



NOIDA
CHAPTER

THE INSTITUTE OF
Company Secretaries of India
भारतीय कम्पनी सचिव संस्थान
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act Parliament
(Under the jurisdiction of Ministry of Corporate Affairs)

NOIDA CHAPTER OF NIRC OF ICSI

“The first step towards getting somewhere is to decide you’re not going to stay where you are.” —J.P. Morgan

Newsletter March 2021



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Chairperson's Message

Dear Members and Students

“When everything changes, ADAPT!”

It is my pleasure to extend heartfelt greetings to the readers of the Second issue of Newsletter of the Noida Chapter for the year 2021. Life continues to throw fresh challenges, just when we felt restrictions are starting to lift, schools are re-opening, the cases of COVID-19 have suddenly risen in the last couple of days. Therefore, it is imperative that we must continue to adopt safety measures as we did in the last year.

Noida Chapter has been regularly organising technical Sessions, both in virtual and in person mode to update the members. The focus to take up new topics is combined with the efforts to get the best faculty on the subject, and we are happy that these seminars and webinars have been attended by members and students in large numbers.

A new era of endless dimensions is set to introduce itself in front of the ever - changing world. In such a scenario, nothing but education holds the power to prepare and groom the children who would emerge as future victors. Noida chapter has successfully organized three One Day Orientation Programs (ODOP) for Executive Students, with a strength of around 70 students in each batch, on 10.3.2021, 18.3.2021 and 23.3.2021. We are trying to facilitate as many students as we can, so that they can fill the examination form in time by March 25, 2021.

Noida Chapter became the first chapter to successfully conduct and complete the 15 days EDP training in classroom mode under the new training structure of ICSI on 5th March 2021. We are really thankful to all the faculty who gave their time for the students in the EDP and ODOP programmes.

Women's Day Celebrations were organized with the theme **“Savoir Vivre- Corporate Etiquettes & Social Graces”**- our Chief Guest Ms. Premalyer who is also known as Campus Nani. A highly active lady working voluntarily with **War Widows Association and Martyrs Families**, her story is very inspirational and her words came across as a guiding light for the members. She is willing to counsel any CS members and students if someone needs help.

“An incident is just a tip of the iceberg, a sign of a much larger problem below the surface.”- Dan Brown

As we realise the increasing responsibilities of Directors, it is becoming imperative to protect individuals from personal losses if they are sued as a result of serving as a director or an officer. Thus, the topic “**Directors' and Officers' Liability Insurance**” was taken up in webinar on 13th March 2021. Our Guest speakers CS Ashish Srivastava (Head CS & Legal, Rites Limited), CS Niti Mittal (Head Compliance & Sustainability, Bharti Airtel Limited), CS Sonika Jain (Group Head Legal & Secretarial, Coforge Limited) gave their insights on the topic.

A full day seminar to understand the concepts of Foreign Exchange Management Act, 1999 was organized with chief guest and speaker CS Atul Mittal. We are thankful to the members for an overwhelming response and support to Noida Chapter.

As we go forward in this critical phase of pandemic, I seek your ideas and suggestions so that we can plan webinars/seminars accordingly.

The newsletter is an initiative that mirrors the life of the chapter phase by phase. On the occasion of publishing the newsletter, I wish to thank and congratulate Noida Chapter team and all the members associated with us.

Holi is around the corner but as the cases of Covid-19 have started increasing again, we are not keeping Holi Milan at Chapter this year. So, the best way to 'enjoy' Holi is to be at home, eat your favourite dishes, spend time with your family and not step out.

Stay Healthy, Stay Safe !! Happy Holi!!

Best,

CS Preeti Grover

Chairperson, Noida Chapter of NIRC of ICSI

Details of Events

SL. NO.	DATE	NAME OF THE PROGRAMME
01	27.02.2021	<p>Study Circle Meeting on topic Registered Valuer as an Upcoming Promising Profession for Company Secretaries</p> <p>Guest of Honour: CS JK Chowdhery (Practising Professional)</p> <p>Keynote Speaker: CS & Advocate Preeti Garg (Registered Value)</p>
02	07.03.2021	<p>Half Day Seminar on the eve of Women's Day celebration on the theme “Savoir Vivre- Corporate Etiquettes & Social Graces”</p> <p>Chief Guest: Ms Prema Iyer (Campus Nani) and Ms Padma Iyer (Retd. IAS)</p> <p>Guest of Honour and Key Note Speaker: CS Payal M Puri (CS & VP group General Counsel- Somany Impresa Group) Dr. Angela Sharma (Founder Partner Soul Guards) Ms. Akshita Kapur (CEO The New Me finishing Academy)</p>
03	05.03.2021	Felicitation of Rank Holders of Noida Religion
04	10.03.2021	One Day Orientation Program for Executive Students
05	13.03.2021	<p>4th Webinar of the year 2021 on topic “Directors' and Officers' Liability Insurance</p> <p>Guest Speakers: CS Ashish Srivastava (Head CS & Legal, RITES Limited) CS Niti Mittal (Head Compliance & Sustainability, Bharti Airtel Limited) CS Sonika Jain (Group Head Legal & Secretarial, Coforge Limited)</p>
06	18.03.2021	One Day Orientation Programme for students of Executive programme
07	20.03.2021	<p>Full Day Seminar on the topic “FEMA”</p> <p>Chief Guest and Speaker: CS Atul Mittal (Partner Deloitte Haskins & Sells)</p>
08	23.03.2021	One Day Orientation Programme for students of Executive programme



