during the month of March, 2014.





News From the Institute

38	MR. TANVEER ILAHI	ACS -	35185	13051	NIRC
39	MRS. VIJAY LUXMI SARAWAGI	ACS -	35116	13052	WIRC
40	MR. VIJAY BAHADUR MOURYA	ACS -	34508	13053	NIRC
41	MS. NAMRATA SRIVASTAVA	ACS -	35188	13054	NIRC
42	MS. PREETI AGARWAL	ACS -	33465	13055	EIRC
43	MRS. RAJESHWARI MUKUNDAN	ACS -	34618	13056	SIRC
44	MS. ADITI PARDAL	ACS -	33216	13057	NIRC
45	SH. K C MISHRA	FCS -	1723	13058	WIRC
46	MS. DHARSHINI C	ACS -	23874	13059	SIRC
47	MRS. DIPASHREE ABHISHEK JOG	ACS -	30467	13060	WIRC
48	MS. K GANESAMMAL	ACS -	33506	13061	SIRC
49	MS. GAYATRI VIJAY PHATAK	ACS -	31794	13062	WIRC
50	MS. MENAKA A	ACS -	29975	13063	SIRC
51	MS. LAXMI AGARWAL	ACS -	35147	13064	EIRC
52	MR. RAVEENDRA BABU MAN-NEM	ACS -	34409	13065	SIRC
53	MS. NIKI BACHHAWAT	ACS -	34234	13066	NIRC
54	MR. BHAVIK KANTILAL SUDRA	ACS -	35227	13067	WIRC
55	MS. NIKITA SHEKHAR	ACS -	35158	13068	EIRC
56	MRS. REENA SACHIN PAREKH	ACS -	34606	13069	WIRC
57	MRS. KHUSHBOO UPADHYA	ACS -	35206	13070	NIRC
58	SH. ADOLPH JOHN D'SOUZA	FCS -	2438	13071	WIRC
59	MS. CHETNA HURIA	ACS -	33745	13072	NIRC
60	MS. LEELA K S	ACS -	31944	13073	SIRC
61	SH. SANDIP AMRATLAL MISTRY	ACS -	6548	13074	WIRC
62	MS. RANJANA HANDA	ACS -	30295	13075	NIRC
63	MS. UMA	ACS -	35296	13076	NIRC
64	MR. HARCHARAN J	ACS -	33394	13077	SIRC
65	MS. NIKITA GOEL	ACS -	34994	13078	NIRC
66	SH. SAT PARKASH GUPTA	ACS -	13563	13079	NIRC
67	MR. MEGHARAJ SADANAND YANGALI	ACS -	35287	13080	WIRC
68	MS. SMRITI RANI BAGLA	ACS -	35207	13081	EIRC
69	MS. VASUDHI GUPTA	ACS -	35179	13082	NIRC
70	MS. PRIYA	ACS -	34982	13083	NIRC
71	SH. AJAY KUMAR SHARMA	FCS -	5269	13084	NIRC
72	SH. RAVINDRA BAHADUR SINGH	FCS -	2530	13086	NIRC

CANCELLED*

1	MR. GAURAV SRIVASTAVA	ACS 32060	12469	NIRC
2	MR. CHALLAPALLI VARUN KUMAR	ACS 31280	11720	SIRC
3	MR. PAWAN KUMAR KU-MAWAT	ACS 25377	10829	NIRC
4	MS. RENUKA DEOVRAT MARATHE	ACS 32079	12652	WIRC
5	MR. NEERAJ MARWAHA	ACS 19143	8402	NIRC
6	MR. ASHOK KUMAR ARORA	FCS 4148	2851	NIRC
7	MS. PRIYANKA GULATI	ACS 34646	12921	NIRC
8	MRS. SUPRIYA SINDHWANI	ACS 20059	12645	NIRC
9	MRS. RASHMI GUPTA	ACS 21622	12114	SIRC
10	MR. T. JANARTHANAN	ACS 21635	11826	SIRC

*Cancelled during the month of March, 2014.

11	MS. DEEPIKA RATHORE	ACS 34331	12850	NIRC
12	MR. DEVENDRA KUMAR JAIN	ACS 31994	11899	WIRC
13	MR. YATISH BHARDWAJ	ACS 29932	10780	NIRC
14	MRS. NIDHI DEVESH BHATT	ACS 29073	11307	WIRC
15	MS. ASHMA MARWAH	ACS 17784	12689	NIRC
16	MS. SUNILA DEEPAK RAO	FCS 6486	9969	WIRC
17	MS. PADMA DANTURTHI	ACS 27090	11831	SIRC
18	MRS. SAPNA KHANDELWAL	ACS 19210	8786	NIRC
19	MR. SATISH SHARMA	ACS 28706	11435	WIRC
20	MR. SACHIN SHIVA KOTIAN	ACS 32374	12353	WIRC
21	MR. KMA NARAYANASWAMI	FCS 4662	7828	SIRC
22	MS. DIVYA ASIT HOSKOTE	ACS 20590	8757	WIRC
23	MS. SONIA ARORA	ACS 25863	13030	NIRC
24	MS. AMITA BALKESH VISH-WAKARMA	ACS 30793	12455	WIRC
25	MS. ANU SAHARAN	ACS 32514	12528	NIRC
26	MR. HEMANT VIJAY PANDYA	ACS 22765	10019	WIRC
27	MR. KAILASH CHANDRA PANDEY	ACS 26568	9030	NIRC
28	MS. REENA GUPTA	ACS 9851	11140	NIRC
29	MS. KAMINI SHARMA	ACS 33754	12684	NIRC
30	MS. POOJA SONI	ACS 34355	12758	WIRC
31	MR. DHAIRYAKUMAR MO-HANBHAI THAKKAR	ACS 31505	12338	WIRC
32	MS. S NIKITA ATTRI	ACS 31368	12203	SIRC
33	MR. SAQIB SUHAIL	ACS 33486	12499	NIRC
34	MS. NEHA GANDHI	ACS 30608	11980	WIRC
35	MR. GAUTAM BANDOPAD-HYAY	ACS 6048	5858	EIRC
36	MR. SAURABH AGRAWAL	ACS 32635	13031	NIRC
37	MR. PANKAJ KAMALAKAR PENDSE	ACS 30142	10946	WIRC
38	MR. HIMANSU SRIVASTAVA	ACS 32210	12090	NIRC
39	MS. PRITI GHOSH	ACS 22860	8186	SIRC
40	MR. S VENKATACHALAM	ACS 10246	2604	WIRC
41	MR. PUSHKAR DESHPANDSE	ACS 21259	12320	WIRC
42	MR. PRABHAT RANJAN	ACS 31916	11765	EIRC
43	MR. K V VENKATA RANGAN	FCS 934	404	SIRC

Licentiate ICSI

S. No.	Name	Membership No.	Region
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ADMITTED**

1	Mr. Utkarsh Kumar	6628	EIRC
2	Mr. B Rama Subramanian	6629	SIRC
3	Mr. ParasVardhamanGangwal	6630	WIRC
4	Mr. Jafar Ahmad Khan	6631	NIRC
5	Mr. Vignesh A	6632	SIRC
6	Ms. Sai Sudha V	6633	SIRC
7	Ms. P Lavanya	6634	SIRC
8	Mr. Ankit Jain	6635	NIRC
9	Mr. Amit Kocher	6636	NIRC

**Admitted during the month of March, 2014.



Company Secretaries Benevolent Fund

MEMBERS ENROLLED REGIONWISE AS LIFE MEMBERS OF THE
COMPANY SECRETARIES BENEVOLENT FUND



Region	LM No.	Name	Member Number	City
EIRC				
	1	10269 MR. SUMIT JAIN	ACS - 29309	HOWRAH
	2	10273 SH DILIP KU MAR OJHA	FCS - 7206	KOLKATA
	3	10299 MR. NITESH SINHA	ACS - 35348	KOLKATA
NIRC				
	4	10241 MR. HITESH KUMAR RATHI	ACS - 27709	BARMER
	5	10244 SH. RAJINDER PAL JOLLY	ACS - 6631	JALANDHAR CITY
	6	10249 MRS. RASHMI SAURAKHIA	FCS - 7510	GURGAON
	7	10252 MR. SUKHWINDER SINGH	ACS - 28990	NEW DELHI
	8	10256 MR. RAKESH BISHT	ACS - 31834	DELHI
	9	10259 MS. NISHA AGARWAL	ACS - 22732	JAIPUR
	10	10260 MR. AMIT AGARWAL	ACS - 28574	NEW DELHI
	11	10268 MS. REEMA JAIN	ACS - 25865	DELHI

Region	LM No.	Name	Member Number	City
	12	10272 SH. SUNIL KUMAR JAIN	ACS - 11223	DELHI
	13	10291 MR. ANIL PAUL	FCS - 7526	GHAZIABAD
	14	10295 MR. VIVEK SAH	ACS - 35315	BAGESHWAR
	15	10316 MR. KUNAL MADAN	ACS - 32429	FARIDABAD
	16	10321 MR. K V RADHAKRISHNAN	ACS - 35149	NOIDA
	17	10323 MR. MANISH KUMAR	ACS - 33859	NEW DELHI
	18	10327 MR. GAURAV GURNANI	ACS - 31596	NEW DELHI
SIRC				
	19	10236 SH. G M RAMAMURTHY	ACS - 11962	CHENNAI
	20	10238 MR. KALIRAJAN D	ACS - 33225	SIVAKASI
	21	10239 MR. HARISH R.	ACS - 26553	BANGALORE
	22	10240 SH. A ATHINARAYANAN	ACS - 12629	CHENNAI
	23	10242 SH. ANIL KUMAR G	ACS - 18030	THIRUVANANTHAPURAM
	24	10243 MR. LAKSHMI NARAYANA NALLURI	ACS - 34340	HYDERABAD

* Enrolled during the period from 21st March, 2014 to 20th April 2014.





News From the Institute

Company Secretaries Benevolent Fund – Members Enrolled

Region	LM No.	Name	Member Number	City
	25	10246 MR. MOHAMMED MUNEERALI T	ACS - 31059	MALAPPURAM
	26	10247 MR. AVS PRASAD	ACS - 35374	HYDERABAD
	27	10251 MR. JOSEPH CHERIYAN	ACS - 26524	CHENNAI
	28	10253 MR. BALA SUBRAMANIAN C	ACS - 32118	SIVAKASI
	29	10254 MS SUMITRA E	ACS - 20198	BANGALORE
	30	10255 MR. SONY C	ACS - 31412	ALAPUZHA
	31	10261 SH. KARUNAMOORTHY S	ACS - 27583	CHENNAI
	32	10262 MR. MOHD FASIH UZ ZAMAN	ACS - 30303	HYDERABAD
	33	10263 SH. MADHAVAN M K	ACS - 25989	CHENNAI
	34	10264 SH. J SRIDHAR	ACS - 5656	CHENNAI
	35	10265 MR. MOHAMMED IRFAN	ACS - 32512	HYDERABAD
	36	10266 MR. SARALA NARASAPPA	ACS - 28164	HYDERABAD
	37	10267 MR. VIJAYASARATHY	ACS - 35242	CHENNAI
	38	10271 MR. KOTA SRINIVAS	ACS - 34206	HYDERABAD
	39	10274 MR. MEHUL YOGESH SHAH	ACS - 31043	BANGALORE
	40	10275 SH. T RAJA	ACS - 14233	CHENNAI
	41	10277 MR. PALVAI VIKRAM REDDY	ACS - 35453	HYDERABAD
	42	10278 MR. UMA MAHESHWARA RAO BANDARU	ACS - 35466	VISAKHAPATNAM
	43	10279 MS. RADHA DASARI	ACS - 35457	MACHILIPATNAM
	44	10280 MR. KODE HEMACHAND	ACS - 35463	VISAKHAPATNAM
	45	10281 MR. LOKESH KUMAR AGARWAL	ACS - 35462	HYDERABAD
	46	10282 MS. KAVITHA SOMAVARAPU	ACS - 35461	GUNTUR
	47	10283 MS. MACHA GOUTHAMI	ACS - 35459	KARIMNAGAR
	48	10284 MS. YAMINI DUDELA	ACS - 35465	RAJAHMUNDRY
	49	10285 MS. RAMYA KULPAGUR	ACS - 35455	HYDERABAD
	50	10286 MS. JONNADA VAGHIRA KUMARI	ACS - 35454	HYDERABAD
	51	10287 SH. R BHASKARAN	FCS - 3072	CHENNAI
	52	10288 SH. C. K. SIVANANDAN PILLAI	FCS - 5224	TRIVANDRUM
	53	10289 MR. JAMEELU BABU KOLLA	ACS - 35456	VISAKHAPATNAM
	54	10292 MS. SUNEETHA THAMMINEEDI	ACS - 35451	HYDERABAD
	55	10293 MR. CHITTAM AVINASH REDDY	ACS - 35450	HYDERABAD
	56	10294 MS. BHARGAVI MEDISETTY	ACS - 35473	VIJAYAWADA
	57	10297 SH. K RAMAMURTHI	ACS - 622	SALEM
	58	10298 MS. PAMEELA PARUCHURI	ACS - 16047	HYDERABAD
	59	10300 SH. T ARUNA KUMAR	ACS - 12784	HYDERABAD

Region	LM No.	Name	Member Number	City
	60	10301 SH. MURALI KRISHNA GOTTIPATI	ACS - 18476	HYDERABAD
	61	10302 SH. JITENDER KALWANI	ACS - 13697	HYDERABAD
	62	10303 MR. JINESHWAR KUMAR SANKHALA	ACS - 21697	JEYPORE
	63	10304 SH. MOHIT GURJAR	ACS - 20557	HYDERABAD
	64	10305 MS. RAMA BANDARU	ACS - 19456	HYDERABAD
	65	10306 SH. MANJEET BUCHA	ACS - 15686	HYDERABAD
	66	10307 SH. L SRINIVAS	ACS - 18434	HYDERABAD
	67	10308 MS. GIRIJA BALA KOEDA	ACS - 19043	HYDERABAD
	68	10309 MS. BINDHU KILARI	ACS - 29174	HYDERABAD
	69	10310 MS. TANGIRALA LALITHA DEVI	ACS - 30222	SECUNDERABAD
	70	10311 SH DARA SHASHI RAJ	ACS - 20250	SECUNDERABAD
	71	10312 MS. SWARNA KUMARI PISPAI	ACS - 9366	HYDERABAD
	72	10313 MR. SAI KRISHNA NARLA	ACS - 34648	HYDERABAD
	73	10314 SH. SATHEESH RAO PONUGOTI	ACS - 22364	HYDERABAD
	74	10315 MR. SRINIVASA SARMA RANI	ACS - 35478	HYDERABAD
	75	10322 SH. SURJYA NARAYAN MISHRA	FCS - 6143	BANGALORE

WIRC

	76	10237 MS. PERILA BHUPENDRA SHETH	ACS - 29468	MUMBAI
	77	10245 MR. NITESH CHOUDHARY	ACS - 28511	INDORE
	78	10248 MS. ANUSREE RADHAKRISHNAN	ACS - 35377	THRISSUR
	79	10250 SH. NIMESH SHAH	ACS - 18457	AHMEDABAD
	80	10257 SH. KAILASH KANAYALAL SHARMA	ACS - 18931	MUMBAI
	81	10258 SH. AMITJIVAN NARENDRA JOSHI	FCS - 7160	MUMBAI
	82	10270 SH. RAKESH DHIRAJLAL SANGHANI	ACS - 17732	MUMBAI
	83	10276 SH. ANIL SHASHIKANT KETKAR	ACS - 24480	PUNE
	84	10290 SH. DEODATTA B PANDIT	ACS - 11465	MUMBAI
	85	10296 SH. SHAILESH KACHALIA	FCS - 1391	MUMBAI
	86	10317 SH. MUKESH MOHANLAL JETHANI	FCS - 5686	NAGPUR
	87	10318 MS. JACINTHA CASTELLINO JOHN	ACS - 33081	MUMBAI
	88	10319 SH. JITENDRA KUMAR KANKANI	ACS - 10514	MUMBAI
	89	10320 SH. CHETAN DEVIDAS SHAH	FCS - 5131	JUNAGADH
	90	10324 SH. SHISHIR AGARWAL	ACS - 21868	MUMBAI
	91	10325 MS. KUMUD HARSHAL WARADKAR	ACS - 29172	MUMBAI
	92	10326 MS. ARUNA ASHUTOSH NAIK	ACS - 25253	MUMBAI
	93	10328 MR. AMIT GIRISHKUMAR GOR	ACS - 29985	MUMBAI



DETAILS OF DONATIONS RECEIVED TO THE COMPANY SECRETARIES BENEVOLENT FUND DURING THE PERIOD 01.01.2014 TO 31.03.2014

S No	Name	Amount (Rs.)
1	Pune Chapter of WIRC of ICSI	7500
2	Indore Chapter of WIRC of ICSI	11000
Collected by Hyderabad Chapter of SIRC of ICSI: -		
3	B5 Corporation Private Limited	25000
4	Ahalada Rao V & Associates	5000
5	K Satya Nagu	1000
6	P. S. Rao & Associates	10000
7	R. Mohan	1000
8	Nekkanti S. R. V.V. Satyanarayana	1000
9	GMVDR & Associates	25000
10	Sateesh Gupta Konda	5000
11	S. Chidambaram	4000
12	Bhargavi Maheshuni	1500
13	K. Ramesh Babu	2000
14	Rahul Jain	2000
15	Sudheendra Putty	2000
16	SGP & Associates	10000
17	M. Siva Reddy	1000
18	Girajala Sathiraju	1000
19	K. Manoj Kumar	2000
20	C. H. Veeranjanyulu	5000
21	B. Venkatesh Babu	1000
22	PVD Bhavani	2000
23	Pameela Paruchuri	2500
24	Madhuri Himabindu	2000
25	Y. Sailaja	2000
26	Nagaraj Kumar Annabattula	2000
27	Janaki Seethamaboina	1000
28	Ramakrishna Gupta	30000
29	S Bala Chandra	3000
30	Suryanarayana S. V.	2014
31	Hari Priya S.	2000
32	T. N. Kannan	1000
33	S. S. Marthi	2500
34	Gopinath Surey	5000
35	D. V. K. Phanindra	1000
36	S. Venkata Ramana Reddy	1000
37	Ajay Srivastav	5000
38	P. Rajani	3500
39	Ravi & Subramanyams Co. Sec.	5000
40	I. V. Lakshmi	1000
41	Prabhakar Battula & Co.	5000
42	ESS Handicrafts	68000
43	K. Kotilingam	1000
44	Anil Kumar Voruganti	1000
45	D.V.M. Gopal	2000
46	Neha Agarwal	1000
47	Komal Marda & Associates	2500
48	Deevi Madhavi Latha	2000
49	Bijan Kumar Dash	1000
50	Issac Raj P. G.	5000
51	R. Ramesh Chandra	3000
52	L.V.V. Iyer	3000

S No	Name	Amount (Rs.)
53	Kuchimanchi Sudhamayi	1000
54	G. Ravi Kanth & Associates	2000
55	Narender & Associates	1000
56	Sudhindra Kumar	2000
57	B. S. Bhaskar	1000
58	Rajesh Jain	1000
59	Laxmi Narayana	2000
60	K. Ch. Venkat Reddy	2000
61	Dr. P.V.S. Jagan Mohan Rao	10000
62	Rashida Adenwala	2000
63	G. Raghubabu	1000
64	Vanaja	1000
65	Anand Sadashiv Rao	1000
66	Shalini Deen Dayal & Associates	2000
67	Venkata Rama Krishna Sagi	5000
68	R & A Associates	5000
69	Ajay Kishan	5000
70	Prashanth Kumar Jain Bothra	1000
71	B. Vishweswara Rao	1500
72	V. Phani Bhushan	2000
73	Melam Ram Pavan Kumar	1000
74	Nitin Jain	2000
75	V Seshu Murthy	3000
76	D Sri Manikya Ram	5000
77	A. S. Ram Kumar	2000
78	P. Sudharshan	1000
79	C. P. Narasimha Karthik	1000
80	C. Sharda Shastry	1000
81	Rajnish C Popat	5000
82	J. Krishna Murthy	2000
83	Sunil Kumar	5000
84	K. Malleshham	1000
85	T. Sandhya	1500
86	Vidhya Harikut	2000
87	S. Kavitha Rani	5000
88	P. Chiranjeevulu	2500
89	Y. V. Rao & Associates	1000
90	N. Anjaneyulu	5000
91	Pavana Srinivas V	2000
92	Sujath Bin Ali	3000
93	N. Anand Kumar	5000
94	B. Krishna Veni	2000
95	G. Mahesh	5000
96	S. Radhakrishna	1000
97	Vasudeva Rao Devaki	2500
98	Amrendra Jena	1000
99	K. Rajya Laxmi	1000
100	M. Vaidyanathan	5000
101	A V Rao	3500
102	P. K. Singh	2000
103	Venkatachalam	5000
Total		423514





News From the Institute



List of Companies/ organizations Registered During March, 2014 for providing training to the students of ICSI

Name of The Company	Training Period	Stipend
Ms Nisha Jain SreeMaasarada Ores & Forgings India Ltd. DakhinJhparadha ONGC Road, Domjur, Howrah-711405, West Bengal	15/3 months	Suitable
ShVikram Singh Head Legal & Company Secretary Lumata Digital India Private Limited Level 12, Building No 8 Tower C DLF Cyber City Phase II Gurgaon, Haryana -122002	15/3 months	Suitable
Shri Bhavesh D Shah Director Devhari Exports (India) Limited 217, Manek Centre, Pandit Nehru Marg Jamnagar Gujarat-361001	15/3 months	Suitable
ShriKriti Kiran Company Secretary Bihar State Power (Holding) Company Limited VidyutBhavan, Bailey Road Patna -21	15/3 months	Suitable
ShriPradeep Kumar Goyal Director Linkpoint Infrastructure Private Limited 64-C, Maharani Niwas Hari Nagar Ashram New Delhi-110014	15/3 months	Suitable
ShriShanuBhandari Company Secretary 8 Nahar Colours & Coating Ltd., NCCL House G I, 90-93 Sukher Industrial Park Udaipur 313004	15/3 months	Suitable

Shri A P Aggarwal Director VineyCorpn. Pvt. Ltd. G 1033-34-35 DSIDC Narela Industrial Complex Bhorgarh, Narela Delhi 110040	15/3 months	Suitable
The Company Secretary Nahar Spinning Mills Ltd. 373 Industrial Area A Ludhiana 141 003	15/3 months	Suitable
ShriPravin Patel Director Patel Motors (Indore) Pvt. Ltd. 428/3/3 Niranjapur Dewas Naka Indore 452010	15/3 months	Suitable
The Company Secretary Nahar Capital & Financial Services Ltd., 'Nahar' Tower 375 Industrial Area A Ludhiana 141 003	15/3 months	Suitable
The Director SuranaMetacast (I) Pvt. Ltd. 405 Asthamangal Complex Nr. Rajasthan Hospital Shahibaug Ahmedabad 380004	15/3 months	Suitable
M/s. Zydu Infrastructure Pvt Ltd 16 Azad Society 405 Asthamangal Complex Ambawadi Ahmedabad 380015	15/3 months	Suitable
MR.VIVEK N KUBER MANAGER LEGAL & COMPANY SECRETARY TRIZETTO INDIA PRIVATE LIMITED, FOURTH FLOOR, WING 3, CLUSTER B EON FREE ZONE , MIDC KHARADI KNOWLEDGE PARK PUNE - 411014	15 months	Suitable
The Company Secretary CCPL Developers Pvt Ltd B-57 Okhla Industrial Area Phase -I New Delhi - 110020	15 months	Suitable
Shri Rajesh Sharma Partner JurisNextGen Law offices 13C PKT-B, S.F.S Flats MayurVihar Phase -III New Delhi 110096	15 months	Suitable



