

**PUBLICATIONS RELEASED AT 14TH NATIONAL CONFERENCE OF PRACTISING
COMPANY SECRETARIES HELD ON 19TH JULY 2013 AT KOLKATA**

The following three publications were released at the 14th National Conference of Practising Company Secretaries held on 19th July 2013 at Kolkata:

- Referencer on Annual Return
- Referencer on Pre-Certification of E-forms Relating to Directors
- Guidance note on Compliance Certificate for Listing at SME Platform of Stock Exchanges

Referencer on Annual Return

Price : **150/- (excluding postage)**

Edition : **2013**

Annual Return is required to be filed by every company annually with the Registrar. It gives bird's eye view of the various aspects of the company including its capital structure, constitution, its management, details of securities, share transfers and indebtedness etc. A study of Annual Return can provide valuable and up-to-date information about the company as it contains the facts upto the date of Annual General Meeting. In the Companies Bill, 2012 which is passed by Lok Sabha in December 2012 and awaiting clearance from Rajya Sabha, significant additional disclosures of non-financial information are envisaged in Annual Return as compared to the existing format.

Annual Return is required to be signed by the Company Secretary of the company along with a director. In the case of listed companies, it is also required to be certified by a Company Secretary in Practice.

In view of the considerable responsibility which is cast on the Company Secretary who is required to certify the correctness, it is imperative that he scrutinizes the document carefully before signing.

With a view to serve as a handy guide while signing the Annual Return, the Institute of Company Secretaries of India has developed a Referencer on the same. This Referencer includes the legal provisions relating to Annual Return, checklists for signing of Annual Return and the relevant Guidelines.

Referencer on Pre-Certification of E-forms Relating to Directors

Price : **200/- (excluding postage)**

Edition : **2013**

The Ministry of Corporate Affairs (MCA) has entrusted practicing professionals like members of the Institute of Company Secretaries of India (ICSI) with the responsibility of ensuring integrity of documents filed by them with MCA in electronic mode. The system accepts most of these documents online without approval by Registrar of Companies or other officers of the Ministry. (MCA vide Circular 14/2011 dated 08.04.2011).

Pre-certification acts as a pre-emptive check to ensure that the particulars stated in the form or return are as per the books and records of the company and are true and correct.

This Referencer has been prepared to highlight some of the important aspects in the form of checklists which a Practicing Company Secretary and the management of the company may examine before certifying the e-forms relating to Directors. This Referencer also contains important notes with respect to each of these e-forms.

Guidance note on Compliance Certificate for Listing at SME Platform of Stock Exchanges

Price : **100/- (excluding postage)**

Edition : **2013**

The Small and Medium Enterprises (SMEs) play a very important role in terms of significant contribution to employment, national income, balanced development, value addition, and exports.

In recognition of their role in economic development of the country, Securities and Exchange Board of India (SEBI) and the Stock Exchanges have recently laid down a conducive regulatory framework for raising resources by them from the market, keeping in view the interests of investors. According to the framework, a SME that meets the norms of listing on SME Platform of a Stock Exchange can list itself on a stock exchange and raise resources from the market.

In order to ensure that various formalities and procedures relating to issue and listing of shares at the SME Platform / Exchange are adhered to, the Institute of Company Secretaries of India (ICSI) has developed a Compliance Certificate for listing / issue of shares by SMEs, in consultation with BSE Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE), to be issued by a Practising Company Secretary (PCS).

This Compliance Certification provides the necessary comfort and assurance to the regulator and stock exchanges to the effect that the proposed listing of a SME conforms to all regulatory prescriptions and adequately protects the interest of investors.

To guide the PCS in issuing the said Certificate, ICSI has developed a Guidance Note on the same. This Guidance Note requires a PCS to verify the level of adherence of the SME to the SEBI Act, the Securities Contracts (Regulation) Act and the rules and regulations made thereunder. While considering a request from an SME for listing, the Stock Exchanges take various inputs into account. One critical input taken by the Stock Exchanges these days is the Compliance Certificate issued by a PCS as per this Guidance Note.

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