Interview of the Month

Mr. Prantik Ray

Prof. Prantik Ray has studied Economics in Jadavpur University and Finance in Calcutta University. Prof. Ray started his career with The Economic Times, India as a Business Journalist. After a short stint with the media, he soon switched over to academics and has been teaching at various prominent business schools for the last twenty five years. Some of the institutions where he has taught include Institute of Rural Management, Anand, and FORE School of Management, New Delhi, ICFAI, and Hyderabad. Currently he is a full-time faculty with XLRI, Jamshedpur. Prof. Ray has consulted and conducted training programmes for a wide variety of corporates and is associated with CII and ICAI for their professional Management programmes. He has been consulted by the ADB, DFID, Ford Foundation, and Government of India on several occasions. His areas of expertise are Corporate Finance, Mergers and Acquisitions, Investment Management, Derivatives and Structured Finance. He has also authored several research papers published in referred journals and presented papers in several international conferences in India and abroad. In the last few years Prof. Ray has conducted training programmes in India and abroad for some big MNCs in India on various areas of Finance including Investments, Valuation, Corporate Finance, Mergers and Acquisitions and Structured Finance.

1. How has the global pandemic changed management education?

Management education is undergoing tremendous changes. Big companies are finding it expensive to hire MBAs who also have mind set issues and some of them are not very amenable to new ideas. So these firms have started hiring directly from the under graduate colleges and professionals too and try to mould them through suitable training.

Ranking of the Business Schools is not based on student intake or placement. Rather, it is based on faculty output, research and publication. Many schools have resources so they can encourage and facilitate their faculty to pursue these activities.

Further, if we see global business schools, some of them are funded by public money. Over the years in US, UK and European Universities, public funding has decreased. They also rely on their own funds generated through various sources. One way is to have industry-sponsored research where industry invests in the schools and the result of the research ultimately helps industry. The other is revenue from students, which is a major source of revenue. Globally, Asian students are a big market and foreign universities almost survive on them.

Another important aspect is the quality of faculty. With global players coming in the field, the business schools not only have to retain their good faculty but also attract global faculty

because they will bring the exposure and connections through which they will get corporate funding for schools. The new education policy too is giving the freedom to foreign universities to setup campus in India in joint venture. India being a big market, we can see good universities emerge here in five to ten years. We are also going to see dramatic changes in higher education and management education.

The online trend that has started in this pandemic where most of the learning is happening online. I feel in future too we are going to have a blended/hybrid learning. It can be optimized by spending sometime in campus and remaining time at home leading to reduced cost, better comfort and no significant change in the quality of learning.

So I personally feel that it is a very interesting and challenging time. The institutions who have the vision and the road map to cope up with these challenges will survive while other players will get marginalized.

2. What are the top 3 emerging trends in finance (government policy, regulatory compliance, financial markets or technology) that CSs should be aware of?

The role of Company Secretaries has changed over the years. Earlier companies would have one Company Secretary just to comply with the law and their role would be restricted in serving the board during the meetings through taking notes of the same. Provisions for appointment of Company Secretaries varies in different countries. While in UK it is voluntary to keep a CS but in India it has been made mandatory for various categories of company to appoint one after the enactment of the New Companies Act 2013 and that is a great initiative. A CS has now come to the forefront as a Key Managerial Person. The role of a CS has gone beyond the routine compliance and other regulatory matters. Regulators have put companies under checks and balances so that they don't go astray and corporate frauds have reduced. The workload of CSs has increased with the increase in regulatory compliances. They have to look after corporate governance. Institutional investors are happy and willing to invest in companies where corporate governance is well established.

One aspect is Environmental, Social and Corporate Governance (ESG). The stock market has separated stocks based on ESG. Well-governed companies fall in a separate category and there are negative connotations if corporate governance in a company is not in place. This puts CSs in a very active role.

The second part is the technological aspect which is also called regulation technology (RegTech). Digitization is happening everywhere and so also with regulations. Internal control mechanisms too are governed by software these days. Therefore CSs should be thoroughly conversant with latest technological trends. Specialised training programs should be organized for newly qualified CSs so that they are aware of the global standard trend.