ShriRaghuvender Company Secretary IDFS Tradings Private Limited Flat No 404, 4 th Floor Surya Kiran Building, 19, K.G Marg New Delhi -110001	15 months	Suitable	Ms. Niti Tutija Director Aarone Developers Pvt. Ltd. Select Citywalk, 6 th floor A 3, District Centre Bodakdev Saket, Delhi	15 months	Suitable
Shri Rakesh Kumar Partner AbR& Associates, H-1/208 Gasrg Tower NetajiSubhash Palace Pitampura Delhi 110034	15 months	Suitable	ShriMukesh Tank Company Secretary Veritas (India) Limited 701 Embassy Centre Nariman Point Mumbai 400021	15 months	Suitable
Shri M Govindaraju Sr. Divisional Manager Life Insurance Corpn. Of India Divisional Office Bridge Station road Sellur Madurai 625002	15 months	Suitable	ShriVikramSaroogi Company Secretary James Warren Tea Limited 12 Pretoria Street Kolkata 700 071	15 months	Suitable
Ms. RuchikaGhai Company Secretary Ajnara India Limited D-247/26 NOIDA 63 UP	15 months	Suitable	Shri John Charles Assttg. Manager - HR Nippon Plaint (India) Pvt. Ltd. KRM Centre, 9 th Floor Eastwing No. 2 Harrington Road Chetpet Chennai 600 031	15 months	Suitable
Shri Sudhir Singla Company Secretary International Hospital Ltd., 4 th Floor, B Wing, D3 P3B District Centre Saket New Delhi 110017	15 months	Suitable	The Company Secretary Suzuki Motorcycle India Limited 2 nd Floor, Plot No. 1 Nelson Mandela Road VasantKunj New Delhi 110070	15 months	Suitable
ShriMohdShariq Malik Company Secretary & VP Assets Care & Reconstruction Enter- prise Ltd., 6 th Floor, IFCI Tower 61 Nehru Place New Delhi 110019	15 months	Suitable	ShriTamannaGirdhani Company Secretary Ritco Travels & Tours Pvt. Ltd. C 300 Meghalaya Tower Church Road Jaipur 302001	15 months	Suitable
Ms. Navneet Kaur Compliance Officer Best Bull Stock Trading (P) Ltd., 6/79 WEA Karol Bagh New Delhi 110005	15 months	Suitable	Sh. Anirudh Singhal Director Sarbhak Energy Pvt Ltd. 1304 Pragati Tower 26 Rajendra Place New Delhi 110008	15 months	Suitable
ShriDipen Y Parikh Company Secretary Nila Infrastructures Limited 1 st Floor, Sambhaav House Opp. Chief Justice's Bungalow Bodakdev Ahmedabad 380015	15 months	Suitable	Sh. Subodh Vats Partner Progress Law Group A 61 Ground Floor Rajouri Garden New Delhi 110027	15 months	Suitable
			The Company Secretary Nahar Capital and Financial Services Ltd. 'Nahar' Tower 375 Industrial Area - A Ludhiana New Delhi 110027	15 months	Suitable



News From the Institute

ShriPravinShinde Director, CEO SolumAutomoblies System Pvt. Ltd. 601 F Wing Mega Centre Magarpatta Hadapsar Pune	15 months	Suitable	ShriHimanshuDawra Company Secretary Vedika Nut CratPvt. Ltd 110 Tilak Bazar Chowk KhariBaoli Delhi 110 006	15 months	Suitable
ShriSidharth Goyal Designated Partner Global Jurix LLP S – 191/C, 3 rd Floor Manak Complex School Block Shakarpur New Delhi 110092	15 months	Suitable	ShriGagari Singhal Company Secretary Unigreen Global Pvt. Ltd. 1112, 11 th Floor AnsalBhawan 16 K G Marg New Delhi 110001	15 months	Suitable
Shri Vishal Yadav Partner SPN Legal A 379 Defence Colony Delhi - 110024	15 months	Suitable	Shri B Sunku Company Secretary GVPR Engineers Ltd., 8-29-293/82/A, Plot No. 739-A Road No. 37 Jubilee Hills Hyderabad 500033	15 months	Suitable
Shri Gopal Lal Modi Managing Director ModiSalts Pvt. Ltd. Star City, Flat No. 104 1 st Floor, Omega Block No. G Village BeedHathoj, Kalwar Road Jaipur	15 months	Suitable	Shri Vijay J Thosani Director Shree TNB Polymers Ltd. S No 132/1/1/4, Athal Road Athal, SilvassaDadar Nagar Haveli - 396230	15 months	Suitable
M/s. Ramdev Food Products Pvt. Ltd. Spice World Changodar 382213 Ahmedabad	15 months	Suitable	ShriArcIndo Law Advocate & Solicitors Level 8, Vibgyou Towers G Block C-62, BandraKurla Complex, Mumbai -400098	15 months	Suitable
Shri M R Rajaram Company Secretary Amara Raja Batteries Limited Terminal A, 1-18/1/AMR/NR Nanakramguda Gachibowli Hyderabad 517520	15 months	Suitable	Ms. Purvee Roy Nandan Denim Limited Chiripal House, Shivranjani Cross Roads Satellite Ahmedabad -380015	15 months	Suitable
Shri Harsh Agarwal Director Harsh Futures Commodities Pvt. Ltd. Harsh Tower, Plot No.-8, Main Gopal Pura Bye Pass, Triveni Nagar Mode, Jaipur-302019 Rajasthan	15 months	Suitable	Shri Sunil Kumar Patel Company Secretary Wanderland Real Estates Pvt Ltd . 2 nd Floor, Main Building 19 R N Mukherji Road Kolkata	15 months	Suitable
Shri Dinesh Makani Managing Partner India Business Solutions LLP 504 Samarpan Next to Hotel Mirador Link Road, Chakala Andheri (W) Mumbai 400099	15 months	Suitable	The Director Favourite Ceramic Pvt Ltd 8-A National Highway Lakhdhirpur Road Morbi- 363642 (Gujarat)	15 months	Suitable
			The Company Secretary Global Infonet Distribution Pvt Ltd D-98, Okhla Industrial Area Phase 1 New Delhi-110020	15 months	Suitable



MR. ARIJIT ROY COMPANY SECRETARY MACMET INDIA LIMITED 10 B, O.C. GANGULY SARANI KOLKATA-700020	03 months	Suitable	Company Secretary In Practice Above Khalsa Medical Stores Kaisar Bagh Circus Lucknow	
Mr. S Balasubramaanian Sr. General Manager (Admn. & HR) The WAXPOL Industries Ltd., 9 Mitter House 71 Ganesh Chandra Avenue Kolkata 700013	03 months	Suitable	CS PRACHI AGGARWAL Company Secretary In Practice Sgrr Market Darshani Gate Dehradun – 248 001	PCSA- 3896
Shri Amit Singh Deswal Advocate A&M Partners & Associates Delhi-Jaipur Road (NH-8) Near Hero Honda Chowk Gurgaon, Haryana - 122004	15 months/ 15 days	Suitable	CS L .R. NAGASUBRAMANYA Company Secretary In Practice No. CA 37, 2 nd , KP Tower 159, Arcot Road, Vadapalani Chennai – 600 026	PCSA- 3897
			CS CHANDAN ARORA Company Secretary In Practice G-11/59-60 , Sector -15 Rohini Delhi – 110 089	PCSA- 3898
			CS RUBINA VOHRA Company Secretary In Practice Office No: 211, 2 nd Floor Likhiram Market, Atta, Sector 27 Noida – 201301	PCSA- 3899
			CS SWETA JAIN Company Secretary In Practice Office No. 13, Pil Heights, Eden Park Near Annapurna Estate Phase 9, Bhayander (E) Mumbai - 401 105	PCSA- 3900
CS P. VIMAL KUMAR Company Secretary In Practice Door No : 34, Svpns Street, Virudhu Nagar – 626 001 Tamil Nadu		PCSA- 3892	CS KOMAL JAIN Company Secretary In Practice 635, Vivek Vihar New Sanganer Road, Sodala Jaipur – 302 019	PCSA- 3901
CS AKSHI JAIN Company Secretary In Practice 10924/14, Doriwalan Karol Bagh New Delhi -110 005		PCSA- 3893	CS PRIYANKA KANSAL Company Secretary In Practice Cu -169, 4Th Floor Vishaka Enclave Pitampura New Delhi – 110 088	PCSA- 3902
CS M.R.PRATHIBHA PRIYA Company Secretary In Practice No. 28, Flat No. 103, `Divya Regency` Tata Silk Farm, 1 Main Bangalore-560 004		PCSA- 3894	CS POOJA SACHIN LUTHRA Company Secretary In Practice 1303, Deshpande Layout Opp Nit Garden Wardhaman Nagar Nagpur – 440 008	PCSA- 3903
CS ISHA SHANKAR		PCSA- 3895		

List of Practising Members Registered for the Purpose of Imparting Training During the Month of February, 2014





News From the Institute

CS SUBHASIS BOSU

Company Secretary In Practice
Abhinandan Housing Complex
Flat -1, 4Th Floor, North Ghosh Para
Kalitala Bally
Hawrah - 711 227

PCSA- 3904

Goyla Khurd, Chawla
Najafgarh
New Delhi – 110 071

CS NEHA KHATRI

Company Secretary In Practice
First Floor
Plot No. 143, Sector 3
Vasundhra
Ghaziabad – 201010

PCSA- 3905

CS SWATI SINGHAL

Company Secretary In Practice
B-591, Weavers Colony
Ashok Vihar Phase - 4
New Delhi – 110 052

PCSA- 3913

CS HETAL RAJENDRA KUDECHA

Company Secretary In Practice
B/503, Chandra Prabh
Nahar Nagar, Malad (W),
Mumbai – 400 064

PCSA- 3906

CS REKHA PAVAN SHARMA

Company Secretary In Practice
Thakker Apartment, Flat No:102,
Above Dhanwantari Hospital
Badlapur – 421 503 (East)

PCSA- 3914

CS RASIKA S. WAGH

Company Secretary In Practice
B -602, Shreesneh Soc.
Opp. Bodas Hall
Ram Nagar, Dombivali (E)
Mumbai – 421 201

PCSA- 3907

CS PRATHAP SATLA

Company Secretary In Practice
H No. 1-4-21/71/192
1St Floor, Padmashali Colony
Gandhi Nagar
Secunderabad – 500 080
Andhra Pradesh

PCSA- 3915

CS ISHAN PRASAD KULKARNI

Company Secretary In Practice
767/7, Neel- Kusum Apartment
Bhandarkar Road
Deccan
Pune -400 004

PCSA- 3908

CS L. R. KUNDER

Company Secretary In Practice
329, C/O Vinay Kulkarni
Opposite Aashirwad, Landmark
Roy Road, Tilakwadi
Belgaum – 590 006

PCSA- 3916

CS RANJIT KUMAR GHOSH

Company Secretary In Practice
134, Sree Ram Dhang Road
Salkia
Howrah -711 106 (W.B)

PCSA- 3909

CS MANOJ KUMAR G. SHARMA

Company Secretary In Practice
22, Raj Shagun
Nadiadwala Colony No.2
Malad (W)
Mumbai – 400 064

PCSA- 3917

CS JAYA GUPTA

Company Secretary In Practice
2524, Uttam Marbles
Kesari Maa Sadan
Agra Road
Jaipur -302 003

PCSA- 3910

CS PARAS RAMESHBHAI PARIKH

Company Secretary In Practice
B-403, Santosh C.H.S.L.,
Thanawala Lane
Vile Parle (East)
Mumbai – 400 057

PCSA- 3918

CS K T MAYURANATHAN

Company Secretary In Practice
No.12, First Cross, Papamma
Layout, Behind Police Station
Ramamurthy Nagar
Bangalore - 560 016

PCSA- 3911

CS ISHAN JAIN

Company Secretary In Practice
401, 4th Floor, Silver Ark Plaza
20/1, New Palasiya
Indor -452 001

PCSA- 3919

CS VINAY KUMAR JHA

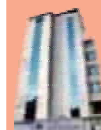
Company Secretary In Practice
Plot No. 35

PCSA- 3912

CS VENKATESWARAN S.

Company Secretary In Practice
Ground Floor, 'Reglog'
17/1, Playground View Street
Nandanam
Chennai - 600 035

PCSA- 3920



CS AAKASH RAVINDRA KATHALE Company Secretary In Practice Mankeshwar Vishnu Apt., Ramanbaug Chowk Pune	PCSA- 3921	CS ANURAG GEETE Company Secretary In Practice A/204 Prakriti Corporates 18/2 Y N Road Indore – 452 003	PCSA- 3930
CS NEHA CHOUDHURY Company Secretary In Practice Kl- 78, Kavi Nagar Ghaziabad – 201 001	PCSA- 3922	CS GAYATRI SATISH BHIDE Company Secretary In Practice E-403, Surya Society, Charwada Road G.I.D.C. Vapi - 369 195	PCSA- 3931
CS NEHA GYANCHANDANI Company Secretary In Practice 69, 1St Floor, Mahalaxmi Cloth Market Pandri, Raipur	PCSA- 3923	CS MINU AGARWAL Company Secretary In Practice 11 Clive Row, 1 st Floor Room No: C Kolkata – 700 001	PCSA- 3932
CS VAIBHAV A.GANDHI Company Secretary In Practice 3/A, Vivekanand Soc, B/H Sahi Bagh Soci. Nana Kumbhnath Soc. Nadiad -387 001	PCSA- 3924	CS ANKIT KUMAR JINDAL Company Secretary In Practice 1127, Lalita Park, Laxmi Nagar Delhi -110 092	PCSA- 3933
CS K. GANESAMMAL Company Secretary In Practice Sri Krishna Arcade Tennur High Road Upstairs Of Oriental Bank Of Commerce Tiruchirapalli -620 017	PCSA- 3925	CS JYOTHIRMAI SARANG PATEL Company Secretary In Practice T-11, 3 rd Floor Jain Market Building Gujarati Galli Bank Street, Koti Hyderabad – 500 095	PCSA- 3934
CCS NAVEEN SHREE PANDEY Company Secretary In Practice 30 D, 3 rd Floor, Pandav Nagar Shadipur New Delhi – 110 008	PCSA- 3926	CS KHUSHBU TRIVEDI Company Secretary In Practice 2/L, Rangasagar Flats P. T. College Road, Paldi Ahmedabad- 380 007	PCSA- 3935
CS JYOTI CHETTRI Company Secretary In Practice C/O Sachin Ojha, Ojha Compound Opp. Shankerdev College Bishanupur Shillong – 793 004	PCSA- 3927	CS ARUN KUMAR SINGHAL Company Secretary In Practice Tibra Road, Bagh Colony Street No-04 Modinagar – 201 204	PCSA- 3936
CS UJWAL RAMESHCHANDRA NIKAM Company Secretary In Practice Sneh Vrund Hsg.Soc., A-Wing S.No – 35-36, Basement- 1 Shinde Nagar, Nda Pashan Road Bavdhan Pune – 411 021	PCSA- 3928	CS LAKSHMI NARAYANA PANDA Company Secretary In Practice Gafoor Colony, Uditnagar In front of LIC Of India Rourkela – 769 012	PCSA- 3937
CS BANDANA AGARWAL Company Secretary In Practice 41A-Ajc Bose Road Diamond Prestige, Suite #204 Kolkata – 700 017	PCSA- 3929	CS V. RAMASUBRAMANIAN Company Secretary In Practice 33, Madhava Perumal Koil Street Mylapore Chennai - 600 004	PCSA- 3938



News From the Regions

➤ Eastern India Regional Council

84th Management Skills Orientation Programme (MSOP)

From 5.3.2014 to 22.3.2014 the EIRC of the ICSI organized its 84th Management Skills Orientation Programme for a period of 15 days at ICSI-EIRC House, Kolkata. Chief Guest Jimmy Tangree, Station Head, RED FM 93.5 inaugurated the programme and explained How to lead peaceful life in Modern Day complex society which was highly appreciated by all present. EIRC Chairman CS Arun Kumar Khandelia, CS Deepak Kumar Khaitan, Immediate Past Chairman of EIRC and Dr. Tapas Kumar Roy, Education Officer & Programme Coordinator, EIRO was present and addressed on the occasion. During the programme the participants were apprised of various practical and procedural aspects of Company Secretaries' responsibility following defined guidelines. It also tried to bridge the gap between knowledge acquired and its application in actual work situation by the participants.

On 22.3.2014 at the Valedictory session Chief Guest CS Debasish Bandopadhyay, Registrar of Companies (WB), MCA in his address explained in detail the expectations of Ministry from the CS professionals especially from the budding company secretaries. He also focused on expected ethical standards to be maintained for becoming a successful professional. Bandopadhyay congratulated the participants for successful completion of training and handed over the MSOP Completion Certificates to them. EIRC Chairman CS Arun Kumar Khandelia gave his best wishes to the participants in the professional and personal life. CS Anjan Kumar Roy, Past Chairman and Treasure & Secretary, EIRC and CS Deepak Kumar Khaitan, Immediate Past Chairman & Regional Council Member, EIRC were present and addressed on the occasion. Dr. Tapas Kumar Roy also apprised about the benefits of Members' Benevolent Fund and a video about the same was also shown for the benefit of all present.

Swata Sharma, Arpita Somani and Madhumita Pramanik were adjudged as the first, second and third best participants of the MSOP.

Half Day Work Shop on Issues in NBFCs, Related Party transaction and Capital Issues & Corporate

Restructuring under the Companies Act, 2013 Listed Companies

On 22.3.2014 the EIRC of the ICSI organized a Half Day Work Shop on the above topic at Kolkata.

Chief Guest Kishore Pariyar, Deputy General Manager, NBFCs, Reserve Bank of India, Kolkata inaugurated the programme in. Arun Kr. Khandelia in his welcome address expressed his views on issues in NBFCs, Related Party transaction and Capital Issues & Corporate Restructuring under the Companies Act, 2013.

Chief Guest Kishore Pariyar, Deputy General Manager, NBFCs- Reserve Bank of India, in his presentation shared issues regarding NBFCs and discussed the relevant solutions also. He explained type of NBFCs, tips to facilitate basic compliances, issue with related compliances, information sought by RBI and the responsibilities of Company Secretaries for necessary solutions. Pariyar discussed some important regulations like NBFCs investment in LLPs, partnership firms and association, common financial frauds and reasons behind that. At the end he mentioned that RBI has taken initiatives for that they have started massive programmes to create awareness amongst general people. Lastly, he advised be scam smart, be alert and report to RBI if any menace happens.

CS Mahavir Lunawat while addressing the participants discussed different definitions of capital issues, modes of issues, further issue of capital and public issue with brief description. He further explained Section 39 i.e., allotment of securities etc.

CS Manoj Banthia covered the topic Related Party Transactions under the Companies Act, 2013, Section 48 regarding variation of shareholder's right and section 62 where he touched upon the issues of share capital. In his brief address he shared his views about Section 185 & 188 of the new Companies Act, 2013.

The programme was well appreciated by all present including members, guests and speakers.

BHUBANESWAR CHAPTER One Day Workshop on Service Tax Practice

On 22.3.2014 the 3rd series of the one day workshop on 'Service Tax Practice' was organized by the Chapter at its premises. R.Krishnan, Advocate, High Court, Supreme Court, Central Excise and Customs Tribunal, New Delhi was the guest speaker of the day. The full day programme was divided into two technical sessions.

In the First Technical Session, Krishnan highlighted (a) Show cause notices under the service tax law-how this is different from other communications from the department, investigation preceding the issue of SCN. How to deal with an SCN – its



challenge and limitations, Reply to it, Adjudication proceedings, b) Personal hearing before the authority- its necessity, opportunities and additional submissions, c) Adjudicating authorities, their hierarchy in the department, monetary limits prescribed for different authorities to adjudicate d) Time limit for completing the adjudication e) Rehearing of the same matter by successor in office f) Appointment of common adjudicating authority where cause of action arises in different jurisdictions, g) issue of order in original and receipt by the notice, significance of service of order and mode of service of OIO. Further, in the 2nd Technical Session the topics like Appellate mechanism in service tax law- procedures in filing appeals, appealable orders, drafting of appeal, Statement of facts and grounds of appeal, appeal before whom, commissioner (Appeals)/CESTAT, time limit for filing appeals, condonation of delay application where delay has occurred, application for waiver of pre-deposit of demand raised in the order in original, first appeal and second appeal, Departmental appeals, what are these and how to deal with these cases, Practical hints while representing the assesses- personal demeanour, professional dress, mode of addressing the authorities- presenting the case, minding the language (court craft as they call it), Practical case studies - experience sharing with active participation from the group, demonstration of good practices minimal drafting techniques, layering of the grounds of appeal were discussed.

The one day workshop was attended to by around 50 executives of various Companies dealing with service tax & other taxes, members of the ICSI and professional programme students etc.

Management Skills Orientation Programme

From 23.3.2014 to 6.4.2014 the 85th MSOP of ICSI-EIRC (5th MSOP of the Bhubaneswar Chapter) was organized at Bhubaneswar Chapter. Chief Guest Amitav Swain while inaugurating the 15 days training programme said that Company Secretaries occupy higher position in the Corporate hierarchy. They are the key managerial personnel and are the management team of the Company. They are the conscience keeper of the company and have a vital role to play for the country and the corporate world. The New Companies Act, 2013 envisages Company Secretaries more important. He opined that the company secretary is no more a secretary to the Board, he is the secretary of the company. CS Arabinda Acharya, Chapter Chairman said that this training programme was conducted to sharpen the managerial skill of the students and make them ready to shoulder the greater responsibility and challenges in working in different organisations, different cultures and also practise themselves as an independent CS practitioner. This training is mandatory for all the passed out students before admitting them as a member of the ICSI.

The students were given practical exposure during the 15 days training programme. The Chapter also arranged one industrial visit for the students during the period. Students gained practical exposure of the work in the share, legal, finance & administrative

departments. Awareness programme about the benefits of CSBF through video programmes were also organised in between the lectures.

Those addressed were experienced Company Secretaries, Chartered Accountants, Cost Accountants, Spiritual Gurus, Management consultants, Experts in the field of Personality Developments, Professor from Management Institutions who gave the students a practical approach to corporate functions and the corporate world. The valedictory session was conducted on 6.4.2014 and feedback was taken from the students for further improvement in the training programme. The speakers also urged the students to take advantage of the profession and aspire to become a successful Company Secretary in contributing to the long term success of their organization through their skill and experience. They advised the students to be sincere and hardworking which is necessary for the success of the students. Akshaya Kumar Pradhan was adjudged as the best participant of the programme. Coverage of the inaugural session was given by The Samaj and Utkal Samachar Newspapers. The course completion certificates and medals were distributed amongst the students by the dignitaries of the valedictory session.

Talk on Thought Management

On 6.4.2014 the Chapter organized a talk on Thought Management at its premises. Swamini Sadananda Saraswati, Chinmaya Mission Ashram, Bhubaneswar was the Chief Guest of the programme. Swamini Sadananda Saraswati while addressing on the occasion stressed upon the need for positive thinking which overcomes negative attitude. The positive thinking that typically comes with optimism is a key part of effective stress management, he added. Effective stress management is associated with many health benefits. Swamiji advised all to think that the best is going to happen, not the worst. Having a positive outlook enables the people to cope better with stressful situations, which reduce the harmful health effects of stress on the body.

Image Building Activity

On 15.4.2014 a delegation of the Chapter comprising CS A. Acharya, Chapter Chairman, CS D. Mohapatra, Vice Chairman and CS J.B. Das, Past Chairman of the Chapter met S.K. Panda, Chief Commissioner, Central Excise, Bhubaneswar Circle. The purpose of the meeting was to apprise him about the ICSI, the services provided by the members both in employment and in practice, the various activities being conducted by the Chapter for the students, members and the corporate sectors. Further he was also apprised of the role and function of the CS in the New Companies Act, 2013. S.K. Panda, the Commissioner was kind enough to meet the delegates and also expressed his keenness to extend all possible support to the Institute in its various activities.

Programme on the New Companies Act, 2013

On 15.4.201 the Chapter took an initiative to meet the



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entrepreneurs of the State of Odisha to create awareness amongst them about the new Companies Act, its significance on corporate governance, ethics and compliances. The Utkal Chamber of Commerce and Industry (UCCI), Bhubaneswar organized a programme on New Companies Act, 2013 at Bhubaneswar. The proceeding of the entire programme was carried out by the Chapter. Ramesh Mohapatra, President, Utkal Chamber of Commerce, Bhubaneswar while introducing the ICSI and the speakers of the Bhubaneswar Chapter said that this is the First programme of the UCCI on the new Companies Act, 2013 wherein the Chapter shown keen interest to address the members of the UCCI and has taken a lead role to apprise the members about the salient features and the role and duties of the professionals under this Act.