Thirdly, CSs should not be restricted to the legal aspect only, which has limited scope. They have to mix it with other domains like finance, strategic business and others to offer a holistic package that can help them rise very quickly in their careers. Hence, adding other qualifications also helps.

3. How can we strengthen industry-academia connects in India on the lines of best international practices?

Industry-academia strength is all about developing confidence, trust and credibility in each other and these take three to five years to build.

We should be doing more about industry-academia connects but there are certain handicaps. I can share my experience with the Case Western Reserve University, US where I went as a visiting faculty member. It is normal for them to invite CFOs of the company present in their city. Those CFOs come to the class with the final accounts of the company and ask the students to analyze and put questions to the students. This way the session is very interactive and serves both sides. This way the company feels connected with the institution and they understand the quality of students and education.

Indian business schools are mostly student driven and they call industry people for half an hour or one-hour lectures and they visit the company during the placement process and request help. I feel it is a very narrow approach that doesn't work. There can be various models on which industry-academia relations can work. The first model is to work more with local companies, ask them about their problems that they face and suggest solutions. Institutes have to start pro bono, without any money. Later, revenue can be generated from this model. The second model is to approach bigger firms and establish long-term relationships based on mutual agreement. If the company has something to showcase, they can invite a faculty member to do a case study in their company. This way the company can also get publicity. This is how Harvard and other universities get the upper hand as everybody reads Harvard case studies. If any company is highlighted in the Harvard case study, they get good publicity. Considering the problem-solving role, the institution should have an advisory council for every department where business persons can come and consult with faculty for the curriculum design and also take some sessions in a particular course. A blended learning approach should be there. The last model is when the academic reputation is good then they can approach for industry-sponsored areas. Certain segments of industry are interested in Fintech, some in pharma and other areas, so institutes should have a center dedicated towards those areas. Faculty members who are working in that area can be deputed there to work with the particular industry or firm. This is the way international business schools operate. It's difficult for private institutes to get funds from the government in India. Hence, this is the model that they should rely on.

4. What courses can CSs take to strengthen their prospects in finance-side careers (equity research, transaction advisory, investment banking) or becoming CFOs?

Earlier I used to see CSs complete their Chartered Accountancy (CA) too. It was the most preferred combination and still works. But if you are really interested into the business side of it then a good business school degree like MBA or Executive MBA with CS would be very helpful. Business school students are expected to have a very generalist approach and have exposure to different domains so that they develop an open mindset which when combined with a legal background, would be a very good combination. There is a legal aspect present in every sphere of life. It's not only the law department but in finance and other areas too there are a lot of regulatory compliances. Therefore, the knowledge of law is always

helpful and if it's combined with knowledge of business, it becomes a wonderful combination. If someone has a very niche interest like risk management and related areas then Financial Risk Management (FRM) combines well with CS. If you are not in a position to do a regular MBA, then a substitute can be Chartered Financial Accountancy (CFA) and CS. The idea is to do one regular, full time course and combine it with another distant learning course.

5. How can we increase the quality and quantity of published research by CSs or under ICSI to Ivy League standards?

Published researches are of various types. The first is theoretical research and it is the most difficult type of research to do in finance and law as one has to develop some new theory. Hence, I normally wouldn't recommend this approach.

The second is case based research where one has to connect the case to a theory. One has to pick up a theory that is being taught in the CS course and then find some real life, regulatory or business dilemma that a company is facing. If a situation is being presented to you, then relate all of these together.

There is a particular method to case study. First start with the overall requirement and then finally go to the decision point. Leave certain points for students to solve. Case based research is very popular internationally. Harvard is the pioneer and IVY cases are also very popular. In India, IIM Ahmedabad publishes case studies, as does ISB. XLRI is also doing good, case based research but the number of studies is not very high.

The third can be empirical research, which is good for someone who has an aptitude for research. Empirical research implies 'trend-wise' research. For example, if amendments to the Companies Act have been passed or some regulation has changed then one has to find out the impact of that change on a particular industry or a group of firms or the nation as a whole.

Maybe one can draw trends from an analysis of data sets and make a research report. This requires data handling skills and research methods. Journals would want to know what methods were used before they publish a report. Therefore a researcher has to know not only the law and related aspects but also research methods.

Lastly, I would suggest you to start with a case-based research. Later, if you are more comfortable, you can do empirical research. Lastly, if you are very proficient and have the expertise, you can think of doing theoretical research.

Interviewed by :

CS Khushboo Upadhya





Author :
Lalit Rajput (ACS)

Food Laws In India: Recent Amendments & Updates

The Food Industry in India is one of the biggest industries in terms of Growth and Employment having huge potential for uplifting the economy. The Government, through the Ministry of Food Processing Industries (MoFPI), is making every effort to boost investments in the sector. The Indian food processing industry is regulated by several laws which govern the aspects of sanitation, licensing, packaging, labeling, transportation, import – export, hygiene, sampling, Consumer Grievances and other necessary permits that are required to start up and run a food business.

Lots of Amendments came in past 6 months (including Covid-19 Relaxations) in this sector / industry and some key amendments are reproduce here for your kind perusal:

1. Direction regarding display of "Date of Manufacturing" and "Best Before Date" in case of Sweets

FBOs are permitted to display the mandatory “Best before Date” and “Date of Manufacturing” (voluntary and non – binding) on the container / tray holding sweets at the outlet for sale in the local language also.

Official Circular: [Click here](#)

2. Final Extension for Audit of Sweets Shops / Meat Shops all over India

The Last date for conducting audit of meat / sweet shops all over India, have been extended up to 31.03.2021, beyond which no further extension would be considered.

Official Circular: [Click here](#)

3. Financing Facility under Agriculture Infrastructure Fund Scheme

The Government of India is implementing a new Central Sector Scheme "Financing Facility under Agriculture infrastructure Fund". With an objective to mobilize a medium long term debt finances facility for investment in viable projects for post-harvest management infrastructure and community farming assets through incentives and financial support in order to improve agriculture infrastructure in the country.

In this Scheme: All loans will have interest subventions of 3% per annum upto a limit of Rs. 2.00 crore and credit guarantee coverage also. The duration of the scheme is 10 years i.e. up to 2020-29. Any grant or subsidy available under any present or

future scheme of Central/State Government can be availed for projects under this facility

Official Circular: [Click here](#)

4. FSSAI launched Food Safety Compliance System(FoS CoS)

FSSAI is launching its cloud based, upgraded new food safety compliance online platform called Food Safety Compliance System (FoSCoS, URL – <https://foscos.fssai.gov.in>). It will replace the existing FLRS (Food Licensing and Registration System) (URL–<https://foodlicensing.fssai.gov.in>).

The FoSCoS shall be launched in phases. For the initial launch of FoSCoS wef 1st June, 2020, States/UTs of Tamil Nadu, Gujarat, Goa, Delhi, Odisha, Manipur, Chandigarh, Puducherry and Ladakh have been selected. Once the FoSCoS is launched in a State/UT, all licenses/ registrations pertaining to the State will be available on FoSCoS (<https://foscos.fssai.gov.in> /) and the FLRS data shall be disabled for taking any action. All manufacturers holding valid FSSAI license shall be needed to modify their license to choose from the available list of standardized products before 31st December 2020.

Official Circular: [Click here](#)

5. Launch of second phase of FoSCoS in remaining 27 states/ UT

FSSAI Authority has issued a notice regarding the launch of second phase of FoSCoS in remaining 27 states/ UT wef. 26th October 2020. As per the notice, it is informed that the launch of second phase of FoSCoS in remaining 27 states/UTs is planned on 1st November 2020, and to enable the same FLRS shall be closed for remaining 27 states/ UT wef 21st Oct 2020, 11:00 pm.

In view of the above, it is hereby advised that users of the system of remaining 27 states/UTs may complete their pending tasks related to FSSAI licensing and registration on FLRS by 21st October 2020 as the online system may not be available for next 10 days. FoSCoS will remain operational in the 9 states/ UTs, where it is already operational. The FoSCoS - <https://foscos.fssai.gov.in> will be made live in remaining 27 states/ UTs with the migrated data on or before 1st November 2020.

Official Circular: [Click here](#)

6. FSSAI has decided to extend the validity under some regulations till 31.12.2020

- a) Processing of FSSAI License / Registrations applications during the lockdown situation by the way of E-Inspections.

- b) Allowing FBOs to temporarily operate their food business on the basis of application for License / Registrations during the period of lockdown.

Official Circular: [Click here](#)

7. Compliance Relaxation due to this Covid-19 Pandemic

FSSAI has issued Circular regarding Waiving off the penalties during COVID-19 pandemic period due to non-submission of Annual / Half-Yearly returns by food businesses in previous years:

Compliance Particulars	Compliance Relaxations
FSSAI Licensed FBOs involved in Manufacturing (including repacking and manufacturing of food products by third party manufacturers) and importing of food products need to submit Annual Returns	Annual Return (D1) (for FY 2019-20) Due date extended till 31.12.2020
Manufacturers of Milk and Milk products need to submit Half-yearly returns	Half- yearly Return (D2) (period: October, 2020 – March, 2020) & (April 2020 – Sept., 2020) Due date extended till 31.12.2020

Official Circular: [Click here](#)

8. Extension of date for mandatory food safety audit of Food Businesses under the FSS (Food Safety Audit) Regulations, 2018:

FSSAI vide order dated 13.08.2019, has mandated audits of food businesses holding Central License and falling under high risk categories. Keeping in view the current situation due to Covid-19 Pandemic, the last date for mandatory audits has been extended up to 31.12.2020.