CS A. Acharya, Chapter Chairman in his address elaborated the role of the Company Secretary, KMP, CSR, Audit Committee, Directors role and responsibilities, Directors and Auditors Report, Women Directors, Role of the ROC, RD, SFIO and the MCA and the promoters under this Act. Further he also explained the penalty provisions while violating the Act.

The programme witnessed a series of question answer sessions wherein the participants made several rounds of queries on each of the presentations and which were nicely replied by the speakers of the Chapter. The programme was well attended by the entrepreneurs, businessmen, promoters of various companies, Chairman, MD, CEO & Directors of various Companies/ organizations of Odisha. They appreciated the Chapter for such programme and also suggested to organize similar programmes in future to have more awareness about the Act.

HOOGHLY CHAPTER Full Day Workshop

On 23.3.2014 a full day workshop was organized by the Chapter at SaratSadan, Howrah on "Duties of Employer under the sexual Harassment of women at workplace, Act & Rules, 2013 and "The Companies Act, 2013". CS JamshedAlam, Chapter Chairman in his welcome address explained the importance of this Act and Rules under the present scenario. He emphasized that we have to give them protection from all evils. CS Siddhartha Murarka was the guest speaker who shared his views on the particular topic. He explained very well the different sections about the Acts and rules and made a presentation related to duties of employers under the new Act. Another guest speaker Advocate Chandrani Bhattacharya explained the situation how women become the victims in different situation and cannot even seek the protection due to social and legal barriers. So we all have to play our role to protect the safety and security of women as per our capacity. And we have to be aware about the rights of women in their workplace regarding this issue.

CS Payel Jain, Company Secretary (Emami Infrastructure Ltd.) also addressed on "Analysis of provisions related to Preferential

Allotment of Securities as per Companies Act, 2013 with existing provisions under SEBI Laws". Her session was very interactive and informative.

In the afternoon session, CS Narendra Singh, GM & Company Secretary, Essel Mining & Industries Ltd (From Aditya Birla Group) explained the different areas on the topic "Analysis of provisions related to Insider Trading as per Companies Act, 2013 with existing provisions under SEBI Laws". A total of 78 participants were present on the occasion.

Full Day Workshop

On 30.3.2014 a full day workshop was organized by the Chapter at its Conference Hall, Rishra. The topics was Secrets of Success and Disclosures required under the Companies Act, 2013. CS JamshedAlam, Chapter Chairman in his welcome address explained the objective of the workshop. Vikram Singh Sethia took the session on "Secrets of Success" which was very encouraging.

In the afternoon session, CS HansrajJaria, Company Secretary & DGM – Compliance, Secretarial & Legal, Ratnabali Capital Markets Ltd. explained the various disclosures required under the Companies Act, 2013. The session was very interactive and around 70 participants were present. CS JamshedAlam, Chapter Chairman coordinated the programme

Career Fair – 2014

On 6.4.2014 the Chapter participated in a career fair organized by Jain Tutorials, Howrah at AgrasainBalikaSikshaSadan. A large number of students were present who showed interests about the CS course. Eminent speakers from different institutions explained CS course curriculum. CS JamshedAlam, Chairman, Hooghly Chapter of EIRC explained about the CS course contents and prospects of the profession. Students from different corner of Howrah & Hooghly visited the stall and enquired about the CS course. Around 70 participants visited CS stall to whom brochures were given for further information.

RANCHI CHAPTER New Telephone Number of the Chapter

The new telephone number of the Chapter Office is 0651-2223382.

NORTH EASTERN CHAPTER Highlights of Companies Act 2013 & Accounts & Audit Provisions under the Companies Act 2013

On 12.4.2014 the North Eastern Chapter of EIRC of the ICSI organised a Full day Professional Development Programme on Highlights of the Companies Act 2013 and Accounts & Audit



Provisions under the Companies Act 2013 at its premises.

Chapter Chairman CS Pankaj Kumar Jain in his address said that the Companies Act, 2013 is organised as having 29 Chapters containing 470 Sections and 7 Schedules. The Ministry had issued a notification on 12.09.2013 bringing into force 98 sections or part thereof of the Companies Act, 2013. He then apprised the gathering the Meaning of "words not defined under the New Companies Act 2013" and 'Introduction of new definitions'. He then highlighted and described in brief each and every point of New Companies Act 2013.

CS Vivek Sharma, Practising Company Secretary said that The Companies Act, 2013, has the potential to be historic milestone, as its aim to improve corporate governance, simplify regulations, and enhance the interests of investors. The new law has replaced nearly 60-year-old Companies Act, 1956. He then said that Companies Act, 2013 contains the following: Chapter I to XXVII

The Act has 470 sections and It applies to the whole of India. He then explained in detail the following Sections under Chapter: X – Audit & Auditors. Section 139 - Appointment of Auditors, Section 140 - Removal, resignation of auditors and special notice. Section 141 - Eligibility, quality and disqualifications of Auditors, Section 142- Remuneration of auditors, Section 143 – Powers & duties of auditors & Auditing Standards, Section 144 – Auditing not to render certain services. Section 145 – Auditor to sign audit reports etc. Section 146 – Auditors to attend general meeting, Section 147 – Punishment for contravention and Section 148 – CG. to specify audit of items of cost in respect of certain companies. He then explained in detail 'Companies Act 1956' v. 'Companies Act 2013' (Accounts & Audit).

Interaction with President, Vice President, ICSI and Talk on Merger, Amalgamation, Operation, Mismanagement & Class Action Suit under the Companies Act, 2013

On 20.3.2014 the North Eastern Chapter (Guwahati) of EIRC of the ICSI organised a one day programme on Talk on Merger Amalgamation, Operation, Mismanagement & Class Action Suit Under Companies Act, 2013. CS R. Sridharan, President, ICSI outlined the major initiatives taken by the ICSI. He apprised the gathering about introduction of ICSI Computer Based Examination (CBE) for its Foundation-level course offered to Std. XII pass students/appearing students, and an Open Book Examination (OBE) system in elective subjects in module III of the CS Professional Programme from 1.6.2014. He also informed that the CS Professional Programme offers five elective subjects in module III, viz. Banking Law and Practice; Capital, Commodity and Money markets; Insurance Law and Practice; Intellectual Property Rights Law and Practice; and International Business Laws and Practice. A student has to opt for only one of these five subjects as per his/her interest.

He also apprised the gathering the steps taken by ICSI to bring back the names of the Members whose names have been removed from the Membership Register. While speaking on Companies Act, 2013, Sridharan informed that, "The crucial role that a CS plays in a company can be gauged by the fact that the Companies Act, 2013 recognises Company Secretaries as a "Key Managerial Personnel" along with the Chief Executive Officer/Managing Director/Manager, whole-time director and Chief Financial Officer (section 203). Being Key Managerial Personnel, Company Secretary is required to mandatorily appoint in every company belonging to such class or classes of companies as may be prescribed. He also said that the duties of Company Secretaries under the Companies Act, 2013 have been substantially enhanced and they are now required to advise the Board of Directors on adoption of good governance practices in the Company on the role and responsibility of Directors. They are also recognized as the Chief Compliance Officer of the Company as they have to report to the Board about the Compliance of all laws by the Company. The Act also empowers Company Secretaries to be appointed as Administrator, Company Liquidators, Technical Member of National Company Law Tribunal and have also been assigned duty to report fraud. As a Governance Professional a Company Secretary is required to strike a balance among conflicting demands and rising expectations of Stakeholders. The queries raised by the participants were replied satisfactorily by the President and also assured initiatives on various request made by various CS Members and students.

CS Vikas Khare, Vice-President, ICSI apprised the gathering about various steps taken by ICSI for the welfare of students & members. He also responded all the queries raised by the Members and Students. Alka Kapoor, Director, ICSI apprised the gathering about various steps taken by her Department (Professional Development). CS Arun Kumar Khandelwal, Chairman EIRC apprised the gathering that NE Chapter is very close to the heart of EIRC and is always committed to the development of NE Chapter.

Second Session – Deliberations & Discussions - CS Anjan Kumar Roy, Secretary and past Chairman EIRC and Speaker addressed on Merger Amalgamation, Operation, Mismanagement & Class Action Suit under Companies Act 2013 and highlighted the important part of the topic. He also replied various queries raised by the Members and students on the topic.

>> Northern India Regional Council

One Day Workshop on the Companies Act, 2013

On 8.3.2014 at the One Day Workshop on the Companies Act, 2013, CS Lalit Jain, Senior Vice President and Company Secretary



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of Jubilant Life Sciences Limited & Ashish Makhija, AMC Law Firm were the speakers.

South Zone Study Group Meeting on Corporate Restructuring under New Companies Act

On 14.3.2014 at the South Zone Study Group Meeting on Corporate Restructuring under New Companies Act CS Pankaj Jain was the speaker.

One Day Workshop on the Companies Act, 2013

On 15.3.2014 at the One Day Workshop on the Companies Act, 2013 Dr. S. Chandrasekaran, Senior Partner, Chandrasekaran Associates, & CS Pankaj Jain were the speakers.

West Zone Study Group Meeting on Shareholders Democracy & Class Action Suit

On 15.3.2014 at the West Zone Study Group Meeting on Shareholders Democracy & Class Action Suit CS Kapil Taneja, GM - Legal & Group Company Secretary, Caparo India Operations was the speaker.

Study Circle Meeting on Financial Transactions In The New Companies Act, 2013

On 21.3.2014 at the Study Circle Meeting on Financial Transactions In Companies Act, 2013 CS Rajeev Goel, Advocate was the speaker.

One Day Workshop on the Companies Act, 2013

On 22.3.2014 at the One Day Workshop on the Companies Act, 2013 CS S Koley, Company Secretary in Practice & CS Sharad Tyagi, Associate Partner, SethDua & Associates were the speakers.

Meeting of Company Secretaries in Practice on Opportunities for CS under the New Companies Act, 2013

On 24.3.2014 at the Meeting of Company Secretaries in Practice on Opportunities for CS under the New Companies Act, 2013 CS Ranjeet Pandey, Past Chairman, NIRC-ICSI was the speaker.

Vaishali Study Group Meeting on Companies Act 2013 – CSR Provisions and Preparedness

On 28.3.2014 at the Vaishali Study Group Meeting on Companies Act 2013-CSR Provisions and Preparedness, CS K K Kohli of

Jagatjit Industries was the speaker.

One Day Seminar on Company Secretary as Compliance Professional – Risk & Rewards

On 29.3.2014 at the One Day Seminar on Company Secretary as Compliance Professional – Risk & Rewards, Manoj K Arora (Additional Director General of Export Promotion, Department of Revenue, Ministry of Finance) was the Chief Guest. Deepak Wadhawan, Director, All India Heart Foundation & Ex-Senior Advisor, Risk Advisory Practice, KPMG was the Guest of Honour; CS Nesar Ahmad & CS U K Chaudhary, Past Presidents of the ICSI were the Chairmen of the Sessions; Guest Speakers were T N Pandey, Former Chairman, CBDT & Advocate; CS Lalit Kumar, Partner, J Sagar & Associates; CS (Dr.) SD Israni, Advocate & Sr. Partner, S D Israni Law Chambers and Jagvinder S Brar, Partner, KPMG Forensic.

East Zone Study Group Meeting on CS Profession in the Indian Infrastructure Sector

On 29.3.2014 at the East Zone Study Group Meeting on CS Profession in the Indian Infrastructure Sector, CS Rachna Sayal, Senior Vice President, Almondz Infrastructure Consultants (AIC) was the speaker.

Valedictory Session of 187th MSOP

On 6.3.2014 at the Valedictory Session of 187th MSOP, CS S K Aggrawal, Past Chairman, NIRC-ICSI was the Chief Guest.

Professional Development Programmes

On 7.3.2014 and 18.3.2014 the Regional Council organised a Professional Development Programme.

Valedictory Session of 188th MSOP

On 15.3.2014 at the Valedictory Session of 188th MSOP R.C. Meena, Additional Director, Serious Fraud Investigation Office, Ministry of Corporate Affairs was the Chief Guest.

GHAZIABAD CHAPTER Professional Development Programme

On 29.03.2014 the Ghaziabad Chapter of NIRC of the ICSI conducted its 15th One-day Professional Development Programme at its premises, Ghaziabad. CS Ashish Sharma was the speaker of the first Technical Session on Opportunities for Company Secretaries in Practice. He threw light on the practical aspects of practising as a Company Secretary and explained the intricacies involved in the same.



Post lunch there was a session on Cyber Laws addressed by CS Gaurav Sharma. He spoke at length on the concepts and the practical aspects of Cyber Laws about which Company Secretary should be aware of. His dynamic knowledge about the laws pertaining to Cyber space was highly effective and received well by the participants. The sessions were highly interactive and informative and the programme concluded after the Valedictory session.

LUCKNOW CHAPTER Seminar on India's Engagement with Free Trade Agreements (FTAs): Opportunities and Challenges

On 29.3.2014 the Chapter organised a seminar on India's Engagement with Free Trade Agreements (FTAs): Opportunities and Challenges in association with FICCI & Inner Strength in Youth (Goal Settings and Achievements) at Lucknow. Main Speaker Shishir Srivastava, Author & Motivational Speaker presided over the programme.

➤ Southern India Regional Council

Study Circle Meeting on Compliance & Issues under Legal Metrology Act

On 1.3.2014 at a Study Circle Meeting on the above topic, NirmalaPrabha, Company Secretary, Roca Bathroom Products, Private Limited, Chennai was the speaker. The speaker made an elaborate presentation on Legal Metrology Act, 2009 and Legal Metrology [Packaged Commodities] Rules, 2011. The Central Government has enacted Legal Metrology Act 2009 which had come into force on 1.4.2011. This Act rationalizes the units for measurement to be used in India. This Act also specifies the Metric System (metre, kilogram etc.) to be used. It regulates the manufacture, sale and use of standard weights and measures. She spoke on the ways of declaring quantity, weight and measure and the penalties imposed on the non-compliance. The members actively interacted with the speaker.

Fourth Group Reading of the Companies Act, 2013

From 03.03.2014 to 05.03.2014, the 4th Group Reading of the Companies Act, 2013 was held at the ICSI-SIRC House where Chapter IX of the Companies Act 2013 on 'Accounts of Companies' was analyzed in detail. Gopal Krishna Raju, Chartered Accountant and a Member of the Institute led the discussion. The members actively participated in the group reading.

Half Day Seminar on Understanding and Complying with the Competition Act, 2002 – Role of Professionals

On 4.3.2014 to give members an updation on the Competition Act and the role that can be played under the Act by them, the ICSI-SIRC organized a half day Seminar. The speaker was G R Bhatia, Partner, Luthra&Luthra Law Offices, New Delhi who was also the former Additional Director General of the Competition Commission of India. Earlier, CS Dr. BaijuRamachandran, SIRC Chairman, in his welcome address briefly highlighted the Competition Act and gave an introduction on the theme. G R Bhatia spoke on the modernized competition regime in India. He observed that the erstwhile MRTP Act focused on curbing monopolies. It was limited in sweep and rigidly structured but the Competition Act is being well enforced. The main objective of the Act is to protect the interests of the consumers and also to prevent practices having an adverse effect on competition and to promote and sustain competition in markets. The five dimensions of the Act are anti-competitive agreements under section 3, abuse of dominance under section 4, combinations, advocacy and advisory role. Bhatia focused on the risks of Non-Compliance with the Act and the powers of the CCI on that. Section 3 prohibits agreements in respect of production, supply, distribution, storage, acquisition or control of goods or provision of services, which causes or is likely to cause an appreciable adverse effect on competition (AAEC) within India. Bhatia also referred in lighter sense that the act of Dhronacharya, in preventing Ekalavya from learning the art of archery in a tricky way to avoid competition with Arjuna, is also punishable under the Competition Act.

On the role a Company Secretary can play under the Act, he explained that he can be a compliance officer and can represent before the CCI, DG and CAT. He is also authorized to do merger filings and can facilitate in creating right opinion in taming the rigor of anti-competitive law.

Meet the Regulator Programme

On 7.3.2014 to facilitate the members to have an interaction with the officials from the Government, the ICSI – SIRC organized the 'Meet the Regulator Programme'. Suresh B Menon, Chief General Manager and Regional Head, Southern Region, SEBI, Chennai addressed and interacted with the members. The programme was also attended by nearly hundred members who also interacted with the speaker enthusiastically.

Earlier CS Dr. BaijuRamachandran, Chairman, SIRC in his welcome address briefed the history of stock market in India. He highlighted the important role played by the SEBI in regulating the capital markets. He narrated the important events in capital markets in India like the introduction of screen based training by the NSE and OTCEI and the introduction of derivatives in 2000.

The important mandates of the SEBI are investor protection, regulation of secondary market and the development of



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secondary market. This was highlighted by Suresh Menon who in his address elaborated the differences between secondary markets of the past and present. He identified that Equity shares, Preference shares, Debt instruments, Bonds and Mutual funds are the products available in the secondary market. The role played by the stock brokers in the market were explained.

While speaking on the major reforms in the secondary market, Menon observed that the dematerialization of securities has changed the dynamics of capital market in India. The trading cycle period has been reduced, he added. Menon concluded by saying that the awareness on investing in capital market has not developed substantially in India and it is the duty of Ministry, Professional Institutes to create awareness amongst the general public and making them the potential investors.

Women's Day Celebrations – Special Half Day Seminar on Compliance under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Women Director under the Companies Act, 2013

On 8.3.2014 'Women are the real architects of society', as quoted by Harriet Beecher Stowe, an American abolitionist and author, was highlighted in the Special Half Day Seminar organized by the SIRC as a part of Women's Day Celebrations.

Hon'ble Justice Chitra Venkataraman, Judge, Madras High Court, Chennai inaugurated the seminar.

Earlier CS Dr. Baiju Ramachandran, SIRC Chairman in his welcome address observed that the equality and rights of women is yet not achieved in the fullest form in India. The mindset, behavior and attitude should change to achieve this, he added. On the role the CS can play in a corporate in protecting the safety of women, he indicated that the CS should see that the Internal Complaints Committee [ICC] is being constituted. Indicating the recent cruelties against women, he opined of sensitized law enforcement. Women are shining in all the professions and in the course of CS also, out of the total students, girl students are more than 50%.

In her stimulating inaugural address, the Hon'ble Judge Chitra Venkataraman spoke on the state of women in India. She indicated that the United Nations' theme for the year 2014 for the International Women's Day is 'Inspiring Change'. She voiced her concern again the inequalities in gender and the cruelties against women. She observed that in ancient days, women were praised as saviors. When there was a debate during the fight for freedom on the icon that who should lead the freedom fight, there was a uniform decision to project 'Bharath Matha', which inspired millions to join the freedom movement. In the ancient Harappa Civilization also, the plant coming out of the seed is depicted as

a child coming out of the embryo. Thus she was projected as life giver and savior. When the constitution was framed, deciding or determining a political supremacy in the form of democratic set up, the focus was on justice, equality to promote fraternity that individual rights and human rights are respected. The Indian Constitution provides for gender equality and punishments for cruelty against women, but the same has not been enjoyed by women. For example, under the law, in a case of rape, an accused is treated as innocent and the complainant should prove that a rape had happened. But, the women were very reluctant to come out in public and prove that she was raped. Justice is not a narrower one but a wider concept. Justice is always said to be an ongoing process, a very profound one to have an impact on the society. Unless there is a transformation in the attitude and thought, nothing can be achieved. She observed that 'The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013' was a landmark Act that could provide protection against sexual harassment of women at workplace. Under this Act the accused does not enjoy the concept of 'innocent' and he has to prove that he was not involved in the case. Unless and until we have a self-realization and show a sense of responsibility to see that gender justice is allowed, the economy will not move up at the projected rate. Corporates should go beyond their routine works and try to make commitment on the constitution to establish the society, where there is equality, where there is justice for all which promotes fraternity amongst all of us. The awakening should be there in every mind. The practice shall start from every corporate and will widen so that the fabric of society is not torn anywhere and it is fresh for anybody to wear. The social responsibility will sustain and the corporate sector must commensurate to the social power. The well-being of the Corporate is ultimately based on the well-being of a society.

This is hour to do some introspection to read the acts which are of social relevance that what we do goes for democratizing human bonding. We have seen many crimes and the worst crime is the crime against humanity which includes denial of gender justice. Thus to reach the full potential of human possibilities, she appealed, that there should be a uniform work from every one of us to promote gender equality, the fairness to our living, which alone would uphold the dignity of man and the purpose for which he is born. She concluded by narrating the quote of A P J Abdul Kalam, former President of India that 'only a vision will ignite the soul, the ignited soul is the most powerful resource on the earth, above the earth and under the earth. It has entered you. Let the lamp of service burn the light to achieve it. The future is not some place we are going in, but it is one we are creating. The path is not to be found, but it has to be made and the activity of making them changes the maker and the destination'.

Session – 1: CS S Venkatakrishnan, Vice President, Legal & Secretarial, ESAB Limited, Chennai spoke on The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (The SHAW Act, 2013) Venkatakrishnan



indicated that the protection against sexual harassment and the right to work with dignity are universally recognized human right by various international conventions and instruments such as Convention on the Elimination of all Forms of Discrimination against Women. (CEDAW), 1979. India ratified this convention only in 1993, he added. He explained that The SHAW Act is an Act aimed to provide protection against sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The speaker went on to explain the formation of Internal Complaints Committee in a company under Section 4 of the SHAW Act. He spoke on the important sections of the Act and the legal implications a person may face if he is complained under this Act. Under Section 21, the Internal or Local Committee shall in each calendar year prepare in such form and at such time as may be prescribed an annual report and submit the same to the employer and the District Officer. He concluded by saying that 'Sexual Harassment is a serious offence that destroys human dignity and acts as an obstacle in achieving gender equality at work'. The session was very lively that the delegates actively interacted with the speaker.

Session – 2: CS Bhavani Balasubramanian, Partner, Deloitte Haskins & Sells and Chairperson, Company Law & Corporate Matters Committee, Madras Chamber of Commerce and Industry was the speaker for the second session on Women Director under the Companies Act 2013. The speaker commenced her address by William Ross Wallace quotes, the hand that rocks the cradle, is the hand that rules the world. She observed that by making that the board should be mandatorily represented by women, India has reached another milestone in empowering women. Under the Companies Act 2013, the listed and prescribed class of companies to have at least one woman director and the existing companies to comply with this requirement within a year. She explained that the Norway is the first country to reserve 40% of seats in Board to Women, followed by Spain, Belgium, France, Italy and Malaysia. Democratic leadership styles of women boost motivation of people, by influence, which helps increased cooperation from management and women believe in a collaborative approach and by being good listeners, encourage participative decision making in problem solving. While speaking on the role of women directors to implement the National Voluntary Guidelines on Social Environmental and Economical Responsibility of business, she narrated that woman directors can manage ethics in the work place, giving rise to good governance and also oversee the sustainability reporting mechanism in a company. CS Bhavani also spoke on role of independent woman director, tenure and selection, Liabilities of an Independent Woman Director and Code for Independent Women Directors. She concluded by quoting the remarks of Diane Mariechild, "A woman is a full circle within her is the power to create, nurture and transform". The members actively interacted with her. The members congratulated the SIRC for organizing a seminar to mark the 'Women's Day'.

19th MSOP

On 12.3.2014 the 19th Management Skills Orientation Programme (MSOP) of the SIRC was inaugurated by CS Sridharan R, President, The ICSI. CS Ramasubramaniam C, Secretary, SIRC explained the importance of the programme and advised the participants to come prepared for the sessions and be interactive with the resource persons. This will make the sessions livelier, as well as develop the communication skills, he added.

The President, in his inaugural address, stressed that attitude to grow is important and nothing is impossible, if sincere and dedicated efforts are made. The President narrated that there is a paradigm shift in the requirements for the corporates that professional qualification has become inevitable. The Companies Act 2013 has given good recognition to the profession of CS, he added, quoting the introduction of Secretarial Audit and terming the CS as KMP.

He advised that the participants should be updated with related laws also. The main objective of the CS should follow the ethics in true spirit to ensure that the laws are complied with. He also added that a CS should advise the board for the right path and complying with corporate governance. While performing the job, the CS should not succumb to the pressure from the board, but perform in the way the regulators expect and the quality of work from CS should not deteriorate and hence have faith in yourself. He suggested the participants to remove the word 'cannot' from their life and include the word 'can'. The President, concluded his address by quoting, 'Think big, aim big, have a mission, growth is in your hands'.