Official Circular: [Click here](#)

9. Prohibition of Blending in Mustard Oil

Direction under Section 16 (5) of Food Safety and Standards Act, 2006 regarding operationalization of Draft Food Safety and Standards (Prohibition and Restriction on Sales) Amendment Regulations, 2020 with respect to Prohibition of Blending in Mustard Oil.

Official Circular: [Click here](#)

10. Extension of timeline for compliance relating to Printing inks for use on food packages

Direction under Section 16 (5) of Food Safety and Standards Act, 2006 dated 10th September 2020 regarding extension of timeline for compliance of sub-regulation 3 (9) relating to Printing inks for use on food packages of the Food Safety and Standards (Packaging) Regulations, 2018:

- ❖ the FSSAI has declared that FBOs must comply with the revised IS standards either by 1st January (date of coming into force of the Regulations) or 1st July (last date for compliance) as the case may be. Furthermore, it permits a transition period of a minimum of 180 days from the date of publication of the standards by BIS.
- ❖ the Food Safety and Standards (Packaging) Regulations, 2018 were notified on 24th December 2018. These Regulations incorporate IS standards prescribed for packaging materials as mandatory compliances.

Official Circular: [Click here](#)

11. The Food Safety and Standards (Amendment) Rules, 2020.

The Food Safety and Standards Association of India (FSSAI) has proposed draft Food Safety and Standards (Amendment) Rules, 2020, further to amend the Food Safety and Standards Rules, 2011, which the Central Government, proposes to make, in exercise of powers conferred by section 91 of the Food Safety and Standards Act, 2006.

Brief Particulars according to draft amendment rules:

- ❖ Changes to the Educational Qualifications of Designated Officer (DO)
- ❖ No longer exempt a Designated Officer appointed on additional charge from the requisite training.
- ❖ Changes in the powers and duties of Designated Officer
- ❖ Propose to add to the power and duties of the FSO (Food Safety Officer).
- ❖ Masking of labels of samples with non-detachable tamper-proof stickers
- ❖ Stipulation as to the requisite number of samples drawn for products having a shelf-life of less than 7 days

- ❖ Proposed Changes to the procedure of Appeal to the Designated Officer

Official Circular: [Click here](#)

12. Display of Information in food service establishment

Food Safety and Standards (Packaging and Labelling) first amendment Regulations, 2020 relating to Display of Information in food service establishment.

- ❖ Every food establishment having central license or outlets at 10 or more locations shall mention the calorific value against the food items displayed on the menu cards or boards or booklets and the reference information on calorie requirements shall also be displayed clearly and prominently as “An average active adult requires 2,000 kcal energy per day, however, calorie needs may vary”.
- ❖ Further, the Food Service Establishments shall also mention the information relating to allergens and logo for vegetarian or non-vegetarian.
- ❖ They shall come into force on the date of their publication in the Official Gazette and Food Business Operator shall comply with all the provisions of these regulations by 1st January, 2022. Compliance before this date shall be voluntary.
- ❖ Regulations shall not be applicable to event caterers and foodservice premises that operate for less than sixty days in a calendar year, self-serve condiments that are free of charge and not listed on the menu and special-order items or modified meals and menu items as per the request of the customer.

Official Circular: [Click here](#)

➤ Regulatory Updates – Covid-19:

Lots of Amendments came in from time to time (including Covid-19 Relaxations) in this sector / industry and some key amendments are reproducing here for your kind perusal:

Sl.	Circulars	Relevant Link (s)
1.	Standard Operating Procedure (SOP) for issuance of off-line Registration and License in exceptional situations	Click Here
2.	Processing of FSSAI License / Registration Applications during the lockdown situations by the way of e-inspections.	Click Here
3.	Allowing FBOs to temporarily operate their food business on basis of application for license / registration during the period of	Click Here
4.	Steps to facilitate the Food Businesses in COVID-19 era. (Uploaded on: 05.05.2020)	Click Here

Sl.	Circulars	Relevant Link (s)
5.	Clarification on relation of food with spread of COVID-19 pandemic. (Uploaded on: 05.05.2020)	Click Here
6.	Compliance of provisions related to six monthly testing reports of food products during nationwide lockdown due to COVID-19	Click Here
7.	FSSAI giving relaxations to the FBOs during the period of lockdown due to COVID -19. (Uploaded on: 19.06.2020)	Click Here
8.	Extension of Grace Period till 31st December 2020 for applying for renewal of Licenses or registrations. (Uploaded on: 31.07.2020)	Click Here
9.	Orders issued by FSSAI giving relaxations to the FBOs during the lockdown due to COVID-19. (Uploaded on: 31.07.2020)	Click Here
10.	Waiving off the penalties during COVID-19 pandemic period due to non submission of Annual / Half-Yearly returns by food	Click Here

The Ministry of Food Processing Industries has been implementing several schemes under the umbrella of the 'Pradhan Mantri Kisan Sampada Yojana' (formerly known as SAMPADA - Scheme for Agro-Marine Processing and Development of Agro-Processing Clusters). The Government is working hard towards development of infrastructure in the food processing sector and to boost investments in the sector.