On 28.3.2014 at the Valedictory Session CS R Ravi, Past President, The ICSI & Managing Director, Cameo Corporate Services Limited, Chennai was the Chief Guest. Sarah Arokiaswamy, Joint Director, SIRC briefed the participants on the Company Secretaries Benevolent Fund and impressed upon them the need to join the CSBF to help members in distress.

CS Dr. Baiju Ramachandran, SIRC Chairman congratulated the participants on passing the CS course. He observed that, as students, their memory power will be tested but as members, application of mind will be tested. The Chairman advised the participants to set a goal and vision in their life and work towards achieving them. The Corporate India is witnessing exponential growth and it expects the contribution from the professionals to develop further at a faster rate.

CS R Ravi explained the participants that more opportunities are open to the Company Secretaries in The Companies Act 2013 and it is up to the Company Secretaries to utilize them and excel. He advised the participants to be updated on the various laws pertaining to the profession and urged them to work on diversified areas. Due to the mind set, we do not try different things. To be successful, one has to change his mind set. CS R Ravi advised



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the participants to lead a stress free life. He observed that while the client is important but the family is more important. Therefore, the professionals should work on time management and spend enough time with family. He concluded by advising the participants to follow the ethics of the profession.

CS Dr. B Ravi, Member, ICSI – SIRC observed that the regulators, stake holders and corporates have high expectation on the CS professionals. To live up to their expectation, the CS has to be updated of his knowledge, he added. To improve continuously, the CS should cultivate the habit of reading and analyzing various articles and case laws. CS B Ravi also advised them to follow ethics in both letter and spirit. He requested the participants to attend the various programmes of the ICSI to be updated on various topics. He invited them to be the faculty members / resource persons of the various training programmes of the ICSI.

The certificates were distributed to the participants by the dignitaries and feedback were received from them.

Fifth Group Reading Programme of The Companies Act 2013

From 10.03.2014 to 12.03.2014, the 5th Group Reading of the Companies Act 2013 was held at the ICSI-SIRC House, where members actively read and discussed the provisions relating to the 'Audit & Auditors'. CS Eshwar S, Company Secretary in Practice, Chennai led the Group Reading of the Companies Act. On 12.3.2014 the session was led by CS Sridharan A M, Company Secretary in Practice, Chennai.

Joint Programme with US Consulate, Chennai on Doing Business in USA & VISA Formalities for Indian Professionals

On 14.3.2014 the SIRC in association with the US Consulate, Chennai organized a joint programme on Doing Business in USA & Visa formalities for Indian Professionals. CS Dr. Baiju Ramachandran, SIRC Chairman welcomed the dignitaries and members. The Chairman highlighted the trade relationship existing between India and US. He talked about the American Business Corners(ABC) which connects Indian and US trade and those ABCs can be opened in India. The Chairman told the profession of 'Corporate Counsel' in US is at par with the profession of CS in India and the CS can practice on IPR, licensing, drafting of foreign agreements and trademarks in US related corporates.

Sarah Arokiaswamy, Joint Director, SIRC introduced James Golsen, Commercial Consul for South India, US Commercial Services, American Consulate, Chennai and James S Manlowe, Visa Consul, American Consulate, Chennai.

James Golsen, Commercial Consul for South India, US Commercial

Services, American Consulate, Chennai explained that the US Commercial Service of the US Department of Commerce's International Trade Administration, with its offices throughout the United States and in U.S. Embassies and consulates in nearly 80 countries, utilizes its global network of trade professionals to connect U.S. companies with international buyers worldwide. Golsen highlighted the role of U.S. Commercial Service trade professionals in assisting the Indian companies by explaining the investment opportunities in the United States, Trade Promotion through business matchmaking and assistance in Trade Finance. He added that the US Commercial Service help Indian companies locate U.S. products, services or business partners; meet suppliers and partners face-to-face; explore investment opportunities in the United States and participate in trade shows that feature thousands of U.S. companies.

He informed that India was ranked 11th highest trading partner of the US in the year 2013 and trade between the U.S. and India is soon expected to cross the 100 billion U.S. dollar mark. India is the 8th fastest growing source of FDI into the United States. The role played by US Trade Development Agency (USTDA), US Export Import (Ex-Im) Bank and Overseas Private Investment Corporation (OPIC) were also explained by him.

James S Manlowe, Visa Consul, American Consulate, Chennai elaborated the types and formalities for applying to US VISA. He explained that VISA is a permission to apply for entry to US. He explained the various categories of VISA, B1 [Short term business VISA], B2 [Tourist VISA], F,M,J [Student, Exchange VISA], H3 or J [Longer period training VISA], HB, LIA & LIB [VISA's to work legally in USA]. Manlowe also explained the Interview Waiver Programme [IWP], under which certain type of people, based on their age and other factors may be exempted from undergoing interview process while applying for VISAs.

The programme was so lively that many of the members actively interacted with the officials of the US and complimented SIRC for organizing the programme.

6th Group Reading Programme of the Companies Act 2013

From 17.03.2014 to 19.03.2014, the 6th Group Reading of the Companies Act 2013 was held at the ICSI-SIRC House, where Chapter - Incorporation of Companies was read and analyzed. S Eshwar, Company Secretary in Practice, Chennai led the group reading on all the days. Various provisions relating the Incorporation of Companies were discussed in detail.

ICSI – ICRA One Day Joint Programme on Capital Market, Corporate Governance and Credit Rating

On 20.3.2014 the ICSI – ICRA, one day joint programme was organized by ICSI – SIRC at Chennai, on the theme, 'Capital



Market, Corporate Governance and Credit Rating'. CS Dr. BaijuRamachandran, Chairman, ICSI – SIRC in his welcome address thanked ICRA for joining hands with ICSI for organizing the programme. He introduced the theme and the speaker of the first session.

K Ravichandran, Senior Vice President, ICRA was the speaker of the first session. He explained the role of ICRA, what ICRA rates, rating approach, etc. Ravichandran added that the ICRA looks upon the commercial papers, preference shares, bank loans, municipal obligations, infrastructure projects, structured transactions and mutual funds for rating. He explained that ICRA gives its opinion and not the recommendation about the company or products. The rating process and the various ratings of ICRA were explained by him.

The second session was handled by Leander K Rayen, Manager, ICRA on 'Grading Products'. He spoke on the grading and process of grading of various industries, viz., Industry Research, Real Estate Grading, Education Grading, Vendor Evaluation and ICRA Emerging Corporate Review. Leander explained the introduction of ICRA Vendor Grading [IVG].

A R Vasudevan, Regional Manager, Central Depository Services [India], Chennai delivered a presentation on 'Role of the depositories in financial world' in the third session. Vasudevan explained that the Depositories Act was passed in 1996 and regulated by SEBI (Depositories & Participants) Regulations, 1996 and the bye Laws are approved by SEBI. Vasudevan spoke on the trading process, e-voting, e-Insurance, Rajiv Gandhi Equity Savings Scheme and Demat Accounts.

The speaker for the fourth session was CS Geetha Sridhar, Management Consultant, Chennai on 'SEBI mandated audit for stock brokers'. CS Geetha explained members that this audit is an audit of complete internal control system of the brokers/clearing members and can be done by any of the three professionals. This audit ensures compliance with SEBI norms & brings more efficiency in the system and an opportunity for strengthening controls & reduces risk under volatile market conditions. She also focused on the Prevention of Money-Laundering Act, 2002 & Prevention of Money-Laundering (Maintenance of Records) Rules 2005.

Gopal Krishna Raju, Chartered Accountant, Chennai was the speaker for the fifth session on the topic 'SME listing'. Raju explained that both the BSE and NSE has SME platforms to trade and told that till February 2013, NSE – Emerge has two listed companies and BSE – SME has 12 listed companies and across the world, Canada has most number of SMEs listed followed by U.K. and Korea. The SMEs are those enterprises having investments in plant and machinery not exceeding Rs. 10 crores, as per MSMED Act, 2006. He also opined that the CS can provide services to SMEs in the areas of brokers audit, securities audit, corporate restructuring, capital restructuring,

etc. While considering a request from SME for listing, the Stock Exchanges take various inputs into account. One critical input is the Compliance Certificate issued by a PCS as per the Guidance Note of the Institute of the Company Secretaries of India, he added. Raju explained members on the 5 Ps of listing process of SME on BSE / NSE. The Planning, Preparation, Process, Public Offering and Post listing are the 5 Ps. A SME by listing itself in the BSE / NSE has the benefit of adequate capital raising, enhanced visibility and prestige and avail tax benefits.

The joint programme was well attended by the members who actively interacted with the speakers of all the sessions.

Three Day Workshop on the Companies Act – 2013

From 21.3.2014 to 23.3.2014 to update members on the various provisions of the new Companies Act 2013 the ICSI – SIRC organized a three day workshop on 'The Companies Act 2013' at Chennai.

The workshop was inaugurated by K M Ravindran, IIS, Additional Director General, Press Information Bureau (Southern Region), Ministry of Information & Broadcasting, Chennai. Earlier CS Dr. BaijuRamachandran, SIRC Chairman in his welcome address said that there are signals for the notification of remaining rules of the Companies Act 2013 and it is the apt time to hold such a workshop.

In his Inaugural address, K M Ravindran congratulated the initiative of the SIRC for organizing the workshop of this kind to provide updates on the Companies Act 2013. Ravindran observed that there are changes and development in every field and professionals have to be updated in their areas of practice. He suggested that the Company Secretaries should be updated with the provisions in the new Act and workshops of this kind would make them update their knowledge easily as they are addressed by eminent personalities. Governance and Accountability for the professionals has been the buzz word among corporates, he opined and hence they should strictly follow the ethics.

The first technical session was addressed by CS J Sundharesan, Company Secretary in Practice, Bangalore on the topic, 'Provisions relating to the Board of Directors'. According to Section 165, he said, no person, after the commencement of The Companies Act 2013 shall hold office as a Director, including any alternate directorship, in more than twenty companies at the same time. Sundharesan elaborated on the rules relating to the Executive Director, Independent Director, Nominee Director, Retiring Director and Interested Director. On First Directors, under section 152, he explained that, where no provision is made in the articles of a company for the appointment of the first director, the subscribers to the memorandum who are individuals shall be deemed to be the first directors of the company until the directors are duly appointed. Sundharesan explained about the application



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for allotment of Director Identification Number, punishment for contravention, disqualifications for appointment of director, Duties of directors under section 166 and the managerial remuneration.

CS Keyoor Bakshi, Past President, The ICSI & Company Secretary in Practice, Mumbai was the speaker of the second session on Secretarial Audit and Secretarial Standards who explained that the Corporate Governance Voluntary Guidelines, 2009 introduced the concept of Secretarial Audit. Secretarial Audit is a part of legal compliance report system and a good tool for good corporate law compliance management. The need for the secretarial audit has become vital to ensure good governance and also to protect the interest of the stakeholders and every listed company should enclose a secretarial audit report given by a 'Company Secretary in Practice', with its Board report, in the prescribed form. He also focused on the Secretarial Audit Report and the implication of its non-compliance. He explained the procedures involved in it. While speaking on the Secretarial Standards, he explained that they are the guidelines formulated by the ICSI to help companies in discharging their corporate responsibilities. He explained all the secretarial standards.

Second Day : On 22.3.2014 on the second day of the programme the speaker for the third technical session was CA K Sripriya, Member, SIRC of ICAI and Practising Chartered Accountant, Chennai on 'Accounts & Audit and Accounting Standards'. Priya started her address with Section 128, where in the company may keep books of account or other relevant papers in electronic mode in such manner as may be prescribed and no provisions in the Companies Act 1956 was there to have it in e-mode. On Section 129, she explained that the financial statements shall give a true and fair view of the state of affairs of the company or companies, comply with the accounting standards notified under section 133 and shall be in the form or forms as may be provided for different class or classes of companies in Schedule III. The items contained in such financial statements shall be in accordance with the accounting standards. While speaking on the Accounting Standards, Sripriya narrated that the Central Government, in consultation with NFRA, to issue Accounting Standards recommended by ICAI will need to be formally recommended to MCA by NFRA. The new Act does not provide for the applicability of the existing Accounting Standards or those issued by the ICAI until such time the applicable Standards are notified under the new Act. Priya also elaborated on the audit, auditors, their appointment, remuneration and removal.

CA Vittal Koppar, Practising Chartered Accountant, Hyderabad spoke on the 'Corporate Restructuring and Fund Raising' on the fourth technical session. Koppar explained that under the old Act, only those scheme of arrangements like mergers or amalgamations, were permitted in which the resultant entity was an Indian Company, but in The Companies Act 2013, in case of an amalgamation, permits the resultant company to be a foreign company in notified jurisdictions. Thus, once effective, it would be possible for an Indian company to merge into a foreign company in notified jurisdictions with the prior approval of the RBI.

Payments for such schemes of amalgamation can be in the form of cash or of depository receipts or both. He also explained about the demerger which was specifically defined in the Companies Act 2013 and sources of fund raising for corporates.

Third Day: On 23.3.2014 the speaker for the fifth technical session was CS G P Madaan, Chief Executive Officer, Corporate Knowledge Foundation, New Delhi, on the topic 'Enhanced Disclosures and Compliances'. CS Madaan explained that every listed company has to prepare a report on the AGM and the report should have confirmation that the meeting was convened, held and conducted as per the provisions of the Act and the Board report has to disclose the managerial remuneration also. Madaan emphasized that the requirement for enhanced disclosures in prospectus has been incorporated in the Act of 2013 and a return to be filed with registrar in case of promoters stake changes. CS Madaan narrated that the Board has to disclose all the related party transaction in its report along with the necessary justification. If there are any contract with the managing and whole time directors, the details of the same has to be kept at the company's registered office, which shall be open for inspection by members of the company. Director's responsibility statement in the case of listed companies shall mention that the directors had laid down internal financial controls and had devise systems to ensure compliance with the applicable laws.

CS N K Jain, Former Secretary & CEO, The ICSI and presently a Corporate Advisor, New Delhi was the speaker for the sixth technical session on 'Corporate Governance and Corporate Social Responsibility under the Companies Act 2013'. Jain opined that, most of the corporates and professionals think that CG is just a set of codes to be practiced by companies to ensure changes in their Board structures & procedures to make company more accountable to shareholders. But, governance is not that and it is more than just board processes and procedures. It involves the full set of relationships between a company's management, its board, its shareholders and its other stakeholders, he explained. He observed that poor governance undermines investor confidence in the markets and holds the whole financial system hostage and will severely impact the flow of capital into poorly governed economies, affecting their economic growth. He also spoke on the Directorship, Key Managerial Personnel and Secretarial Audit. On Corporate Social Responsibility, Jain explained that the Company's board shall approve the CSR Policy and disclose it in the Board's Report and on its website and shall ensure that the activities included in the CSR Policy are undertaken by the company. He added that the Board has to ensure that the company spends, in every financial year atleast 2% of average net profits of the company made during three immediately preceding financial years. In case of failure to spend the amount, necessary reasons shall be disclosed in the Director's Report.

The workshop concluded with the summing up of the three day proceedings.



Career Awareness Programmes

During the month of March 2014 the Regional Council organised the following Career Awareness Programmes. On 18.3.2014 at Department of Commerce, RKM Vivekananda College for Men, Mylapore, Chennai; on 24.3.2014 at Department of PG in Commerce, Presidency College, Triplicane, Chennai; on 25.3.2014 at Kanchi Shri Krishna College of Arts & Science and Department of MBA, Thirumalai Engineering College, Kilambi, Kanchipuram; on 26.3.2014 at Department of B.Com (CA), School of Social Sciences & Languages, VIT University and Department of Commerce, BBA & BCA, Sathya College of Arts & Science, Kizvisharam, Vellore.

Dinakaran – Education Expo 2014 – Education Fair

From 28.3.2014 to 30.3.2014 the ICSI – SIRC participated in the Dinakaran – Education Expo 2014 an annual education fair organized by the 'Dinakaran' magazine, a leading Tamil daily of Tamilnadu at Chennai. Around 1000 people visited ICSI stall and around 150 students registered their names for getting more information about the CS course. The banner of ICSI and posters about CS course were displayed prominently in the stall. Pamphlets were distributed to all the visitors of the stall. Dr. V. Balaji, AEO and C. Murugan, Senior Assistant SIRC manned the stall and disseminated the information about CS course to the students.

Two Day Seminar on Emerging Laws: Aspirations, Opportunities and Challenges

On 29 and 30.3.2014 a two day joint seminar was organised by SIRC and Mysore Chapter of SIRC of the ICSI with the theme of Emerging Laws: Aspirations, Challenges & Opportunities at Mysore Chapter Seminar Hall. Chairman of SIRC CS. Dr. Baiju Ramachandran inaugurated the two day seminar and delivered the inaugural address. The Guest of honour was CS. S.S. Marthi, Past Chairman and Member SIRC, who gave a special address in the inaugural session. A.C. Narendratook the Session on Labour law reforms, Service Tax by B.C. Bhat, Companies Act, 2013, LLP compliance & tax benefits by Amithraj, a session on sound mind resonance by R. Raghavenra Pai, on Companies Act 2013 by CS Marthi S.S. and CS Gopinath M.R. were held during the days.

One Day Seminar on Compliances under Industrial and Labour Laws

On 19.02.2013, the ICSI-SIRC and Madurai Chapter jointly organised a one day seminar on Compliances under Industrial and Labour Laws at Madurai. CS Dr. Baiju Ramachandran, Chairman, SIRC of the ICSI in his inaugural address stated that increase in the industrial growth rate in India especially in Tamilnadu is because of India's vast and inexpensive workforce

and sizeable domestic market. He added that introduction of the industries, commercial establishments; business units in India need support of professionals like Company Secretaries to help the investors in complying various provisions of industrial and labour laws. The seminar comprised of three technical sessions. The first technical session was on Provident Fund Act. B. Andrewrabu, Provident fund Regional Commissioner, Madurai, elaborately explained the recent amendments in the provisions besides explaining about the practical aspects including online enquires etc. The second technical session was Employees' State Insurance Act. Directors of ESI Anil Chandra Bhatt, Director and M. Ganesan handled the session. Third technical session was on Factories Act handled by Appavu Samraj, Joint Director, Industrial Safety and Health Dept, Govt of Tamil Nadu. The Fourth Technical session was on Tamilnadu Pollution Control Board Act handled by Vijayalakshmi, District Environmental Engineer, Madurai. The programme was well attended by around 80 delegates.

BANGALORE CHAPTER Half-day Awareness Programme on Insurance & National Pension Scheme

On 1.3.2014 the Chapter organized a Half Day Awareness Programme on "Insurance & National Pension Scheme" at the Institution of Agricultural Technologists, Bangalore. At the beginning of the Programme a video on Company Secretaries Benevolent Fund was screened and a request was made to the members present to become Member of CSBF if not already become the member of the Fund. She also reminded the members about Default Members List and requested payment of dues at the earliest.

Asit Rath Vice President, ICICI Prudential Life Insurance Company, Bangalore in his presentation with an Overview of the Insurance industry focused on the following: Keyman Insurance Policy - an insurance policy where the proposer as well the premium payer is the employer, the life to be insured is that of the employee and the benefit, in case of a claim, goes to the employer. The 'key man' here would be any person employed by a company having a special skill set or substantial responsibilities and who contribute significantly to the profits of that organization. Employer-Employee Insurance Solutions - an employee protection & wellness solution that ensures overall success of a business firm/business owner. It considers the needs of Business owners' i.e. Tax saving today, Tax and interest rate arbitrage, Savings with access to low cost funds for business rotation, Dividend distribution planning, Guaranteed returns and protection for dependents in case of unfortunate death. Section 6 of the Married Women Property Act, 1874 - provides that the policy of insurance effected by any married man, on his own life and expressed on the face of it to be for the benefit of his wife or his wife and children, shall ensure and deemed to be a trust



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for their benefit according to the interests so expressed and shall not be subject to the control of the husband, or of his children, or form part of his estate.

Seshadri Iyengar Senior Manager, IL&FS Securities Services Ltd., Bangalore addressed on National Pension Scheme (NPS). He said that NPS is a Govt. of India, Ministry of Finance initiative to promote old age income security to all citizens of India, based on citizen's individual income levels. Applicable to all new entrants in Central Government & most of the State Governments, the Scheme is available on a voluntary basis, to all citizens of India as well as through a NPS- Corporate Sector Model.

NPS can be run parallel to Superannuation, Gratuity, PF, VPF and any other pension schemes. It offers attractive investment options with better growth via long term market-linked savings coupled with tax exemption provided for Employee & Employer contribution.

CS V. Ramachandran, Company Secretary, WIPRO Limited, Bangalore shared his views and experience in implementing NPS. There was a lively interaction by the 113 Members present.

Inaguration of 16th Mangement Skills Orientation Programme

On 3.3.2014 the Chapter organised the inaugural function of the 16th Management Skills Orientation Programme (MSOP) N.C. Agarwal, Former Director (D&D), HAL, Bangalore and CEO, MTAL (an Indo-Russian JV Company) was the Chief Guest who in his inaugural address shared his rich experience of over 40 years in the corporate world and advised the students on how to become a good professional – integrity, hardwork, thorough preparation for Board Meetings, knowledge updation, consultation with fellow professionals, meticulousness in work etc., attended by 36 participants.

On 19.3.2014 at the valedictory session Murali Cherat, Serial Entrepreneur, Bangalore was the Chief Guest. Murali spoke at length about understanding self, getting out of the comfort zone, taking up new challenges, excelling in the chosen area, facing interviews and how to beat competition. His address was motivating and inspiring to all the students.

Manasaand Nagaraj, participants, shared their feedback about the MSOP programme. CS Murali then distributed the Best Participant Award to Vijaya kumar Ganiger, and prizes for the Best Project to the team consisting of Shreevathsa G.P., Akansha Gupta, Rahul Murthy and Shivangi Amitabh for their project on "Scope for Company Secretaries in Industry and in Practice". He also distributed the Course Completion Certificate to the participants.

International Women's Day Celebration and Half Day Seminar on

Energy – The Key to Transform You from Within

On 8.3.2014 the Chapter celebrated International Women's Day by organising a Half Day Seminar on "ENERGY – the key to transform YOU from within" at Bangalore. Chapter Chairman CS S.C. Sharada likened the women to Shakthi, an embodiment of Energy. On the occasion of International Women's Day Celebrations few senior women Company Secretaries viz., CS M. Bhavani, CS K. Padmavathi, CS V. Chenthamarai, CS G. Haritha, CS Aarthi G. Krishna, CS S C Sharada, CS Sumana Rao expressed their thoughts and experiences on work-life balance for a successful career. Audience had excellent take-aways from each of them. A video about Speaker Dr. Ushy Mohan Das, Member - National Education Commission, VP – National Women's Dental Council, Columnist & Behavioral Therapist, Bangalore specially made by two innovative CS students was played as introduction. Thereafter Chapter Chairman CS S C Sharada added her own thoughts and feelings about the speaker and described her as a true human being.

Dr. Ushy's talk-cum-workshop was full of humour, energy, insight into life and kept the audience in splits. The session saw all the participants learn correct breathing techniques and also do some physical exercises set to music to activate the right brain. The speaker shared several secrets to finding the Energy from within that won her appreciation and applause not only from the women members but also from some of the senior citizens present. The seminar was attended by 98 Members.

Open house sessions on Companies Act, 2013

From 11.3.2014 to 13.3.2014, 18.3.2014 to 20.3.2014 and 25.3.2014 to 27.3.2014 the Chapter organised open house sessions on Companies Act, 2013 at Bangalore. On 11.3.2014 the Chief Guest CS D.K. Prahlada Rao, Past President, ICSI inaugurated the first session. The Chief Guest touched upon the need for such discussions on the new legislation. He congratulated the organisers for this unique programme and also wished them.

From 11.3.2014 to 13.3.2014 Moderator CS G.V. Srinivasa Murthy, Past Chairman, Bangalore Chapter of the ICSI & PCS, Bangalore for the Open House Sessions on the topic "Definitions & Managerial Remuneration".

CS G.V. Srinivasa Murthy, Past Chairman of the Chapter & PCS, Bangalore made analysis on "Definitions & Managerial Remuneration" under the Companies Act 2013 vis-a-vis the Companies Act 1956.

On 18.3.2014 CS A. Sekar, PCS, Mumbai addressed on "Annual Return & Secretarial Audit" - Draft Rules Under Companies Act, 2013.