Disclaimer: This write – up is prepared as a Knowledge Sharing Initiative. *Every effort has been made to avoid errors or omissions in this material. In spite of this, errors may creep in. Any mistake, error or discrepancy noted may be brought to our notice which shall be taken care of in the next edition. The Author can be contacted at cslalitrajput@gmail.com



Comparative Chart between Right issue, Private Placement and Preferential Allotment

Author:
Pragma Yadav (CS, M.Com)

*In continuation with previous article of Right Issue Section 62(1)(a) of the Companies Act, 2013

Sr. No	Basis of Difference	Right Issue	Private Issue	Preferential Allotment
1	Applicable provisions under Companies Act, 2013	Section 62(1)(a) read with Rules	Section 42 read with rule 14 Companies (Prospectus and allotment of securities) Rules,2014	Section 62(1)(c) read with rules 13 of Companies (share Capital and debentures) Rules,2014 and Section 42 read with rule 14 Companies (Prospectus and allotment of securities) Rules,2014
2	Type of Security	Only Shares can issue. (Equity and Preference)	Any security can issue. (Equity, Preference Debenture etc.)	Only shares can issue (Equity and Preference)
3	Eligible for Offer	Issue of shares to existing Equity shareholder in proportion to their existing shareholding	Offer of shares to Investors or any selected group of person or any outsider (other than by way of public offer) Invitation in one go max- 50 Persons Max during year- 200 persons	Issue of shares to Both Existing Shareholders and/or outsiders.
4	Approval Required	Approval of Board of Director through Board Resolution required.	Board & Shareholder approval *(General Meeting)	Board & Shareholder approval *(General Meeting)
5	Offer period	Minimum Period-15 days Maximum Period -30 days (however in case of private company if consent from 90% of the shareholder then the offer period can be less then as defined above) * Add 3 additional days extra for dispatch	No specific minimum offer period defined under this section. However, maximum period of offer can be 365 days.	No specific minimum offer period defined under this section. However, maximum period of offer can be 365 days.
6	Format of offer Letter	No specific format	PAS-4(offer Letter) PAS-5(Complete record)	PAS-4(offer Letter) PAS-5(Complete record) *No such Format in case of offer only to existing members.
7	Forms to be filled	1.PAS-3(with in 30 days from allotment) PAS-3 needs to file with in 30 days of passing of board resolution for allotment of shares.	1. MGT-14 (with in 30 days passing of special resolution in general meeting) 2. PAS-3(with in 15 days of allotment of shares)	1. MGT-14 (with in 30 days passing of special resolution in general meeting) 2. PAS-3(with in 15 days of allotment of shares)
8	Time period for allotment of securities *otherwise it will be treated as deposit	Within 60 days for the Date of Receipt of Application Money.	Within 60 days for the Date of Receipt of Application Money.	Within 60 days for the Date of Receipt of Application Money.
9	Separate Bank Account	No Separate Bank Account Required	Separate Bank account Required	Separate Bank account Required

10	Fund utilisation	Fund can be utilize any time after receipt of same	Fund can't be utilise only after filing of PAS-3.	Fund can't be utilise only after filing of PAS-3.
11	Valuation Report	Valuation Report is not Mandatory, *Valuation report is mandatory only in case of issue to non-existing non-resident shareholder	Valuation Report is not Mandatory	Valuation Report is Mandatory.
12	Renounce the offer letter option	Shareholders have rights to Renounce /accept/ reject the offer letter *Subject to authorisation in AOA	No such right available	No such right available
13	Explanatory Statement	Not applicable because no shareholder approval is required	Notice should contain Explanatory statement as per rule 14(2) of Companies (Prospectus and allotment of securities) Rules,2014	Notice should contain Explanatory statement according to rule 13 (d) of Companies (share Capital and debentures) Rules, 2014 read with rule 14(2) of Companies (Prospectus and allotment of securities) Rules, 2014
14	Minimum Subscription or Investment size	No such minimum subscription required	No such minimum subscription required	No such minimum subscription required
15	Mode of Receipt of Subscription money	Subscription money can be receive in cash or through Banking Channel	Subscription money can be receive only through Banking Channel	Subscription money can be receive in cash or through Banking Channel
16	Debenture issue	Debenture can't be issue through right issue of shares	Debenture can be issue through right issue of shares	Debenture can't be issue through this method
17	Non Convertible Preference Shares	can't be issue through right issue of shares	can be issue through right issue of shares	can't be issue through this method



Communication skills

Author:
Somya Mittal, (ACS, LLB)

When applying for a job all candidates are expected to be well versed with the technical aspects of the profile, which is tested via various questions the answers to most of which one is expected to know through books or experience. However, what they are also being tested on when answering questions is the way they communicate!

How we studied in school (I still remember from my business studies class)- Communication is the effective giving and receiving of information. It is only complete when the giver has communicated the message and the receiver has received and perceived it as intended.

The above statement sounds very simple and transactional, but there are many a slip between the cup and the lip! Various mistakes can happen while transmitting the simplest of information, circumstances beyond our control- The giver may be angry, snappy, missing information, or unclear, the receiver may react negatively, stop listening midway, start interrupting, or have incorrect perception.

Almost all soft skills are communication-based, how can you portray yourself as a leader unless your actions communicate the same? How will you work with a team if you are unable to communicate your solution and its implementation? It starts from writing a cover letter to apply for a job, taking up an issue with your manager, sharing a new initiative at work, you will need strong communication skills at each step.

Think back, have you had a senior who refused to listen? Have you had colleagues who were not sociable and a total bummer to work with? Have you worked with someone who used complicated language in order to say something simple? These people you came across are lacking in the Communication soft skills department.

Communication skills are the tools you use to clearly and effectively converse with others, set expectations, and work harmoniously. Whether you're the CEO of the Company or just starting your employee journey, communication skills are of the utmost importance. Few important communication skills that come into play every day at the workplace are:

LISTENING: Equally important on day one as it is on day 5000. We should keep our ears open for new experiences and learnings. Whether you are brand new at your job- listen and learn. Whether, you've been at your job for five years- listen and act. You aspire to be a leader- listen for feedback, gather information from team to improve and grow.

VERBAL COMMUNICATION: A highly ranked skill in the workplace, one which cannot be ignored. This skill comes into play almost immediately, starting with your interview. While some feel intimidated speaking up in their workplace, they miss out on

opportunities to enunciate, ask questions, and to state needs and wants. Whether you are having a casual conversation, a discussion about a client, a brainstorming session, verbal communication is key.

NON-VERBAL COMMUNICATION: Watch your body language, it should match the words that come out of your mouth! Pay attention to your non-verbal cues. Such as eye contact, body language, facial expressions, the words you use- tone and emphasis.

WRITTEN COMMUNICATION: The importance of written means such as emails etc. cannot be emphasized enough, this is one area where each one should strive to over-communicate, especially in emails and correspondences. This ensures that everything is well documented and nothing comes back to bite you later! Any oversights or words exchanged with clients if not documented properly can cause the fall of your career. If you do your job and leave a written trail, you can remain well assured. When anyone misses a deadline, one can take the liberty to sound smug and start your response with... As per my email dated...

Also written summaries of meetings etc. are great reference document for lengthy meetings, complicated projects, or work that has a ton of deadlines.

PRESENTATION: Again there are some so blessed when it comes at presenting and putting forth their thoughts in a calm and collected manner. But if you tend to be more of an introvert, presentation skills may be something that make you uncomfortable. These are nothing but a combination of listening, verbal, and written communication in one go. For some it is also a means to flaunt their Powerpoint skills. Presenting anything in front of a group of people makes me nervous, even though I have done it plenty to keep confidence in myself. However, the one thought that keeps my fear at bay is- it's silly to be intimidated by another human being! We are all people. We all get nervous sometimes. Also, some food for thought- it is highly likely that you have been asked to present because you are the expert on that topic! Next time you are assembling a presentation, think of your target audience, their concerns, what they want to hear from you, the solution you are expected to present. If you show good listening skills within your presentation, your meeting will be a guaranteed success.

Communication will vary from person to person, situation to situation. The way you communicate with your family will be different than the way you communicate with people at work. The way you write a love letter will be entirely different from a client email. All you got to do is pay attention- language used, coming across as friendly/stuck-up, writing/ speaking/ listening with an open mindset etc.

The importance of communication is indispensable wherever we go and whatever we do. If we can communicate effectively and pass on the message as intended, we build strong relationships whether it be at work or our personal lives, we will find success in all spheres of life, and we create a healthier state of mind since information is sent and received clearly.

Just like driving, cooking or any other hobby, learning how to communicate effectively requires time and practice in order for it to come naturally to you. Some simple actions that you can take up consciously to create a happy workplace environment:

- Speak with new joiners and check on with your colleagues/ seniors regularly- remember out of sight out of mind!
- Work on document management and knowledge sharing- people are happy to see anyone making that extra effort!
- Identify and adopt the company culture in everything you do at work- this will definitely make you different from the lot!
- Voice your opinion- Be it congratulating a colleague on their achievement (even birthdays and anniversaries) or sharing negative feedback, don't shy away ever!
- Use simple words and check your body language- Be the person you want to interact with, don't get all slouchy at work, stand/sit up straight, smile, maintain eye contact.
- Last but not the least- there is always room for improvement, learn from people around and keep working on communicating and being effective at it!