On 19 & 20.3.2014 CS Kailasam S, Finance Controller & Company Secretary, Unisys India Pvt. Ltd., Bangalore took the session on "Audit & Auditors" – Chapter X under Companies Act, 2013.

From 25 to 27.3.2014 CS Dwarakanath C, (Immediate Past Chairman, SIRC of the ICSI), PCS, Bangalore made analysis on "Meetings of the Board and its Powers" – Chapter XII of Companies Act, 2013.

The Speakers made very lucid presentation with comparative analysis of the Companies Act 2013 vis-a-vis the Companies Act 1956 and highlighted the grey areas, contradictions and new provisions during the said open house sessions. There was a lively interaction by the Members present on all the Nine Days throughout the sessions.

Joint One Day Programme on Corporate Governance & Credit Rating

On 15.3.2014 the Chapter jointly with ICRA Limited organized a One Day Programme on "Corporate Governance & Credit Rating" at Bangalore.

The one day joint programme featured Shareholder Activism by Shriram Subramanian, Founder and Managing Director, InGovern Research Services Pvt. Ltd., Bangalore. Electronic Voting by Nitin Ambure, Vice President, NSDL, Mumbai and Bank Loan Ratings by Jayanta Chatterjee, Senior Group VP and Head South & East, ICRA Limited, Bangalore and two more experts from ICRA Limited deliberated on Grading Products and SME Ratings. All the topics were discussed for the first time at the Chapter level and received very good response from the participants. The Programme was well attended by 76 Members.

Career Awareness Programme on Career as a Company Secretary

On 17.3.2014 the Chapter organised a Career Counselling Programme at Sai College of Women, Bangalore. 400 students from various streams attended the programme. Chapter Chairman CS S.C. Sharada explained in detail the course offered by the Institute and the criteria for eligibility for the course, examination, requirements of training, etc. She also highlighted the importance of making the right career choice so as to be successful in life. She then spoke about the role of a Company Secretary and importance of the profession of Company Secretary in the changing economic scenario. She also highlighted the opportunities available to anyone who has completed the Company Secretaryship course. She further enumerated the emerging areas of practice and the changing role of a Company Secretary. It being an all women's college, Sharada emphasized the suitability of the course for women and the conveniences it provides to pursue a career as CS. Brochures containing brief details of the Company Secretaryship Course were distributed

to the participants and also clarified their various doubts/issues.

One Day Seminar-cum-Panel Discussion on Joint Ventures & Acquisitions – Journey From Ideation To Integration

On 29.3.2014 the Chapter organised a One Day Seminar-cum-Panel Discussion on "Joint Ventures & Acquisitions – Journey from ideation to integration".

Technical Session I - Negotiation & Drafting of JV Agreements: K. Ramesh, Corporate Lawyer, Chennai was the speaker of the 1st Technical Session on Negotiation & Drafting of JV Agreements. In his detailed presentation he focused on the important factors in Drafting of JV Agreements including capability of collaborator, Definitions, Nature of IPR, Specification & quality management, Obligations of collaborator, Outsourcing of any administration or other work, Royalty / lump sum payments, Force Majeure, International Arbitration clause, Law applicable, Exit option, Conflict of interest (avoidance) and so on.

He also touched upon the management and control i.e. Articles provision v. JV agreement, Board meeting related issues and Appointment of key managerial personnel. Then he dwelt with Legal/Financial Aspects of Technology Transfer Agreements.

Technical Session II - Valuation & its impact on Acquisitions: Amit Nawka, Associate Director, PwC was the speaker of the Second Technical Session on Valuation & its impact on Acquisitions. He said valuation is in the eye of the beholder, the typical purchase price components in transactions i.e. Enterprise Value, Equity Value and Cash consideration with examples of how Enterprise Value is negotiated in transactions. He also highlighted the importance of Debt/cash in valuation process and working capital aspects and valuation expectations.

Panel Discussion - Effective Integration – key to success of JVs & Acquisitions

CS Gopalakrishna Hegde, Central Council Member, ICSI was the Moderator. CS. Satish Menon, Principal Consultant, Menon Associates, CS Raj Ramachandran, Partner, J. Sagar Associates Advocates & Solicitors and CA&CS K Vijayshyam Acharya, Director, Legal & Compliance, Onmobile Global Ltd were the panelists.

Moderator CS Gopalakrishna Hegde, explained the structure of the Panel Discussion and then invited the panelist to address the delegates.

CS. Satish Menon, Principal Consultant, Menon Associates, Bangalore addressed on Effective Integration. Integration Challenges – Knowledge Transfer & Compliance Issues was



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addressed by CA&CS K Vijayshyam Acharya, Director – Legal & Compliance, Onmobile Global Ltd., Bangalore. Then CS Raj Ramachandran, Partner, J. Sagar Associates Advocates & Solicitors, Bangalore shared his thoughts on Integration Challenges: Practical Issues.

CS Gopakrishna Hegde led the discussions through which the queries were asked to each one of the Panelists for about an hour. There was a lively participation from delegates present and the event was a very memorable one.

CS H.M. Dattatri, Vice-Chairman of the Chapter gave the summary of the One Day Seminar-cum-Panel Discussion on “Joint Ventures & Acquisitions – Journey from ideation to integration.”

HYDERABAD CHAPTER Interactive Meeting behind the sections of Companies Act, 2013 - Board Meetings and its Powers under Companies Act, 2013 and Companies Act, 1956

On 1.3.2014 the Chapter organized an interactive meeting on the above topic. CS AG Ravindranath Reddy (Dr.) was the speaker for the programme. Chapter Chairman CS Vasudeva Rao Devaki presided over the session.

CS Dr. AG Ravindranath Reddy addressed the gathering and explained the ambit of Companies Act, 1956 and Companies Act, 2013 in relation to the Board Meetings and its Powers. He explained the importance of board meeting and its purpose, the quorum for the meeting and role of Board of Directors. He also emphasized the role of woman director and independent directors on the board. He elucidated in detail about related party transactions and the vital role of a company secretary in taking note of minutes and the disclosure of relevant factors to the Directors. Members interacted with the speaker and clarified their doubts regarding the board meeting procedures.

Full day Seminar on CS and Technology

On 8.3.2014 the Chapter organised a Full day Seminar on “CS and Technology”. The same day being International Women’s Day, Women dignitaries from various streams were invited to address the audience. Harini (Founder of Cisne For Arts), Dr. M Meenakshi (CARE Hospitals), Sasikala (light music artist), M. VijayaNirmala (State Information Commissioner) Nischala were the featured speakers along with CS S.V Suryanarayana who illustrated how blog works and how technology can be utilized to fetch clients in professional career.

Earlier Chapter Chairman CS Vasudeva Rao Devaki, while

welcoming the audience and Chief guests mentioned the nobility of historic characters such as Arundathi, Anasuya, Savithri, Rani Rudrama Devi and Jhansi Lakshmi Bai.

CS S. Kavitha Rani, Secretary and Treasurer addressed on women’s day and regarding the fatal assault happening against women talked about Nirbhaya Act, 2013.

Harini, Founder of CisneFor Arts emphasised on extending protection to girl child and serving society. She encouraged the attendees to challenge themselves for high standards of work.

Dr. M Meenakshi, Nutritionist at CARE Hospitals presented a PPT on Balanced diet especially for working women and also mentioned the importance of physical exercise as a daily routine. She discussed work related health issues and food pyramid as well. M. VijayaNirmala, State Information Commissioner mentioned about the ambit of Right to Information Act and gave a gist on Right to Information Act and its redressal mechanism which was highly informative.

Sasikala, Renowned light music singer shared her experiences as an artist as well the efforts of her family which helped her in moulding her career. Her passion for the art made her chosen career more than just a job.

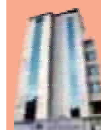
CS Suryanarayana S.V, Former Chapter Chairman spoke on Brand equity. He explained how to start, publish, maintain a website, how to make blogging a habit, and gave tips for blogging. SatrasalaSruthi, a budding professional launched her blog with the assistance of CS Suryanarayana being an inspiration to the audience.

The presentation struck a chord with last speaker Nischala Agnihothri who emphasised on handling social media, mobile apps and its integrity along with its objectivity. She remarked that the recent trends in technology are to be utilized to the fullest to get maximum benefit in professional life collaborating with complementary service providers such as LinkedIn. She also explained new terms in technology such as hashtags, linked in pulse, etc.

9th Management Skills Orientation Programme

On 12.3.2014 the Chapter organised the Inaugural session of 9th Management Skills Orientation Programme at its premises. CS Subhas Pramanik, MD, Gulf Oil Corporation Ltd was the Chief Guest and Ch. Laxmi Narasimha Rao, CEO, Syscom Technologies, Inc. was the Guest of Honour. Chapter Chairman CS Vasudeva Rao Devaki, welcomed the gathering and gave an overview of the importance of the 15 days MSOP Training. He also said that MSOP will give focus on the career, discipline and professionalism.

CS Sudhir Babu, Council Member, ICSI, congratulated Hyderabad



Chapter for organising the MSOP. He said that training is the back bone to enhance the practical knowledge and spoke briefly on the scope of Company Secretary. CS A. V. Rao, Treasurer, SIRC and CS S.S. Marthi, Member, SIRC also spoke on the occasion.

In his address CSSubhas Pramanik, Managing Director, Gulf Oil Corporation Ltd. spoke on the importance of the Company Secretary, SEBI, New Technology, Improvement of soft skills, Communication skills and said that they were essential for Company Secretary. He also touched upon Cross border transactions, Anti Corruption and also advised the participants to do new things to improve themselves further.

Ch. LaxmiNarasimha Rao, CEO, Syscom Technologies, Inc in his address said that Technology utilisation was very important, Creating good profile in professional manner and create website, setup a blog and advised the participants to post the comments on the blogs they are interested and also advised to think big and work towards to achieve it.

Full Day Seminar on Critical aspects of Companies Act, 2013

On 15.3.2014 the Chapter organised a full day seminar on Critical Aspects of Companies Act, 2013. CS Vasudeva Rao Devaki welcomed the gathering and introduced the theme of the seminar.

In the First Technical session CS P.S. Rao, Company Secretary in Practice was the speaker who comprehensively dealt with critical and the significant aspects of the Companies Act, 2013, and also with regard to the various circulars and clarifications as was issued by MCA pursuant to the notification of 98 sections of the Act dated 12.09.2013. He also spoke on the concept of 'Relative' as it has gained a significant impact after it has been notified and the relation with respect to the various types of persons covered under the definition of relative. Further, he also spoke on the penalties which has been significantly increased when compared to the old Act and some hefty penalties has been imposed under the various provisions of the New Act, hence giving a caution to the stakeholders in order to be more cautious and stringent with respect to the compliances of the various provisions and thereby avoiding unnecessary penalties. Further, he also noted the important section which is section 185 which directly prohibits giving loans, providing guarantees and giving securities etc. to certain persons mentioned in the section and hence making the section prohibitory in nature. He also highlighted that this section will not be applicable if loans/ guarantee / security are given before 12.09.13. Further noted that section 372A of the Companies Act, 1956 which specifically exempts any loans made, any guarantee given or Security provided or any investment made by a holding company to its wholly owned subsidiary. Whereas, section 185 of the Companies Act, 2013 prohibits guarantee given or any security provided by a holding company in respect of any loan taken by its subsidiary company except in the ordinary course of business. In order to

maintain harmony with regard to applicability of section 372A of the Companies Act, 1956 till the same is repealed and section 186 of the Companies Act, 2013 is notified, it is clarified that any guarantee given or security provided by a holding company in respect of loans made by a bank or financial institution to its subsidiary company, exemption as provided in clause (d) of sub-section (8) of section 372A of the Companies Act, 1956 shall be applicable. This clarification, will be applicable to cases where loans so obtained are exclusively utilised by the subsidiary for its principal business activities. However if such loan was for a specific term and is renewed after 12th September 2013, where the term is expired then section 185 will be applicable. In case of working loans or other loans which are repayable on demand and are subject to renewal, if is renewed after 12th September, 2013 and company continues its corporate guarantee, section 185 will be applicable.

In the Second Technical session CSS.S. Reddy, Company Secretary in Practice was the speaker. In his address he mentioned that company should provide information in a timely manner and such information provided should be reliable, this is mainly due to the transparency. Additional Disclosure such as Clause 49 Corporate Governance, Clause 55 Business Responsibility Statement, Clause 32 Related Party Transactions, provide accurate and relevant information, which are Comprehensive in nature, and whole information will be at one place. He also explained about the Annual Information Memorandum (AIM) should be required to be updated yearly so that stake holders around the world can have the overview of the company and make investment decision. Auditor's Examination Report: The companies desirous of using AIM, as draft "OD" for future capital raising, shall be required to submit an Auditor's Examination Report.

Full Day Seminar on CSR in New Avatar

On 22.3.2014 the Chapter organised a full day seminar on "CSR in New Avatar". Suresh RayuduChitturi, Chairman, CII Andhra Pradesh & Vice-Chairman & MD, Srinivasa Hatcheries Limited was the Chief Guest. CS Vasudeva Rao Devaki, Chapter Chairman explained the importance of the CSR and its advantages. Suresh RayuduChitturi in his address expressed his opinion that it is a very good initiative that would immensely help the society in general. He assured all co-operation from CII and would currently impress upon the members of CII to implement CSR in its true letter and spirit. He also suggested more and more programmes be conducted jointly by CII and ICSI.

CS Suryanarayana SV, Moderator addressing the gathering explained about the technical sessions.

In the First Technical Session Dr. Jaganmohan Rao PVS, Former President, the ICSI was the speaker who spoke on Corporate Social responsibility being essentially a concept whereby



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companies decide voluntarily to contribute to a better society and a cleaner environment, European Commission; Employment & social Affairs, Operating a business in a manner that meets or exceeds the ethical, legal, commercial and public expectations that society has of business, Business for Social Responsibility, Corporate Social Responsibility is the continuing commitment by business to behave ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large and also spoke on World Business Council for Sustainable Development.

CS MahadevTirunagari, Company Secretary in Practice spoke on Schedule-VII, Companies Act 2013 and CSR activities. He explained each point in detail as Eradicating hunger, poverty, and malnutrition, promoting preventive health care and sanitation and making available safe drinking water, Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differentlyabled and livelihood enhancement projects, Promoting gender equality, empowering women, setting up homes and hostels for women, and orphans, setting up old age homes, day care centres, and such other facilities for senior citizens and measures for reducing inequalities faced by socially, and economically backward groups and Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water. He also spoke at length on Protection of national heritage, art, and culture including restoration of buildings and sites of historical importance and works of art, setting up public libraries, promotion and development of traditional arts and handicrafts and also explained Measures for the benefit of armed forces veterans, war widows, and their dependents, training to promote rural sports, nationally recognized sports, paraolympic sports and olympic sport and contribution of funds provided to technology incubators located within academic institutions which are approved by the Central Government. He finally touched upon Rural Development Projects.

In the Second Technical Session, CS Kumar Raghavan, Company Secretary & Executive Director (L&CC), NMDC Limited in his address explained CSR Funds, Implementation of CSR, CSR Initiatives, overview of CSR in PSUs, Guidelines other than MCA Rules, CSR & Board of Directors, partnership with other corporates/NGOs, he also shared NMDC's experience with CSR implementation. Thereafter Rtn. Malladi Vasudev, Rotary International District Governor 2014-15 spoke on Water and Sanitation, Economic and Community Development, Disease Prevention and Treatment, Basic Education and Literacy and also explained about the Rotary Foundation.

In the Third Technical Session CS Vaidyanathan M, Assistant Secretary & Compliance Officer, VST Industries Limited was the speaker who spoke on Role of Board Directors & Responsibilities

of Company Secretaries in employment, Strategy of CSR, Building Roadmap & Rollout, Evaluation and reporting and explained in depth responsibilities of Company Secretary etc. Thereafter CS Rahul Jain, Company Secretary in Practice spoke on Prologue, Key Features Of CSR Legal Framework, Companies (CSR Policy) Rules, 2014, Probable Role of A PCS In CSR, Format of The Annual Report on CSR Activities and challenges ahead etc. The address by the speakers was followed by lively interaction of the audience.

An Interactive Meeting on e-form 5 INV

On 27.3.2014 the Chapter organised an Interactive Meeting on "e-form 5 INV" at its premises. CS Vasudeva Rao, Chapter Chairman welcomed the gathering and gave a background on why the Chapter organized the interactive meet. Members discussed at length the Reasons for filing this form, particulars required to be filled in the form, documents required to be enclosed with the form, person who is to sign and certify the form, etc.

Full Day Seminar on Mergers & Amalgamations a 360° View

On 29.3.2014 the Chapter organised a full day seminar on Mergers & Amalgamations a 360° view. This was the first of its kind series of events aimed at driving forward the Professional excellence and continuous education to the members and Students of the ICSI and allowing exchanges of views between participants and the distinguished regulators and other speakers. The Seminar was attended by distinguished speakers most of whom were regulators, members and students of the Institute.

Henry Richard, Rtd. RD, S.E Region in his key note address at the inaugural session emphasised about the Corporate Governance aspects which are the key skills to be developed and practiced by the members of the Institute which are important to protect the corporate environment. He gave a valuable advice to the budding professionals and the members of the Institute to improve the professional skills in their chosen field. Later Henry Richard was honoured by the Chapter, on the eve of his retirement.

N Krishna Murthy, ROC, Andhra Pradesh in his opening Remarks spoke about the importance of Mergers and Amalgamations and the present practices to be followed by the professionals. In his address he emphasised the key aspects and important things which shall be considered by the Courts to pass the Scheme of Amalgamations and to issue the orders for conducting the Meetings of the Creditors and members of the Company. He also emphasised the important role of the ROC and RD reports to be filed in the court of law for the smooth process of the amalgamations.

Suryanarayana Y, Corporate Advocate in the First Technical Session on "Critical aspects of Preparation and Filing of Petition with HC



& NCLT” stated the critical aspects to be handled with care while preparing and filing of the Petitions with the courts. He also explained the provisions of the various Acts which will attract the compliance aspects while preparing and filing of the necessary applications and documents with the Courts and other regulatory bodies in the process of Merger and Amalgamation activities.

The Second Technical Session on “Mergers & Amalgamations – Then & Now” was addressed by CS Vikas Sirohiya, Practicing Company Secretary. He, in his address gave a detailed comparison between the provisions relating to the Mergers and Amalgamations under the Companies Act, 1956 and the Companies Act, 2013.

The third Technical Session was on “Accounting Treatment – AS 14” by Shashiraj Dara, Dy. Registrar of Companies, Andhra Pradesh, Hyderabad. He, in his address elaborated the provisions and the Accounting Treatment Aspects which were involved in the Mergers and Amalgamations, and also the necessary provisions to be complied with the AS-14.

Bavisetty Sridhar, Asst. Official Liquidator, Andhra Pradesh at the post lunch session (4th Session) on “Perspective- Official Liquidator Office” in his address explained the Role and responsibilities and powers of the OL office in Merger and Amalgamation aspects. He cited many case laws as references in his detailed address.

Venkata Rami Reddy V, Asst. Registrar of Companies, Hyderabad at the Fifth and Final Session on Critical Review of Mergers and Amalgamations gave a lot of valuable inputs and the critical aspects involved in the Mergers and Amalgamations activities. He gave valuable inputs relating to the session in the form of book to all the participants of the seminar to understand the critical aspects involved in the Mergers and Amalgamations to face the challenges fearlessly. In his report he gave a lot of landmark judgements on the Mergers and Amalgamations aspects. The programme concluded on a high note with the appreciation from all and a formal conclusion was proposed by Kavitha Rani, Chapter Secretary and it was concluded with the National Anthem.

KOCHI CHAPTER Stress v. Harmony

On 28.3.2014 as part of CSBF week a programme on Stress v. Harmony was organized by the Chapter at Kaloor. The Session was addressed by C K Suresh Founder, ATMA Foundation Trissur. The Speaker pointed out the need for self realization. He stressed on the point regarding personal happiness and the importance of the same in one's life.

Programme on the Companies Act 2013- Enhanced Compliances and Implementation of CSR

On 22.3.2014 at the outset of the much awaited full-fledged operational status of the Companies Act, 2013, a half day

Professional Development Programme (PDP) was organized by the Chapter in association with the FICCI, Kerala Council, Corporate Knowledge Foundation, Delhi and Cochin Chapter of Institute of Cost Accountants of India, at IMA House, Cochin.

The Chief Guest. Joseph Jackson, Registrar of Companies, Kerala and Lakshwadee honoured the PDP with its inauguration. The distinguished speakers for the occasion were CS G.P. Madaan, CEO, Corporate Knowledge Foundation, Delhi and CS. N.K. Jain, Corporate Advisor and former Secretary & CEO of the ICSI.

The PDP served as a brief description of the Companies Act, 2013. CS G.P. Madaan began with the overview of the Companies Act, 2013, the major highlights of the Act, various liberalizations brought about under the Act, details of advanced disclosures and accountability, mandates regarding audits, investor protection etc.

CS N.K. Jain, dealt with the Corporate Governance and CSR provisions under the Companies Act, 2013. He described that the Corporate Governance provisions as spelt out in the Act extended beyond the Board processes and procedures. The various topics discussed include distinguishing Board from the management, composition of Board, separate meetings of Independent Directors, performance evaluation of Independent directors by the Board, Director development programme, vigil mechanism to be strengthened, various mandatory committees, etc.

The need and importance of Stakeholder Relationship Committee was analysed, the role and functions of a Company Secretary as entailed by the new Act was explained, and also, the findings of the Mc Kinsey survey was pointed out that emphasizes on the correlation between good governance and market value of a company.

The PDP concluded with an interactive session that helped the members and students to get their doubts clarified. It was indeed the right platform that gave a bird's eye view to the Companies Act, 2013.

Seminar on Compliance of all applicable Laws

On 2.4.2014 the Chapter organised an evening Professional Development Programme on Compliance of All Applicable Laws – Opportunities and Challenges for CS at Kaloor, Cochin. The session was dealt by CS J. Sundhareshan. As the topic suggests, the speaker gave an in-depth view on the opportunities and threats that have been imposed on the Company Secretaries on the implementation of the new Companies Act, 2013, with special reference to Secretarial Audit. The speaker pointed out that there are a large number of laws prevailing in our country, and as the Act provides for 'compliance with all applicable laws', it calls for the members of the Institute of Company Secretaries of India (ICSI) to exercise due care to ensure that the company complies with the requirements imposed by all the legislations



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applicable to it. This call for high risk as the level of compliance has shot up, and so has the penalty for non-compliance. As per the speaker, this is equally threatening to the Company Secretary in employment, being an Officer-in-default', and also to the Company Secretary in Practice, who certifies the compliance of the said laws. The session was attended by my members and students of the Institute.

Service tax: Payment tax under reverse mechanism

On 3.4.2014 the Kochi Chapter of ICSI conducted an evening Professional Programme on "Service Tax: Payment under Reverse Tax Mechanism & Exports" jointly with Cochin Chapter of ICAI. The session was handled by Dr. K.N. Raghavan (IRS), Commissioner of Customs, Central Excise and Service Tax, Kochi. The programme started with a silent prayer. Speaker explained the meaning of Reverse tax and the different cases of payment of tax by the service recipient. He also explained about the practical aspects on exports from Kochi port. The members and students of ICSI and ICAI attended the programme. Attendees raised doubts on various practical difficulties faced by them in paying service tax. Dr. K.N. Raghavan and two other members from the department replied to the queries which made the session an interactive one.

SALEM CHAPTER Chapter Shifted to New Location

The Salem Chapter of SIRC of the ICSI was shifted from previous location to New Location at No. 318, Sri Maharaja Illam, Azhagu Vinayagar Street, Nagaramalai Main Road, Alagapuram, Salem – 636 016. Tel : 0427 – 2443600.

Seminar on An Overview of the Companies Act, 2013

On 30.3.2014 a seminar on An Overview of Companies Act, 2013 was organized jointly by the Salem Chapter of the Institute of Company Secretaries of India and Mettur – Salem Chapter of the Institute of Cost Accountants of India at Salem. The programme was inaugurated by N. Asoka, Managing Director, Spark Engineers Pvt. Limited and Past District Governor, Rotary International. In his inaugural address, Asoka highlighted the importance of corporate governance incorporates and welcomed the companies Act 2013 which provides freedom to corporates. He emphasized that corporates have to be transparent, have good governance, have an ethical fundamentals, self-governance and compliance management to avoid heavy penalty for non-compliances. He advised the student members being the future professionals to learn good governance practices, good ethics and assist corporate boards to comply with statutes. Earlier N. Santhanam, Secretary of the Chapter introduced the theme of the seminar. The seminar deliberated on the significant changes

brought in by the new Companies Act 2013, the CSR activities, accounts and audit, salient features and the role of professionals like chartered accountants, cost accountants and company secretaries in advising the corporates in implementing the Companies Act 2013.

Western India Regional Council

Programme on Pooled Investment through Mutual Funds/Venture Capital Funds/Alternate Investment Funds-Insight for Company Secretaries

On 22.3.2014 WIRC of ICSI organized a Programme on the above topic. The programme was organized with the objective to create awareness on various opportunities available to Company Secretaries in handling legal, secretarial and compliance function in fund management & private equity industry. Nehal Shah, Head – Compliance, Deutsche AMC gave an insight on compliances under Mutual Fund. While Nila Khanolkar, Asst General Manager – SEBI, briefed the participants on Alternative Investment Funds from regulators perspective, Ashutosh Naik – Head-Compliance, India Infoline AMC gave a practical insight on functioning of AIFs, from Industry's perspective. The queries raised by the participants were suitably responded by the eminent speakers. Hitesh Kothari, Chairman, Professional Development Committee, ICSI-WIRC during his concluding remarks opined that the theme of the programme was of immense relevance and complimented all the speakers of the programme. He introduced to the participants the new Professional Membership scheme of ICSI-WIRC and appealed all to be a member of the scheme. He further requested the participants to be a member of CSBF and explained its significance. During the programme a separate counter was kept for CSBF where the members got facility for enrolling for the scheme.

Programme on Practical Aspects of Mergers and Amalgamations

On 29.3.2014 the Regional Council organised a full day programme on the above theme at Nariman Point, Mumbai which was attended by around 150 delegates. Ragini Chokshi, Chairperson, ICSI-WIRC while introducing the theme of the programme spoke on the changing role of Company Secretaries as per the new Act. She said that members and students should devote exclusive time for learning the new Act. She requested the members to support various professional and social initiatives of ICSI-WIRC. She focussed on the need and importance of CSBF and urged the members to join the same. She further added that WIRC is going to organise a series of programmes of immense



topical relevance and appealed the members to extend active participation.

KetanDand introduced the theme of the programme and the Guest of Honour Bhagirat Merchant. Merchant, Former President of Bombay Stock Exchange started the talk with the ethical issues involved in Corporate Restructuring. He explained the delegates, practical aspects of Corporate Restructuring citing various examples from India and abroad. B Renganathan, Senior Vice President and Company Secretary, Edelweiss Financial Services Limited spoke on Practical Aspects of Mergers and Amalgamations as per the new Act while Dr. Anil Gor, Professor, N L Dalmia Institute of Management and Research spoke on M & A as Management Strategy citing few case studies.

The programme received overwhelming response where the speaker- delegate participation was at its optimum. The speakers reciprocated to all the queries raised by the participants. Hitesh Kothari, Regional Council Member and Chairman, Professional Development Committee during his concluding remarks requested all the members to be a part of CSBF. During the programme banners depicting the advantages of being a CSBF member was displayed and CSBF registration form was distributed to members.

Study Circle Series on Companies Act, 2013

From 1 - 3.4.2014 the Regional Council organized a Study Circle at its new Auditorium at Nariman Point, Mumbai. The study circle witnessed the presence of a large number of members.

On 1.4.2014 RaginiChokshi, Chairperson, ICSI-WIRC introduced the theme of the study circle and opined that the event will provide an excellent take away for the members. A Sekar, Practising Company Secretary, Mumbai spoke on Valuation.

On 2.4.2014 Hitesh Kothari, Chairman, Professional Development Committee, ICSI-WIRC commenced the proceedings and introduced the theme of the day. PrachiManekar, Advocate spoke on Chapter 3 and 4 of the new Act.

On 3.4.2014 Janak K Pandya, Practising Company Secretary gave an overview on Incorporation as per the new Act. Various queries raised by the participants were appropriately responded by the speaker.

36th Management Skills Orientation Programme (MSOP)

From 10.3.2014 to 27.3.2014 the Regional Council organised its 36th Management Skills Orientation Programme (MSOP). Atul Mehta, Central Council Member & RaginiChokshi, Chairperson, WIRC delivered the inaugural address. They spoke on the changing role of Professionals and the wider role of CS Professionals in the new Act. Atul Mehta said that a Company

Secretary should not restrict his limits only to secretarial areas, but should also explore and expose to other roles including tax, legal etc. He also spoke in brief about various initiatives the Institute has undertaken for the development of the Profession. The 15 days' MSOP was a proper blend of Soft Skills & Technical Sessions. Various topics like Communication & Presentation Skills, Emotional Intelligence, Stress Management, Contacts & Arbitrations, FEMA, Merger & Amalgamation, Mutual Fund, New takeover code, Practical Aspects of Takeover Code & New Companies Act, Appeals in Direct & Indirect Taxes, Opportunities in employment & Practice etc. were covered during MSOP.

On 24.3.2014 the Project presentation was held. The group comprising DivyaMer, Swapneil Tiwari, GreenaKarani, Marmik Patel, RiddhiDoshi, Anand Sharma who presented the topic "A Study of Best HR Practices in Service Industry-A Case Study" was adjudged as the best project group &

AvinashDsouza was adjudged as the Best Presenter.

On 27.3.2014 at the Valedictory session of the MSOP C. Sajeewan, Joint Director, Ministry of Corporate Affairs was the Guest of Honour. He shared his experience with the participants & distributed the certificates.

AHMEDABAD CHAPTER Half Day Workshop on Critical Aspects of Companies Act, 2013

The Ahmedabad Chapter of WIRC of ICSI organized a Half Day Workshop on Critical Aspects of Companies Act, 2013, on 5.4.2014 at Ahmedabad. The workshop was inaugurated by CS Umesh Ved, Council Member, ICSI, CS Ashish Doshi, Vice Chairman WIRC, CS Hitesh Buch, Immediate Past Chairman WIRC, CS Rajesh Tarpura, Chairman Ahmedabad, CS Rutul Shukla, Secretary & Chairman PDP Committee and CS RohitDudhela, Chairman Placement Committee Ahmedabad. The speakers of the workshop were CS MC Gupta, Practising Company Secretary (PCS), CS Manoj Hurkat, PCS and CS JatinJalundhwala, Chief Legal Officer, Adani Enterprises Limited. The workshop was organized to deal with practical issues arising out of Companies Act, 2013 particularly those Sections, Rules and Forms pertaining to Companies Act, 2013 which are made effective by MCA till the date of the Workshop. The Workshop was immensely beneficial to CS professionals, both in employment and practice. The workshop was attended by 179 CS Members, comprising Senior CS Members, Past Chairmen and Committee Members of Ahmedabad Chapter of WIRC of the ICSI.

First Learning Workshops on Companies Act, 2013

The Ahmedabad Chapter of WIRC of ICSI announced series Eight of "Learning Workshops on Companies Act, 2013," under the theme "ONE CAN NOT DO EVERYTHING BUT, TOGETHER



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WE CAN DO SOMETHING". The first workshop was conducted on "Company Incorporation" on 11.4.2014 with PCH=01 at Ahmedabad Chapter premises. The workshop was addressed by CS ChiragShah, a Practicing Company Secretary at Ahmedabad. The workshop was attended by 106 CS Members comprising Past Chairmen, Senior CS Members, Committee Members. The workshop was successful with the support and guidance of CS JaymeenTrivedi, Chairman PCS Committee, Ahmedabad Chapter of WIRC of ICSI.

Second Learning Workshops on Companies Act, 2013

The second workshop was conducted on "Acceptance of Deposits & Registration of Charges Under New Act" on 19.4.2014 with PCH=01 at Ahmedabad. The workshop was addressed by CS RohitDudhela, Chairman Placement committee and active member of Management Committee of the Ahmedabad Chapter. He is also a Practicing company Secretary at Ahmedabad. The workshop was attended by 117 CS Members comprising Past Chairmen, Senior CS Members, Committee Members. The workshop was successful with the support and guidance of CS JaymeenTrivedi, Chairman PCS Committee, Ahmedabad Chapter of WIRC of ICSI.

BHAYANDER CHAPTER

Two Days Seminar on Decoding Companies Act – 2013

On 22 & 23.3.2014 the Chapter organised a Two Day Seminar on Decoding Companies Act, 2013 at Bhayander West.

Day 1 - First Technical Session -CS CA Sanjeev Shah, Sr. Manager, Deloitte anchored the first technical session and spoke on provisions on acceptance of deposits; Reward to Shareholders- Dividend & Buyback of Shares; Statutory provisions in case of Fraud.

Second Technical Session: CS KeyoorBakshi, Past President, ICSI, spoke about Secretarial Audit and other opportunities for the Company secretaries.

Third Technical Session: CS Atul Mehta, Central Council Member, ICSI presented and spoke about Enhanced Disclosure Signing & Certification of Annual Return etc. & Independent Directors.

Fourth Technical Session: CS B Renganathan, Edelweiss Capital elaborated and presented about provisions of Corporate Restructuring – Merger & Acquisition under the Companies Act, 1956 and Companies Act, 2013 and all incidental applicable provisions.

Day 2 - First Technical Session: CA DhawalRangwala, Associate Director, KPMG covered the provisions of Audit, Auditors & Auditing Standards Under the Companies Act, 2013 and

enlightened on the provisions of Management And Administration; Corporate Governance & Corporate Social Responsibility.

Second Technical Session: CA VimalPunmiya, Practicing CA, with his thorough and wide knowledge on Taxation of Hindu Undivided Family and family arrangement shared with the participants his thoughts and also replied the queries raised by them.

Third Technical Session: CS Sashikala Rao, PCS, spoke about the provisions of Clause 49 and Corporate Governance and changes.

Fourth Technical Session: CS VikasKhare, Vice President, the ICSI spoke and presented Compliances under Service Tax law.

Programme in Honour of Vice President, ICSI

The Committee Members of the Chapter honoured Vice President of the Institute CS VikasKhare and CS Sudhir Babu, Central Council member. VikasKhare made a visit of the Chapter office and motivated the Chapter team to organize three programmes in two months. The queries raised by the members and students were replied by VikasKhare. PDP certificates were distributed to the students at the end of the seminar by the Chapter committee members.

Full Day Seminar on Companies Act Selected Provisions, Stamp Duty & Registration and Co-Operative Housing Society Law

On 9.3.2014 the Chapter organised a Full Day Seminar on Companies Act Selected Provisions, Stamp Duty & Registration and Co-Operative Housing Society Law.

First Technical Session -CA Ramesh Prabhu, Practicing CA, spoke about the Latest changes in the management of Co-operative Housing Societies and enlightened the participants about the law of CHS. He also encouraged professionals to come forward and look into such compliance matters, briefed about the emergence of Co-operative movement and its present status.

Second Technical Session: CS MakrandLele, Practicing CS, Pune presented and spoke about the provisions of Holding Subsidiary relationship, Deposit, Related Party Transitions (Sec.185 v. 372A) and Penalties & Prosecution under the Companies Act 2013.

Third Technical Session: CS DevendraDeshpandey, Practicing CS, Pune presented the provisions under Companies Act, 2013 about Directors Report and remuneration of Key Managerial Persons.

Fourth Technical Session: CA VimalPunmiya, Practicing CA, spoke about provisions of Will and Nomination and Stamp Duty



and Registration of Properties, he replied the queries raised by the participants.

The participants appreciated Bhayander Chapter team for having seminars on the topics covering other laws and arranging nice faculties. PDP certificates were distributed to the students at the end of Seminar by the Chapter Committee Members. More than hundred members including students, Managing Committee Members and Chapter staff were present on the occasion.

INDORE CHAPTER Sports Week

The Chapter organised sports week in the month of February 2014. The members and Students of the Institute participated in the said event with full enthusiasm. In the sports event participants played both Indore Games and Outdoor Games with passion. The following Sports were played in the said sports week: INDOOR GAMES- Chess, Carrom, Table Tennis, Badminton. OUTDOOR GAMES – Cricket. The Sports Week provided the platform to Students and Members to interact with each other and play together.

Study Circle Meeting on Tips to Prevent Health Issues

On 22.3.2014 the Chapter organised a Study Circle Meeting on Tips to Prevent Health Issues at its premises. Dr. Alkesh Jain was the Guest Faculty who gave useful tips to prevent health issues. Chapter Chairman and other managing committee members were present on the occasion.

Study Circle Meeting on Discussion on Notified Rules Under Companies Act, 2013

On 4.4.2014 the Chapter organised a Study Circle Meeting on Discussion on Notified Rules under Companies Act, 2013 at its premises. CS Rajesh Lohia was the guest faculty. Chapter Chairman and other managing committee members were present on the occasion.

Seminar on Corporate Finance – Equity & Debt SME

On 28.3.2014 the Chapter organised a seminar on Corporate Finance – Equity & Debt SME at Indore. The Seminar had 4 faculties from different Sectors of Corporate World, they clarified members & students on each & every aspect of “Corporate Finance – Equity & Debt - SME”. Seminar had lectures of renowned faculties specialised in corporate laws, and Corporate Finance (Debt & Equity). They shared their learnings with the Senior Members and students of the Institute. The queries raised by the members and students were replied by the faculty members.

Gutam Kothari was the Guest Faculty. Ajay Thakur, Gautam Kothari, Ashish Goyal and CS Hitesh Kothari explained the topic

Corporate Finance – Equity & Debt – SME to the members in a very simple language. More than 150 members including students, Guest and Faculty members were present.

PUNE CHAPTER 9th Best Chapter Awards Ceremony

On 11.1.2014 the Chapter organised a ceremony of 9th Best Chapter Awards at Pune. On this occasion CS Ananthasubramanian, then President ICSI presented A Grade Best Chapter award 2012 to CS Pawan Chandak, Past Chairman of the Chapter. He also felicitated all managing committee members for 2012, SCM Chairman, Mentors and Coordinators and Chapter staff. A large gathering was present on the occasion.

Two Days Non Residential Conference on Critical Aspects of Companies Act 2013

On 17 & 18.1.2014 the Chapter organised a Two Days Non Residential Conference on Critical Aspects of Companies Act 2013 at Pune. Dr. KR Chandratre, CSPawanKumarVijay, Past Presidents, ICSIDr. K. S. Ravichandran, CS J. Sridhar, CS Shankar Narayan, CS Narayan Shankar were the eminent faculty for the conference. Around 302 delegates attended the conference. Eight PCH was allotted to members and sixteen PDP were allotted to the students who attended the programme.

Study Circle Meeting on Ensuring Compliance Under Labour Laws

On 25.1.2014 the Pune Chapter organised a Study Circle Meeting on Ensuring Compliance under Labour Laws at Pune. Rajendra Sabnis, VP(HRD) The Indian Card Clothing Co. Ltd. was the faculty of the meeting. In total forty four members attended the programme. One PCH was allotted to the members and two PDP was allotted to students who attended the programme.

Study Circle Meeting on Climate Change Legislation v. Growth Challenges Opportunities for CS

On 1.2.2014 the Chapter organised a Study Circle Meeting on Climate Change Legislation v. Growth Challenges Opportunities for CS at its premises. CS PVS Jagan Mohan Rao, Past President, ICSI was the faculty for the meeting. In total 90 members attended the programme. One PCH was allotted to the members and two PDP was allotted to students who attended the programme.

Study Circle Meeting on Share Transfer & Transmission Procedure & Documentation

On 8.2.2014 a Study Circle Meeting on Share Transfer & Transmission Procedure & Documentation was organised by the Chapter. In total 94 members attended the programme. One PCH was allotted to the



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members and two PDP were allotted to the students who attended the programme.

Foundation Day Celebrations

On 15.2.2014 the Chapter celebrated its Foundation Day at Pune. The programme was inaugurated by CS KanchanLimaye and CS PritiSabis followed by a drama by the Arts Circle of the Chapter. CS DevendraDeshpande, CS AmolPatwardhan, CS SantoshShinde, CS KaustubhRatnaparkhi, Avanti Chitale, ArtiGodbole, PallaviBhore, Pooja Dave, Manish Garad, NitishRajpathak, Arvind Patil, Chaitanya Date, CS Sanjay Patare performed the drama. The formal foundation day programme started with Deep Prajvalan by the dignitaries present for the programme. CS Shilpa Dixit, Chapter Chairman honoured the Chief Guest GirishKulkarni. Chapter Chairman also honoured CS RaginiChokshi, WIRC Chairman, CS VikasKhare, Vice President of the Institute, CS C.S. Kelkar, Central Council Member, WIRC and CS Atul Mehta Member, WIRC were present on the Foundation Day. CS DevendraDeshpande, Past Chairman of the Chapter was felicitated for the successful completion of his tenure as Chairman for the year 2013. There was a felicitation of the rank holders from Pune for the examination conducted by the ICSI held in December 2012 and June 2013. Best articles in Sanhita, a monthly journal of the Chapter, winners of the sports week event, Chapter Staff and OTC Faculties were also felicitated on this occasion by the Chapter Chairman. Thereafter Chief Guest shared his thoughts which were truly inspiring and motivating.

Study Circle Meeting on Evolution of Share Trading Mechanism

On 22.2.2014 the Chapter organised a Study Circle Meeting on Evolution of Share Trading Mechanism at Pune. CS KedarPhadke was the faculty for the meeting. In total 39 members attended the programme. One PCH was allotted to the members and two PDP were allotted to students who attended the programme.

Seminar on Compliance with SEBI

On 22.2.2014 the Pune chapter of WIRC of the ICSI organized a Full day non-residential seminar on Compliance with SEBI at Pune. CS ShailashriBhaskar, Practicing Company Secretary & Former Deputy General Manager, SEBI, Mumbai, was the faculty for the First Technical Session who spoke on the Topic 'Compliance of Listing Agreement'.

V. S. Sundaresan, CGM, Corporate Finance Dept., SEBI, Mumbai was the faculty for the second technical session who shared his experiences and insights with the participants on Practical Aspects of Takeover Code – Regulators' Perspective. Advocate J. J. Bhatt, Mumbai was the faculty for the Last technical session who shared his insights with the participants on SAT – Case Studies.

In total 110 members and students attended the programme. The technical sessions were informative & appreciated by the gathering at large. Four (4) PCH were allotted to members and eight (8) PDP

Hours were allotted to the students for the programme.

Two Days Residential Workshop on Critical issues in Corporate Laws

On 28.2.2014 & 1.3.2014 the Chapter of ICSI organized a Two days residential workshop on Critical issues in Corporate laws at Mahabaleshwar. CS Dr. K.R. Chandratre was the eminent faculty for this workshop and he Chaired and facilitated all the discussions during these 2 days of workshop. In total 62 members attended this programme and got the benefit from the discussions held during the 2 days of the Workshop. This Workshop is organized by the Chapter every year and is the most awaited programme of the Chapter. The Workshop was appreciated by all the delegates, Eight (8) PCH were allotted to members who participated in the Workshop.

Study Circle Meeting on Lease v. Leave and License

On 7.3.2014 the Chapter organized a Study Circle Meeting on Lease v. Leave and License at PimpriChinchwadAkurdi Chapter of ICAI, Pune. Advocate Lolita Kewalramani was the eminent faculty for this meeting. In total 30 members and students attended this programme. The technical session was very informative & appreciated by the gathering at large. One (1) PCH was allotted to members and two (2) PDP were allotted to students for attending the programme.

Interaction of the Members and Students of ICSI with the President and Vice President of ICSI

On 7.3.2014 the Chapter organized an Interactive Meeting of Members & Students of ICSI with CS R. Sridharan, President, the ICSI and CS VikasKhare, Vice President, the ICSI. CS M. S. Sahoo, Secretary, and CS Sutanu Sinha, CEO, ICSI were also present at the meeting. In total 50 members and students attended the meeting. CS Shilpa Dixit, Felicitated the President and Vice President, ICSI and other dignitaries present on the occasion. President ICSI addressed the Gathering, which was followed by open house session wherein CS R. Sridharan and CS M. S. Sahoo replied the queries raised from the audience.

Women's Day Special Programme on Inspiring Change

On 8.3.2014 on the occasion of International Women's Day the Chapter organized a Full day Women's Special programme on the theme Inspiring Change at The President Hotel, Pune. Dr. Saroj Bhadbhade, Homoeopathy Medical Practitioner & Management Consultant who is also specialist in 'Pushpashudhi' was the Chief Guest for the Inaugural session of the Programme. NehaMaratheSakhalkar performed a Classical dance at the inaugural session which was appreciated by all. DhairatriChindhade, A Consultant Dietician shared her insights on "Ideal diet for Corporate Women".

Advocate PrachiManekar was the faculty for the session on Women's



Rights in the light of Laws of Land including Prevention of Sexual Harassment Act, 2013. Arati Nair, Medical and Genetic Counsellor shared her experience and insights on the topic of Genetic and other disorders in women. In total 75 Female members and Students attended the programme. The sessions were very informative and well appreciated by the gathering. Award for best-dressed lady was also adjudged and announced at the concluding session of the Programme. A questionnaire was framed and circulated amongst the participants with the request that, they all should read, self-analyse and then write the answers. There was an overwhelming response to this and the expressions expressed in the form of answers were really honest and sincere. The answers were judged and the Best Answer was awarded at the end of the programme. Four (4) PCH were allotted to members and Eight (8) PDP were allotted to students for attending the programme.

Study Circle Meeting on Insight of Prevention of Sexual Harassments Act 2013

On 15.3.2014 the Chapter organised a Study Circle Meeting on Insight of prevention of sexual harassments Act, 2013 at Pune. CS Vivek Sadhale, Founder Director, Lega Logic Consulting, was the eminent faculty for this meeting. In total 52 members and students attended this programme. The technical session was very informative & appreciated by the gathering. One (1) PCH was allotted to members and two PDP were allotted to students for attending the programme.

Full Day Meeting on Overview on Peer Review

On 15.3.2014 the Chapter organised a Full day meeting on Overview on Peer Review at Pune. CS Mahesh Athavale, Past President, the ICSI was the eminent faculty for the meeting. In total twenty three members attended the programme. The technical session was appreciated by the gathering.

Two days Non Residential Programme on Interpretation of Statutes & Companies Act, 2013

On 21&22.3.2014 the Chapter organized a Two days' Non Residential Conference on Interpretation of Statutes & Companies Act, 2013 at Pune. CS Dr. K.R. Chandratre, was the faculty for the first Two technical Sessions who spoke on Essential Principles of Interpretation of Statutes.

Advocate Narendra Dingankar, Partner, DSK Legal Spoke on Interpretation of definition of Control & analysis/drafting of agreements consequent thereto and Advocate Anand Desai, Founder Partner, DSK Legal, shared his experience and insights on Interpretation & Drafting of dispute resolution clauses in agreements in the context of the Companies Act.

Advocate Sharad Abhyankar, Partner, Khaitan & Co. Mumbai spoke on Interpretation of terms – Related Party transactions/ ordinary course

of business. The session was followed by a session on Interpretation of Consolidation of accounts & transactions at Arm's Length which was taken by CA Sushrut Chitale, Director, Mukund M. Chitale & Co., Chartered Accountants, Mumbai and Advocate Madan Godse, Mumbai was the faculty for the last technical session on Interpretation of Definitions under the Companies Act, 2013. In total 160 members and students attended this programme. Eight (8) PCH were allotted to members and sixteen (16) hours PDP were allotted to the students for attending this workshop/ programme.

RAIPUR CHAPTER Study Circle Meeting

On 22.2.2014 the Chapter organised Study Circle Meetings on the following two topics: The provisions of the Companies Act, 2013 in relation to Incorporation of Companies and Directors' Report, Disclosures, Reporting Requirements and Authentication. CS Rajesh Agrawal and CS Ravi Mall were the speakers. Fifty members and forty two students were present at the meeting.

Two days Seminar on Critical issues under Companies Act 2013

On 22 & 23.3.2014 the Chapter organised a seminar on the above topic and discussed the following: 1) Provisions relating to Independent Directors, 2) Contents of Annual Return, 3) Provisions relating to Deposits and 4) Provisions relating to Loans to Directors, Related Party Transactions, Inter corporate loans and investments. Those discussed the topic were CS Ragini Chokshi, CS Atul Mehta, CS Ashish Garg and CS Narayan Shankar. The speakers while addressing in their respective areas expressed that there will be paradigm shift in working of the corporate under the new Act, 2013 as compared to old Act, 1956 which are intended mainly to achieve good governance, social responsibility, control the corporate frauds and to protect the interest of various stakeholders in view of the provision in the New Companies Act, 2013 for appointment of Independent Directors, restrictions on acceptance of deposits from the public, restrictions on loans and investments by the companies and on related party transactions, appointment of Women Director for achieving gender diversity in the top management of the companies, undertaking CSR activities by spending at least 2% of the average net profits for the last 3 years by the companies having a Turnover of Rs. 1000 crores, Net Worth of Rs. 500 crores or making net profit of Rs. 5 crores in any financial year effective from 01.04.2014. It was stated that now onwards the related party transactions not only related to goods and services but also for sale or lease of properties that can only be done in ordinary course of business and at arm's length prices.

The programme was organised to update the knowledge of all the Company Secretaries and Students of Chhattisgarh and to keep abreast with the interpretation of the new provisions under the new Companies Act, 2014. The programme was attended by around 120 Company Secretaries.



The programme concluded with Investors Awareness Programme on both the days wherein the precautions to be taken and procedures to be followed by the Investing Community while making investments in shares and other securities were explained by CS RaginiChoksi and other faculties.

VADODARA CHAPTER **Seminar on SME Listing – An Opportunity**

On 16.2.2014 the Chapter organized a seminar on SME Listing – An Opportunity at Vadodara. Ajay Thakur, Head, BSE SME, CS Mahavir Lunavat, Group MD, Pantomath Advisory Services Group, Mumbai and CS DeveshAPathak, PCS Vadodara were the speakers. 92 persons attended the seminar.

Investor Awareness Programme

On 8.3.2014 at the Investor Awareness Programme held at Vadodara CS GauriBapat, Company Secretary, Vadodara Stock Exchange Ltd., Vadodara was the guest speaker and on the same day at the Half Day Seminar on “Women Empowerment – Strengthening Existence” ShailliKapadia, Advocate, Gujarat High Court, Ahmedabad and Meghavi Vyas Image Consultant, Vadodara were the speakers. 38 persons attended the programme.

Study Circle Meeting on Companies (CSR Policy) Rules, 2014 – An Overview

On 15.3.2014 a Study Circle Meeting on Companies (CSR Policy) Rules, 2014 – An Overview was held at the Chapter premises. CS DS Mahajani, DGM (Taxation) & CS, Transpek-Silox Industry Limited, Vadodara were the speakers and 70 persons attended the study circle.

Study Circle Meeting on e - Governance under the Companies Act, 2013

On 22.3.2014 at the Study Circle Meeting on e - Governance under the Companies Act, 2013 held at Chapter premises, CS VishveshVachhrajani, CS & DGM (Legal) Gujarat State Fertilizer and Chemicals Ltd. Vadodara was the guest speaker. Thirty seven persons attended the programme.

Study Circle Meeting on Consequences of Provisions of The Companies Act, 2013 upon Private Companies

On 27.3.2014 a Study Circle Meeting on Consequences of provisions of The Companies Act, 2013 upon Private Companies was held at its premises. CS J J Gandhi Practicing Company Secretary, Vadodara was the guest speaker. Forty-seven persons attended the programme.

Full Day Seminar on FEMA & Corporate Governance

On 29.3.2014 at the Full Day Seminar on FEMA & Corporate

Governance held at Training Institute, Vadodara Stock Exchange Ltd. Vadodara, CA Hiren Shah, Practising Chartered Accountant;

CA Bimal R Bhatt, Practicing Chartered Accountant, Vadodara and HareshMotiani, Technical Analyst were the speakers. 56 persons attended the programme.

ICSI - CCGRT

Programme on Understanding Derivatives

ICSI-CCGRT conducted a programme on Understanding Derivatives on 15.3.2014 at its premises in CBD Belapur, Navi Mumbai in order to give a practical orientation of the subject to the Members and Students of ICSI. Avinash Mohan, Sr. Vice President of NCDEX covered commodity derivatives and discussed in detail various aspects of the market and regulatory environment thereof. Vasant Shukla, Vice President – Interest Rate & Currency Derivatives of Axis Bank threw light on the interest rates and currency derivatives. The programme emphasized on the practical aspects of the Derivatives Market and Risk Management. Participants in large numbers were immensely benefitted from the programme.

Workshop on Practical Aspects of Mergers and Takeovers

ICSI-CCGRT organised a two days' workshop on Practical Aspects of Mergers and Takeovers on 23 & 24.3.2014 at its premises in Navi Mumbai. The workshop was well-attended. Speakers included Arvind Salvi, Former DGM, RBI, RajuAnanthanarayanan, Director, Lexpraxis Consulting Pvt. Ltd, Sharad Abhyankar, Partner Khaitan & Co. and Bhagirat B. Merchant, Past President, BSE and Tarragon Capital Advisors (India) Pvt. Ltd. On the 1st day, Arvind Salvi spoke on FEMA related aspects of overseas acquisitions and funding options. He mainly covered the regulator perspective. RajuAnanthanarayanan covered Cross Border Mergers and Takeovers in detail. He enlightened the participants on various factors affecting the cross border deals and also the regulatory aspects.

On the 2nd day, Sharad Abhyankar took a technical session on Legal and Practical Aspects of Takeovers, where he shared his experiences on the topics. Bhagirat Merchant discussed the Practical Aspects of Mergers and various Case Studies thereof including possible practical solutions. The workshop was an interactive one and the queries raised by the participants were addressed by the speakers.



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

**CENTRE FOR
CORPORATE
GOVERNANCE,
RESEARCH &
TRAINING (CCGRT)**

ANNOUNCES !!!

Annual Membership Scheme (2014 – 2015)

An invitation to attend a variety of Professional Development Programs organized by ICSI-CCGRT

ICSI-CCGRT proposes its new schemes of Annual Membership for the Professional Development / Participative Programs organized by us.

The Scheme has been introduced keeping in view the convenience of making payment / taking approval at one time to attend different professional development programs organized during the period.

The New Annual Membership Schemes with its salient features are:

Scheme - I

- Membership @ ₹ 5,600/- *
- Entitled to attend 05 programs at CCGRT
- Validity of 06 Months from the month of registration

Only participants attending the program would be entitled to the applicable credit hours and background material

Scheme - II

- Membership @ ₹ 11,500/- *
- Entitled to attend 12 select programs at CCGRT
- Validity of 12 Months from the month of registration

Scheme - III

- Membership @ ₹ 20,000/- *
- Entitled to attend 20 select programs at CCGRT
- Validity of 12 months from the month of registration

**For any clarifications, please call
Program Co-ordinator on
022-41021515 / 33 / 04**

*** Including Service Tax @ 12.36%**

Scheme - IV

- Only for Outstation Members i.e. other than Mumbai, Navi Mumbai & Thane**
- Membership @ ₹ 9,000/- *
- Entitled to attend 05 select programs held at CCGRT
- Validity of 12 months from the month of registration
- Accommodation at CCGRT will be complimentary subject to availability

Membership will commence from the month in which the payment is made

Fees will be accepted by way of Cash, D.D or Local cheque payable at Mumbai to be drawn in favour of "ICSI-CCGRT A/c". Cheque may be sent to Dean, ICSI - CCGRT at the address given below:

ICSI - CENTRE FOR CORPORATE GOVERNANCE, RESEARCH & TRAINING (CCGRT)
Plot No. 101, Sector 15, Institutional Area, CBD Belapur, Navi Mumbai 400 614.

☎: 022 - 2757 7814 /15, 41021515 Fax: 022 - 27574384 ✉: ccgrt@icsi.edu website <http://www.icsi.edu/ccgrt>

Headquarters: ICSI House, 22 Institutional Area, Lodi Road, New Delhi - 110 003 Website: www.icsi.edu





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PCH- 4

Announces
Full Day Program on

PDP- 8

SELECT PROVISIONS OF COMPANIES ACT, 2013 AND RULES

Background	Most of the sections of the Companies Act, 2013 and Rules thereunder have been notified. To familiarise the Company Secretaries and others with Select Provisions of the Companies Act, 2013 and respective Rules ICSI-CCGRT is organising this program.
Day, Date & Time	Saturday, May 17, 2014 09.30 a.m. to 05.30 p.m. with lunch and copy of BOOK ON COMPANIES ACT, 2013 WITH RULES
Venue	ICSI-CCGRT Auditorium, Plot No. 101, Sector 15, Institutional Area, CBD Belapur, Navi Mumbai – 400 614
Proposed Coverage	Select Provisions of the Companies Act, 2013 and Rules
Speakers include	Eminent speakers with practical exposure to the subject will address the participants
Participant Mix	Company Secretaries, Cost Accountants, Chartered Accountants and other Corporate Professionals from different Industries.
Fees (Inclusive of Service Tax@12.36% upto April 25, 2014)	Members of ICSI, ICAI & ICoAI ₹ 2,500/- per Member Students ₹ 1,900/- per participant Non – Members ₹ 3,000/- per participant (to cover the cost of background material which includes BOOK ON COMPANIES ACT, 2013 WITH RULES, program kit, lunch and other organisational expenses.)

For Registration

Fees may be paid through DD / local / Par cheque payable at Mumbai in favour of "ICSI-CCGRT A/c" and sent to: Gopal Chalam, Dean, ICSI-Centre for Corporate Governance, Research & Training (ICSI-CCGRT), Plot No. 101, Sector-15, Institutional Area, CBD Belapur, Navi Mumbai- 400 614, before Friday, May 16, 2014.

☎ 022- 4102 1501/1533, 022- 27577814, Fax: 022- 27574384; email: ccgrt@icsi.edu

LIMITED SEATS AND HENCE PRIOR REGISTRATION IS DESIRABLE

SPOT REGISTRATION, IF AVAILABLE, ₹ 250/- EXTRA



**INVITATION OF APPLICATIONS FOR PANEL OF VISITING / ADJUNCT FACULTY FOR THE INTEGRATED COMPANY
SECRETARYSHIP COURSE EXAMINATIONS**

The Companies Act 2013 and various other legislations have cast an arduous responsibility on the Company Secretaries in terms of 'Compliance' and more importantly 'Governance'. With a view to groom students of CS course better to meet the challenges of today, keeping in view, the increasing role the company secretaries are being called upon to play and to develop well rounded niche governance professionals under one roof, an Integrated Company Secretaryship Course (full-time) is being launched by ICSI-CCGRT on pilot basis. The Course would be an interactive programme focusing on experiential learning and combining class room lectures, discussions, class exercises, case studies, visits, practice sessions etc to enable the Students to develop holistic perspective towards decision making and governance.

The first batch of the Executive Programme is commencing from 1st July, 2014 for Students appearing in June 2015 session.

In this regard, ICSI-CCGRT is inviting applications for preparing a panel of Visiting / Adjunct Faculty from suitably qualified, competent and experienced persons having academic flair and willingness to undertake such academic and confidential assignments in the following subjects of Company Secretaries examinations:

I	LEGAL DISCIPLINE SUBJECTS	
	(a) Law:	
	(i) Economic and Commercial Laws	Executive Programme
	(ii) Company Law	Executive Programme
	(iii) Industrial, Labour and General Laws	Executive Programme
	(iv) Capital Markets and Securities Laws	Executive Programme
	(b) Law and Practice:	
	(i) Tax Laws and Practice	Executive Programme
II	ACCOUNTING AND FINANCE DISCIPLINE SUBJECTS	
	(i) Company Accounts and Auditing Practices	Executive Programme
	(ii) Cost and Management Accounting	Executive Programme

ACADEMIC CALENDAR:

The sessions would be held throughout the year between 1st July, 2014 and 30th April, 2015.

QUALIFICATIONS:

A person applying for empanelment of his/her name as Visiting / Adjunct Faculty should be holding professional qualification as member of the Institute of Company Secretaries of India/Institute of Cost Accountants of India/Institute of Chartered Accountants of India preferably with at least for three years experience and / or a Doctorate Degree / Postgraduate Qualification with at least second class in the discipline of Law, Management, Finance, Accounting, Commerce, etc., preferably with at least three years post qualification experience either in an academic position or in practice or in employment in the concerned field/discipline having relevance to the subjects of examinations.

DESIRABLE EXPERIENCE:

Persons having adequate experience of teaching and as Head Examiner/Moderator/Paper Setter/Examiner in subjects of Law, Management, Finance, Accounting, etc. at graduate/post-graduate level or professional examinations or in writing book(s) or study material in the relevant subject(s) or any other specialised graduate/post-graduate level course (s) with relevant work experience having direct relevance to the aforesaid subject(s) of examination(s) will be preferred.

SCALE OF HONORARIUM

Best as per rules

HOW TO APPLY:

Candidates fulfilling the above conditions and not registered as a student of the Institute may send their application along with the bio-data to The Dean, ICSI-CCGRT, Plot No. 101, Sector 15, Institutional Area, CBD Belapur, Navi Mumbai – 400 614. email: ccgrt@icsi.edu by April 30, 2015.

For any clarifications you may call 022-41021503 / 33

ICSI – CENTRE FOR CORPORATE GOVERNANCE, RESEARCH & TRAINING (CCGRT)

Plot No. 101, Sector 15, Institutional Area, CBD Belapur, Navi Mumbai 400 614.

Tel: 022 – 2757 7814 /15, 41021515 **Fax:** 022 – 27574384 **Email:** ccgrt@icsi.edu **website** <http://www.icsi.edu/ccgrt>

Secretarial Standards Board solicits suggestions in respect of Board and General Meetings

As you are aware, of the 470 sections in the Companies Act, 2013, a substantial number of sections and rules thereunder have been notified and made effective. One such Section viz. Section 118(10) provides that every company shall observe Secretarial Standards with respect to General and Board Meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980 and approved, as such by the Central Government. In the light of this, existing Secretarial Standards with respect to General and Board Meetings issued by the Council of the Institute are being revised as per the applicable laws and sent to the Central Government for their consideration and subsequent notification u/s 118(10).

Accordingly, the Secretarial Standards Board (SSB) of the Institute of Company Secretaries of India had revised its Secretarial Standards on Meetings of the Board of Directors (SS-1), General Meetings (SS-2), Minutes (SS-5) and Passing of Resolutions by Circulation (SS-7) as per the new Act and Rules thereunder and sought public comments on the Exposure Drafts in the second week of April 2014.

Based on the public comments and other suggestions received from various quarters, it has been observed that the corporates follow divergent practices in respect of various aspects relating to the Board and General Meetings and also that they are facing several issues in the implementation of these new Rules which needs to be addressed.

The SSB of ICSI is now endeavouring to address these issues/grey areas while finalising Secretarial Standards with respect to General and Board Meetings and therefore soliciting your suggestions on the same.

You are requested to send us the practices followed by your company in respect of these Meetings and also any issues/grey areas identified by you in the Act, Rules and/or Forms w.r.t. these Meetings which, in your opinion, needs to be addressed in order to enable the SSB to finalise the Standards by incorporating the best practices and addressing the issues/grey areas.

In view of the urgency of the matter, please send in your suggestions in the format attached to ccgrt@icsi.edu or ccgrt.ssb@gmail.com so as to reach us on or before **Monday, 12th May 2014**.

The Drafts of the Standards are being finalised by the SSB and would be once again put up for public comments in the second week of May 2014 on the Home Page of the ICSI website.

Shri M S Sahoo
Secretary, ICSI

On behalf of the Secretarial Standards Board of ICSI

BOARD MEETINGS

(Include suggestions for both Physical Meetings and Meetings through Videoconferencing)

Sl. No.	Particulars	Practices	Grey areas/ issues, if any
1.	Convening a Meeting		
	Authority for convening a Meeting		
	Time and Place of Meeting		
	Notice of Meeting		
2.	Frequency of Meetings		
	Meetings of the Board		
	Meetings of Committees		
3.	Quorum		
	Meetings of the Board		
	Meetings of Committees		
4.	Attendance at Meetings		
5.	Chairperson		
	Meetings of the Board		
	Meetings of Committees		
6.	Disclosure		
7.	Illustrative list of items of business which should be placed before the Board/ Committee at its Meeting or otherwise		

PASSING OF RESOLUTIONS BY CIRCULATION

Sl. No.	Particulars	Practices	Grey areas/ issues, if any
1.	Authority for deciding passing of resolutions by circulation		
2.	Procedure		
3.	Approval including		
	Disclosure of Interest by Interested Director and abstention from voting		
	Deemed date of passing of the Resolution		
	Effective date of the Resolution		
4.	Recording (in Minutes)		
5.	Validity		
6.	Illustrative matters which should not be passed by circulation but should be passed only at a duly convened Meeting of the Board/Committee		

SSB solicits suggestions in respect of Board and General Meetings

GENERAL MEETINGS

Sl. No.	Particulars	Practices	Grey areas/ issues, if any
1.	Convening a Meeting		
	Authority for convening a Meeting		
	Notice of Meeting		
2.	Frequency of Meetings		
	AGM		
	Extra-Ordinary General Meeting		
3.	Quorum		
4.	Presence of Directors and Auditors including Secretarial Auditor		
5.	Chairperson		
	Appointment		
	Duties of chairperson		
	Chairing, Participation and Voting Right of Chairperson in an item in which he is interested		
6.	Voting		
	Proposing a Resolution		
	On Show of Hands		
	By Poll		
	By Electronic Mode		
	Casting Vote		
7.	Proxies		
	Notice of Right to Appoint		
	Form of Proxy		
	Stamping of Proxies		
	Execution of Proxies		
	Proxies in Blank, Incomplete Proxies and Multiple Proxies		
	Deposit of Proxies		
	Revocation of Proxies		
	Inspection of Proxies		
	Record of Proxies		
8.	Conduct of Voting by Electronic Mode		
	Restriction on show of hands		
	Report by Scrutinizer – timelines		
	Declaration of Results		
	Announcement of results of e-voting and physical Meeting – manner and timelines		
9.	Conduct of Poll		
10.	Withdrawal of Resolutions		
11.	Rescinding of Resolutions		
12.	Modifications to Resolutions		
13.	Reading of Report/Certificate		
14.	Distribution of Gifts		
15.	Adjournment of Meetings		

PASSING OF RESOLUTIONS BY POSTAL BALLOT

Sl. No.	Particulars	Practices	Grey areas/ issues, if any
1.	Items of business to be transacted through postal ballot		
2.	Agenda of board meeting for conducting postal ballot		
3.	Notice of resolution		
	To whom to be sent		
	Contents		
	Despatch		
	Advertisement		
	Issue of duplicate notice and postal ballot form		
	To whom to be sent		
4.	Voting rights		
5.	Postal ballots		
	Form of ballot		
	Executing the physical ballot		
	Deposit of ballots		
	Voting by electronic mode for postal ballot		
6.	Scrutiny of postal ballots		
	Tally of physical postal ballot forms received		
	Valid postal ballot forms		
	Invalid postal ballot forms		
	Scrutiny of voting by electronic mode		
7.	Maintenance of record by scrutinizer		
8.	Scrutinizer's report		
9.	Declaration of result		
10.	Rescinding the resolution		
11.	Modification to the resolution		
12.	Preservation and custody of postal ballot forms		
13.	Filing with the registrar of companies		



SSB solicits suggestions in respect of Board and General Meetings

MINUTES

(Include suggestions for Minutes of Board Meetings, Circular Resolution, General Meetings and Postal Ballot)

Sl. No.	Particulars	Practices	Grey areas/issues, if any
1.	Maintenance including Mode and manner of Maintenance		
	Numbering of Minutes Book		
2.	Contents General Contents Specific Contents		
	Manner of recording of decisions and mentioning of backgrounds and rationale of the decision		
3.	Recording Proceedings of the Meeting Speech and Tense Numbering of items of business Manner of Identification of and reference to any document, report or notes placed before the Board. Reference to the earlier resolution or decision, if superseded or modified. Noting		
4.	Finalisation Meetings of the Board (i) Persons to whom circulated and persons entitled to comment (ii) Mode and Time-limit of Circulation for Comments (iii) Mode and Time-limit of Receipt of Comments (iv) Recording or otherwise of the comments of the Directors – manner Meetings of the Committee		

5.	Entry in Minutes Book Time-limit Recording of adjourned meetings Recording of date of entry Minutes should be entered in the Minutes Book within thirty days from the date of conclusion of the Meeting. Alteration to Minutes after entry		
6.	Signing and Dating Authority Manner of signing Time-limit Blank space/page		
7.	Inspection & Extracts Entitlement to inspect Entitlement to Extracts of the Minutes and /or certified copies of any Resolution		
8.	Preservation of Minutes and other Records Duration of preservation of Minutes and procedure of destruction. Duration of preservation of Office copies of Notices, Agenda, Notes on Agenda and other related papers and procedure of destruction. Preservation of Minutes and Office copies of Notices, Agenda, Notes on Agenda and other related papers if, under a scheme of arrangement, a company has been merged or amalgamated with another company or demerged including Authority Duration and procedure of destruction. Custody of Minutes Books		

THE STANDING AND OTHER COMMITTEES/BOARDS OF THE COUNCIL FOR THE YEAR 2014-2015

Sl. No.	Name	Designation	Place
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1 Executive Committee

1.	R. Sridharan	Chairman	Chennai
2.	Vikas Y. Khare	Member	Pune
3.	S N Ananthasubramanian	Member	Thane
4.	Anil Murarka	Member	Kolkata
5.	Sanjay Grover	Member	New Delhi
6.	Sudhir Babu C.	Member	Hyderabad
7.	Renuka Kumar (Mrs.)	Member	New Delhi

2 Finance Committee

1.	R. Sridharan	Chairman	Chennai
2.	Vikas Y. Khare	Member	Pune
3.	Pradeep K. Mittal	Member	Delhi
4.	Atul H. Mehta	Member	Mumbai
5.	Atul Mittal	Member	Gurgaon
6.	Gopalakrishna Hegde	Member	Bangalore
7.	P. Sesh Kumar	Member	New Delhi

3 Examination Committee

1.	R. Sridharan	Chairman	Chennai
2.	Vikas Y. Khare	Member	Pune
3.	Arun Balakrishnan	Member	Gurgaon
4.	Atul H. Mehta	Member	Mumbai
5.	Atul Mittal	Member	Gurgaon
6.	B. Narasimhan	Member	Mumbai
7.	Sudhir Babu C.	Member	Hyderabad

4 Disciplinary Committee

1.	R. Sridharan	Presiding Officer	Chennai
2.	Sanjay Grover	Member	New Delhi
3.	Sudhir Babu C.	Member	Hyderabad
4.	S. Balasubramanian	Member	Gurgaon
5.	S. K. Tuteja	Member	Delhi

5 HR Committee

1.	R. Sridharan	Chairman	Chennai
2.	Vikas Y. Khare	Member	Pune
3.	Atul Mittal	Member	Gurgaon

4.	Sudhir Babu C.	Member	Hyderabad
5.	Pradeep K. Mittal	Member	Delhi

6 Financial Services Committee

1.	Atul H. Mehta	Chairman	Mumbai
2.	Anil Murarka	Member	Kolkata
3.	Ashok K. Pareek	Member	Kolkata
4.	Sanjay Grover	Member	New Delhi
5.	Sudhir Babu C.	Member	Hyderabad
6.	Umesh H. Ved	Member	Ahmedabad
7.	Arun Balakrishnan	Member	Gurgaon

7 Corporate Laws and Governance Committee

1.	Sanjay Grover	Chairman	New Delhi
2.	Anil Murarka	Member	Kolkata
3.	Atul H. Mehta	Member	Mumbai
4.	Atul Mittal	Member	Gurgaon
5.	Gopalakrishna Hegde	Member	Bangalore
6.	Pradeep K. Mittal	Member	Delhi
7.	Umesh H. Ved	Member	Ahmedabad
8.	U D Choubey (Dr.)	Member	Delhi

8 Professional Development Committee

1.	R. Sridharan	Chairman	Chennai
2.	Gopalakrishna Hegde	Member	Bangalore
3.	Anil Murarka	Member	Kolkata
4.	S N Ananthasubramanian	Member	Thane
5.	Pradeep K. Mittal	Member	Delhi
6.	Ardhendu Sen	Member	Gurgaon
7.	Renuka Kumar (Mrs.)	Member	New Delhi
8.	U D Choubey (Dr.)	Member	Delhi
9.	Umesh H. Ved	Member	Ahmedabad

9 Training & Educational Facilities Committee

1.	Vikas Y. Khare	Chairman	Pune
2.	Arun Balakrishnan	Member	Gurgaon
3.	Ashok K. Pareek	Member	Kolkata
4.	Atul H. Mehta	Member	Mumbai



Committees/Boards

5. Atul Mittal	Member	Gurgaon
6. B. Narasimhan	Member	Mumbai
7. Sanjay Grover	Member	New Delhi
8. Sudhir Babu C.	Member	Hyderabad
9. P. Sesh Kumar	Member	New Delhi

10 Practising Company Secretaries Committee

1. Anil Murarka	Chairman	Kolkata
2. Atul H. Mehta	Member	Mumbai
3. Atul Mittal	Member	Gurgaon
4. B. Narasimhan	Member	Mumbai
5. Sanjay Grover	Member	New Delhi
6. Sudhir Babu C.	Member	Hyderabad
7. Umesh H. Ved	Member	Ahmedabad

11 Information Technology Committee

1. Atul Mittal	Chairman	Gurgaon
2. Ashok K. Pareek	Member	Kolkata
3. Atul H. Mehta	Member	Mumbai
4. Gopalakrishna Hegde	Member	Bangalore
5. B. Narasimhan	Member	Mumbai

12 Peer Review Board

1. Vikas Y. Khare	Chairman	Pune
2. Atul H. Mehta	Member	Mumbai
3. B. Narasimhan	Member	Mumbai
4. Gopalakrishna Hegde	Member	Bangalore
5. Mahesh Anant Athavale	Member	Pune
6. Savithri Parekh (Ms.)	Member	Mumbai
7. V. Sreedharan	Member	Bangalore

13 Placement Committee

1. Ashok K. Pareek	Chairman	Kolkata
2. S N Ananthasubramanian	Member	Thane
3. B. Narasimhan	Member	Mumbai
4. Ardhendu Sen	Member	Gurgaon
5. Atul Mittal	Member	Gurgaon
6. Sudhir Babu C.	Member	Hyderabad

14 PMQ Course Committee

1. R. Sridharan	Chairman	Chennai
2. Vikas Y. Khare	Member	Pune
3. Arun Balakrishnan	Member	Gurgaon
4. Atul H. Mehta	Member	Mumbai
5. Atul Mittal	Member	Gurgaon
6. B. Narasimhan	Member	Mumbai
7. Sudhir Babu C	Member	Hyderabad

15 Board of Discipline

1. Pradeep K. Mittal	Presiding Officer	Delhi
2. Anil Murarka	Member	Kolkata
3. Sutanu Sinha	Member	Delhi

16 Secretarial Standards Board

1. Pavan Kumar Vijay	Chairman	New Delhi
2. Anil Murarka	Member	Kolkata
3. Sanjay Grover	Member	Delhi
4. S.C Vasudeva	Member	Delhi
5. S. H. Rajadhyaksha	Member	Mumbai
6. Suresh Krishnan	Member	Chennai
7. V. Ahalada Rao	Member	Hyderabad
8. Narayan Shankar	Member	Mumbai
9. Subhashis Mitra	Member	Kolkata
10. Sanjeev Agarwal	Member	Jaipur
11. Devendra Bhandari	Member	Mumbai
12. Lalit Jain	Member	Noida
13. Milind B. Kasodekar	Member	Pune
14. Jagannadha Rao	Member	Navi Mumbai
15. M. S. Sahoo	Member	Delhi
16. K.S. Ravichandran (Dr.)	Member	Coimbatore
17. Lakshmmi Subramanian	Member	Chennai
18. Representative of MCA	Member	
19. Representative of SEBI	Member	
20. Representative of RBI	Member	
21. Representative of NSE	Member	
22. Representative of CII	Member	
23. Representative of FICCI	Member	
24. Representative of ASSOCHAM	Member	

17 Expert Advisory Board

1. R. Krishnan	Chairman	Delhi
2. Pradeep K. Mittal	Member	Delhi
3. K. R. Chandratre (Dr.)	Member	Pune
4. L.V.V. Iyer	Member	Hyderabad
5. Sanjeev Kumar (Dr.)	Member	Noida
6. S. Mahadevan	Member	Coimbatore
7. K. S. Ravichandran (Dr.)	Member	Coimbatore
8. S.V. Ramakrishna	Member	Hyderabad
9. Siddhartha Ray	Member	Kolkata

Committees/Boards

10. Girish Sharma	Member	Kolkata
11. B. Ravi (Dr.)	Member	Chennai
12. M. S. Sahoo	Member	Delhi
13. Manoj Thakkar	Member	Mumbai

18 Editorial Advisory Board

1. S. Balasubramanian	Chairman	Gurgaon
2. C.K.G. Nair (Dr.)	Member	Delhi
3. Pradeep K. Mittal	Member	Delhi
4. G. P. Agarwal	Member	Delhi
5. Preeti Malhotra (Ms.)	Member	Delhi
6. Anil Rastogi	Member	Delhi
7. Kapil Taneja	Member	Gurgaon
8. Ilam Kamboj	Member	Delhi
9. R. Ravi	Member	Chennai
10. Sudheendra Putty	Member	Secunderabad
11. Karan J S Jasuja	Member	Delhi
12. S. Srinivasan	Member	Chennai
13. S. K. Dixit (Dr.)	Member	Delhi
14. S. K. Agrawala	Member	Kolkata
15. Mahesh Shah	Member	Kolkata

19 ICSI-CCGRT

1. Vikas Y. Khare	Chairman	Pune
2. Atul H. Mehta	Co-Chairman	Mumbai
3. Sudhir Babu C.	Member	Hyderabad
4. Sanjay Grover	Member	Delhi
5. D. K. Jain (Dr.)	Member	Indore
6. J. Sridhar	Member	Pune
7. Sanjay Gupta	Member	Kolkata
8. Yogesh Chande	Member	Mumbai
9. Suresh Viswanathan	Member	Mumbai


20 Quality Review Board

1. U C Nahta	Chairman	Delhi
2. Anil Kumar Bhardwaj	Member	Delhi
3. Harish K Vaid	Member	Delhi
4. Sanjay Grover	Member	Delhi
5. Atreyee Das (Ms.)	Member	Delhi

Nominations on Outside Committees

S. No.	Name of the Committee/Institution	Institute's Nominee(s)
01	National Advisory Committee on Accounting Standards (NACAS) – MCA	CS R. Sridharan President or CS Sanjay Grover, Council Member
02	Accounting Standards Board, ICAI	CS Sanjay Grover Council Member
03	Cost Accounting Standards Board, ICoAI	CS Sudhir Babu C. Council Member
04	Governing Council of the National Foundation for Corporate Governance (NFCG)	CS R. Sridharan President
05	Board of Trustees of the National Foundation for Corporate Governance (NFCG)	CS M.S. Sahoo Secretary
06	Indo – UK Taskforce on Corporate Affairs, MCA	CS Anil Murarka Past President & Council Member
07	Indo – UK Accountancy Task Force, Ministry of Commerce & Industry	CS Atul Mittal Council Member
08	Corporate Secretaries International Association (CSIA)	CS R. Sridharan President
09	The Associated Chambers of Commerce and Industry of India – Merger & Acquisition Council	CS P. K. Mittal Council Member
10	Task Force with regard to the Plan Budget of the MCA for the 12 th Five Year Plan.	CS R. Sridharan President
11	Committee to identify the tax issues arising out of convergence between the Companies Act, 1956, IFRS, DTC and GST and matters related thereto	CS Vikas Y. Khare, Vice President CS Sutanu Sinha, Chief Executive
12	The New India Membership Development Committee of INSOL International	CS M. S. Sahoo Secretary
13	Working Group constituted in the area of Corporate Governance and Corporate Social Responsibility as per provision of LOI signed between India – Netherlands	CS Anil Murarka Past President & Council Member
14	Advisory Group to the GRI Focal Point India	CS M.S. Sahoo Secretary





April 25, 2014

Dear Members,

With a view to provide for branding of services of Practising Company Secretaries, the Institute is contemplating issuing Guidelines for Use of Individual Logo by Company Secretaries in Practice. The Guidelines inter alia deal with the manner in which Company Secretaries in Practice can design and use their individual logo on letter head, visiting cards, uniform for the employees of their firm, websites, advertisement materials, name boards, other stationery, invoices, packing material, stickers, sponsorship material, etc.

The Practising Company Secretaries Committee of the Council of the Institute in its 64th meeting held on April 23, 2014 at New Delhi while deliberating on draft Guidelines for Use of Individual Logo by Company Secretaries in Practice, decided to seek views and suggestions from the various stakeholders before finalizing the Guidelines.

Accordingly, a copy of the draft Guidelines for Use of Individual Logo by Company Secretaries in Practice is available on ICSI website at <https://www.icsi.edu/portals/0/LogoGuideliens.pdf> and also published in this issue of Chartered Secretary.

We request you to send your views/suggestions on the draft guidelines, to Mr. Saurabh Jain, Deputy Director at e-mail saurabh.jain@icsi.edu, latest by May 20, 2014.

Regards,

Dr. S.K. Dixit
Joint Secretary



THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (Constituted under the Company Secretaries Act, 1980)

ICSI Guideline No. 1 of 2014

[Pursuant to Clause (1) of Part II of the Second Schedule to the Company Secretaries Act, 1980 as amended]

New Delhi, the, 2014

GUIDELINES FOR USE OF INDIVIDUAL LOGO BY COMPANY SECRETARIES IN PRACTICE

In exercise of the powers conferred by Clause (1) of Part II of the Second Schedule to the Company Secretaries Act, 1980 (56 of 1980), as amended by the Company Secretaries (Amendment) Act, 2006, the Council of the Institute of Company Secretaries of India hereby issues the following guidelines:-

1. Introduction

- 1.1 The Institute of Company Secretaries of India, (the Institute) constituted under the Company Secretaries Act, 1980 (the Act) is a statutory body to develop and regulate the profession of company secretaries in India. Members of the Institute who hold the Certificate of Practice issued by it are authorised to practise the profession of Company Secretaries and these members are known as Company Secretaries in Practice.
- 1.2 The Council of the Institute of Company Secretaries of India at its meeting held on, 2014 approved the following Guidelines for Use of Individual Logo by Company Secretaries in Practice.
- 1.3 The Guidelines herein, as issued by the Central Council of the Institute on, 2014 deal with the manner in which a Company Secretary in Practice can design and use their individual logo on letter head, visiting cards, uniform for the employees of their firm, websites, advertisement materials, name boards, other stationery, invoices, packing material, stickers, sponsorship material, etc.
- 1.4 Any non compliance or violation of these Guidelines as may be in force from time to time in any manner whatsoever shall be deemed to be an act of professional misconduct and the concerned member shall be liable to disciplinary proceedings under the Act.

2. Key Definitions

For the purposes of these Guidelines,

- 2.1 The "Act" means the Company Secretaries Act, 1980.
- 2.2 "Institute" means the Institute of Company Secretaries of India.
- 2.3 "Advertisement or advertising" means advertisement or advertising in any mode including written, recorded, displayed communication through print or electronic mode or otherwise including in newspapers, journals, internet, online, websites, banners, letters, circulars issued, circulated or published in accordance with these guidelines.

- 2.4 "Brand" is the perceived emotional corporate image as a whole.
- 2.5 "Company Secretary in Practice" means a member of the Institute who holds a certificate of practice issued to him by the institute.
- 2.6 "Firm of Company Secretaries" means sole proprietorship concern, the sole proprietor of which is a Company Secretary in Practice, or a firm wherein all partners are Company Secretaries and such firm is approved by the Council.
- 2.7 "Identify" means the visual aspects that form part of the overall brand.
- 2.8 "Logo" is any visual construct that identifies a business in its simplest form via the use of a mark or icon or any word written in a particular manner or a combination of these. A logo identifies a company or product via the use of a mark, flag, symbol or signature.

The terms not defined herein have the same meaning as assigned to them in the Company Secretaries Act, 1980, Trade Marks Act, 1999, Indian Copyright Act, 1957, The Emblems And Names (Prevention Of Improper Use) Act, 1950, Design Act, 2000 and the rules and regulations made thereunder.

3. Logo for Members

- 3.1 The Council of the Institute in its 173rd meeting held on June 23-24, 2007 has allowed the members of the Institute to use the following logo on their visiting cards and letter head to indicate that an individual company secretary is a member of The Institute of Company Secretaries of India.
- 3.2 The Council of the Institute has laid down that while using the letters 'CS' on their letter heads and visiting cards, the company secretaries need to ensure that the width of the logo when used along with the name of the member should not be more than 125% of the size of the characters used for publishing the name. When the 'CS' logo is used as a standalone on visiting cards and letter heads then it should not exceed 1cm (0.39 inch) in height. The logo is to be printed in navy blue colour only.
- 3.3 The same logo may be used on the website of the firm of Company



Secretaries in Practice, visiting cards, name boards and advertisements whether in print or electronic media.

- 3.4 If, for any reason, an individual's membership should lapse or be cancelled, the logo must immediately be removed from any written, printed or electronic materials maintained, displayed or distributed.
- 3.5 The Logo for members cannot be modified, manipulated or changed in any way from its original design, nor can it be used as a feature or design element of any other logo (e.g. a PCS firm logo).
- 3.6 The CS member logo cannot be used to imply an endorsement by ICSI of any PCS firm or any practice group.
- 3.7 The CS Member logo is open only to individual Company Secretaries, not to firms of Company Secretaries in Practice. Therefore, use of the logo cannot imply membership in ICSI by a firm, only by an individual Company Secretary.
- 3.8 Any animation/music with this logo on digital media is prohibited.
- 3.9 ICSI reserves the right to monitor the use of the logo at all times and may direct a member who is in violation of these usage guidelines to remove the logo immediately at the member's cost.

4. The individual Logo

- 4.1 A logo is something very specific that one can see. It's a mark, something graphic / visual. It is the face of the business. It's like a small "ad" that can be put at various places to market the business. It can be used on business cards, websites, power point presentations, apparel, letterheads, stickers and more.
- 4.2 While designing the individual LOGO each member shall ensure the following:
 - (i) The Logo is not in contravention of the provisions of the Company Secretaries Act, 1980, Trade Marks Act, 1999, Indian Copyright Act, 1957, The Emblems And Names (Prevention Of Improper Use) Act, 1950 and the rules and regulations made thereunder.
 - (ii) The Logo is professional and gives a good impression about the firm.
 - (iii) The Logo of the firm is representative of the name of the firm or the services provided by the firm.
 - (iv) The words "Company Secretaries" are written below the Logo.
 - (v) Use of Tag line is prohibited.
 - (vi) Logo used in a website or in a powerpoint presentation or in any digital media should not be derogatory to the image of CS profession.
 - (vii) In case the logo is used in digital media and some music / jingle is attached to it, then the music should be soothing and should establish a connect with the logo.

- (viii) The Logo shall be in compliance with the ethical principles enshrined in the Code of Conduct issued by the Institute.
- (ix) The Logo shall conform to the highest levels of dignity and ethical behaviour.
- (x) The Logo is consistent with the core idea that make up the firm, showing what it stands for, what it believes in and why it exists.
- (xi) In case a particular typography is used in creating a Logo design, then such typography should be simple and legible.
- (xii) The Logo is legible when used in any media such as news-print, electronic media and mobile devices.
- (xiii) Use of any photograph is prohibited.

4.3 Use of the individual LOGO

The individual logo may be used on-

- (i) Stationery (Letterhead, business cards, envelopes, etc.)
- (ii) Marketing Collateral (Flyers, brochures, books, website, etc.)
- (iii) Apparel Design (Tangible clothing items that are worn by employees)
- (iv) Signage (Interior & Exterior design)
- (v) Messages & Actions (Messages conveyed via indirect or direct modes of communication)
- (vi) Other Communication (Audio / video, etc.)
- (vii) Anything visual that represents the business.

5. Disclaimer

The contents or design of the logo are the sole and exclusive responsibility of the member. The Institute of Company Secretaries of India does not own any responsibility whatsoever for such contents or claims by the member.

6. Responsibility for the observance of these Guidelines

- 6.1 The responsibility for the observance of these guidelines lies with members who create, place or publish any Logo or assist in the creation or publishing of any Logo covered under these guidelines.
- 6.2 Members are expected not to commission, create, place or publish any Logo which is in contravention of these Guidelines. This is a self imposed discipline required to be observed by all those involved in the commissioning, creation, placement or publishing of Logo(s).

7. EFFECTIVE DATE:

- 7.1 These guidelines become effective from, 2014.

By order of the Council



CHARTERED SECRETARY

Bangalore Turf Club Ltd

Telephone: Office : 22262391/2/3/5
Secretary: 22261379
Fax : 91-80-22206372
e-mail : secbtc@yahoo.com
Fax : 91-80-22256995

Post Box 5038
52, Race Course Road
Bangalore - 560 001

Applications are invited for the post of SECRETARY

Qualification	Member of the Institute of Companies Secretaries of India and Degree in Law.
Essential	Service of at least five years in the field of secretarial, legal and administration, with functional knowledge of computers.
Age	Not more than 45 years of age as on 1 st July, 2014.
Emoluments	Emoluments include PF, Gratuity, Ex-gratia, Leave enhancement, LTC, Conveyance Allowance, Lunch Reimbursement, Medical Reimbursement and other benefits as applicable. Emoluments are negotiable, commensurate with experience and qualification. Higher emoluments would be allowed in respect of exceptional candidates.
Work Profile	The incumbent apart from attending to all secretarial and legal and overall administrative functions at the Club, including overseeing the functioning of the accounts Section, canteen, security, medical, electrical, stores and purchase sections, apart from ensuring proper maintenance of the buildings and stands in the enclosure of the Club and shall also be responsible for ensuring compliance with all statutory requirements.
Minimum service	Incumbent will have to execute a bond to serve the Club for a period of five years after confirmation. The candidate selected would have to report for duty latest by 1 st July, 2014.

Application with copies of all related testimonials along with two copies of passport size photograph in a sealed cover addressed to the Secretary, Bangalore Turf Club Ltd., Race Course Road, Bangalore - 560001 superscribed as, Applications for the post of 'Secretary' should reach the Club latest by Friday, 16th May, 2014.

Our Members

CONGRATULATIONS

Dr. ANIL GOR, FCS, Prof. Finance, N.L. Dalmia Institute of Management Studies & Research, Mumbai, on his being awarded the Ph.D degree in Management Studies by University of Mumbai for his thesis on Mergers and Acquisitions in Management Studies.

Dr. D.K. ABHYANKAR, ACS, DG – CREDAI Pune on his appointment as a Member on the Regional Advisory Committee of the Central Excise Department of Pune Region for two years (2014 and 2015).

Dr. S.P. SHARMA, FCS on his being awarded the Ph.D degree in Finance by CMJ University, Meghalaya for the topic "Role of Private Banks in Housing Finance in India".

ELEVATION

S. SAMDANI, FCS, Company Secretary, S. Samdani & Associates on his being appointed as the Chairman on the Board of Vadodara Stock Exchange Ltd. Vadodara by SEBI. Earlier he was public interest director on the Board of the Exchange.

42nd NATIONAL CONVENTION OF COMPANY SECRETARIES

Place: Kolkata **Dates: 21-22-23 August, 2014**

Suggestions on Theme and Sub-Themes

The 42nd National Convention of Company Secretaries is scheduled to be held at Kolkata. Suggestions are invited from members/readers on the theme and sub-themes to be deliberated at the National Convention.

The person whose theme alongwith its sub-themes is selected shall get exemption from paying the delegate registration fee for the Convention. The decision of the Institute shall be final in all respects. Interested persons may send their suggestions so as to reach by May 15, 2014 to :

Dr. S K Dixit

Director

(Perspective Planning & Professional Development)

The Institute of Company Secretaries of India

ICSI House, 22, Institutional Area

Lodi Road, New Delhi 110 003

E-mail : sudhir.dixit@icsi.edu / saurabh.jain@icsi.edu

Ph : 011-45341035/45341016

CS QUIZ

A public limited listed company has already a Managing Director, a Chief Finance Officer and a Company Secretary. Is such a company required to appoint KMP after coming into force of section 203 of the Companies Act, 2013?

Conditions

- 1] Answers should not exceed one typed page in double space.
- 2] Last date for receipt of answer is 8th June, 2014.
- 3] Two best answers will be awarded Rs. 1000 each in cash and the names of the contributors and their replies will be published in the journal.
- 4] The envelope should be superscribed 'Prize Query May, 2014 Issue' and addressed to :

Joint Director (Publications)

The Institute of Company Secretaries of India, 'ICSI House', 22, Institutional Area, Lodi Road, New Delhi-110003.

OBITUARIES

"Chartered Secretary" deeply regrets to record the sad demise of the following members:

SHRI A BASU, (30.08.1930 –25.01.2012), an Associate Member of the Institute from Kolkata.

SHRI V MUTHIAH, (01.04.1948 –17.09.2013), a Fellow Member of the Institute from Chennai.

SHRI L VENKATESAN, (08.05.1943 –15.01.2013), an Associate Member of the Institute from Chennai.

SHRI N BALASUBRAMANIAN, (17.01.1947–17.01.2014), a Fellow Member of the Institute from Chennai.

SHRI KRISHNAN GOPALAN, (23.04.1945–19.01.2014), an Associate Member of the Institute from Mumbai.

SHRI SHEETAL MANISH JOBANPUTRA, (28.12.1976–22.03.2014), a Fellow Member of the Institute from Jamnagar.

SHRI ANIL KUMAR SANGANERIA, (24.02.1961–19.08.2013), an Associate Member of the Institute from Kolkata.

SHRI I M DESAI, (01.05.1927 – 05.12.2012), an Associate Member of the Institute from Mumbai.

May the almighty give sufficient fortitude to the bereaved family members to withstand the irreparable loss.

May the Departed souls rest in peace.

PMQ COURSES

OFFERED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

I. PMQ COURSE IN CORPORATE GOVERNANCE

Post Membership Qualification Course (PMQ) in Corporate Governance aims to enable the members to gain acumen, insight and thorough knowledge relating to various aspects of corporate governance.

Course Structure

Two parts, viz., Part I and Part II

Part I: Written examination covering five papers.

Group I

- ☐ Conceptual Framework of Corporate Governance
- ☐ Corporate and Board Management
- ☐ Legal and Regulatory Framework of Corporate Governance

Group II

- ☐ Board Committees and Role of Professionals
- ☐ Corporate Governance — Codes and Practices

Part II: Dissertation or project report.

Course Fee

Rs. 12,500/- payable at time of registration for the course

Rs. 12,500/- payable after completion of Part-I and before commencement of Part-II

II. PMQ COURSE IN CORPORATE RESTRUCTURING AND INSOLVENCY

The PMQ Course in Corporate Restructuring and Insolvency aims at capacity building of Professionals in the area of legal, practical and application oriented aspects of corporate restructuring, rescue and insolvency and matters related thereto.

Course Structure

Two modules, viz., 'Module A' and 'Module B' :

Module A : Written Examination covering four papers

- ☐ Corporate Restructuring, Rescue and Insolvency
- ☐ Strategic Options for Corporate Restructuring
- ☐ Cross Border Insolvency Practice and Procedure
- ☐ Professional and Ethical Practices for Insolvency Practitioners

Module B : Compulsory Workshop

Course Fee

Rs. 25,000/- at the time of registration

Rs. 25,000 at the time of Workshop

ELIGIBILITY CRITERIA AND REGISTRATION FOR THE PMQ COURSE(S)

A person who is a member of the Institute is eligible for admission to the PMQ course.

A copy of the prospectus(es) giving the registration procedure and other details can be obtained on payment of Rs. 500/- from the Institute Headquarter at ICSI House, 22, Institutional Area, Lodi Road, New Delhi - 110 003.



For further details, please visit : www.icsi.edu
or contact
pmq@icsi.edu or 011-45341039/45341014



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

I ABIDE BY THE LAW. SO DOES MY COMPANY.

Over one million companies in the country are custodians of huge resources of the society and public. They drive the growth of the economy. It is, therefore, imperative that their operations should be so carried out that they exist forever to contribute to prosperity of the society and the economy even as they balance the interests of various stakeholders. This requires care for and adherence to law and justice, ethics, compliance, governance, risk management, conflict resolution etc. A Company Secretary, who is a regulated professional, ensures just that.

**I am a member of ICSI.
Only I do what I do.**



**THE INSTITUTE OF
Company Secretaries of India**

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

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