Health Corner

PUT THAT ON YOUR PLATE

The coronavirus pandemic and the national lockdown have led to all kinds of anxieties among us. The most pressing and obvious one is the fear of falling sick. Another more basic concern is about how to keep ourselves well-fed and healthy during this time.



For those working from home, it could be a matter of how to whip up quick and easy meals while juggling deadlines and possibly longer work hours. But for some, the lockdown may present an opportunity to slow down, experiment, and channel all their anxieties into their cooking.

Much has been discussed over all the ladies turning into Master chefs during the pandemic, but it wasn't just about serving you a platter full of all the street food that you were missing out on. A lot of effort goes into preparing a meal that is not only a pleasure to the sight and soul but also a powerhouse of nutrition.

what is a Healthy Plate

Healthy plate is a simple and effective aid for healthy nutrition. The composition of the plate reflects modern scientific knowledge, showing the best way to maintain a healthy body and a healthy weight, creates a foundation for illness prevention, and also supports effective treatments.

How to make a Healthy Plate

Vegetables and fruits should take up half the plate and grains and protein foods each take up about a quarter of the plate and with a side helping of dairy, you're reminded to include milk or another dairy food (like cheese or yogurt) in your daily meal plan.

- choose variety — the best meals have a balance of items from different food groups
- fill half your plate with vegetables and fruits
- make at least half the grains you serve whole grains, like oatmeal, whole-wheat bread, and brown rice
- serve fat-free or low-fat (1%) milk and water rather than sugary drinks
- don't serve oversized portions

Healthy yet attractive Plate

The colorful divided plate includes sections for vegetables, fruits, grains, and foods high in protein.

Green = Vegetables

The vegetable portion of healthy Plate, in green, is one of the largest portions on the plate. That's because, just like grandma said, it's important to "eat your veggies!"

The vegetable group includes:

1. dark green vegetables (like broccoli, spinach, and kale)
2. beans and peas (like kidney beans, lentils, and black-eyed peas — also included in

the protein group)

3. starchy vegetables (like corn, potatoes, and plantains)
4. other vegetables (those that don't fall into the first four categories, like cauliflower and green beans)

For best nutrition, serve a variety of vegetables to your family each week. You can use fresh, frozen, or canned veggies.

Red = Fruits

Fruits are an important part of a balanced diet. They contain necessary nutrients like vitamin C, potassium, and fiber. You can use fresh, frozen, or canned fruit.

When buying canned fruit, choose fruit that is packed in juice rather than heavy or light syrup. And it's best to serve whole fruit over 100% fruit juice. **Fruit juices have more sugar and calories with less fiber per serving than whole fruit.**

Orange = Grains

The grain group includes any food made from wheat, oats, cornmeal, barley, or other grain. Bread, tortillas, cereal, rice, and pasta belong in this group.

At least half of the grains one eat each day should be whole grains, such as oatmeal, brown rice, and whole wheat bread. Whole grains have dietary fiber that helps you feel full and can prevent and treat constipation.

Purple = Protein Foods

Foods that are high in protein help the body build and maintain the tissues of the body. They also have important vitamins and minerals, like iron.

Protein-rich foods include beef, poultry, seafood, dry beans and peas, eggs, nuts, and seeds. Soy products like tofu and veggie burgers are also good sources of protein. When eating meats, choose lean or low-fat options.

Blue = Dairy

This group includes milk and other dairy products, such as yogurt and cheese. Calcium-fortified soy milk is also included in the dairy group. Besides calcium, dairy products have vitamin D. Vitamin D helps the body absorb calcium for healthy bones and teeth. Foods made from milk, like butter, cream, and cream cheese, don't have much calcium, and are not part of the dairy group.

Breads

One must try to replace regular "aata ki roti" (wheat flour bread) with jowar, bajra, even kuttu & oats flour. With so much of variety in just the chapatis no one would get bored of home cooked food. With tea in the evening one can have home baked matthis made with above mentioned flour. Other options of evening healthy snacks are roast murmuras, chanaa. One can add pinch of chat masala and make it tastier.

Ragi chapati helps in reducing bloating and acidity.

EAT HEALTHY, STAY HEALTHY!!

Glimpses of Webinar and Seminar



Noida Chapter successfully conducted its first study circle meet of the year on the topic ***Registered Valuer as an Upcoming Promising Profession for Company Secretaries*** on 27th February, 2021. Our Guest of Honour was CS JK Chowdhery (Practicing Professional) and Keynote Speaker was CS & Advocate Preeti Garg (Registered Valuer)



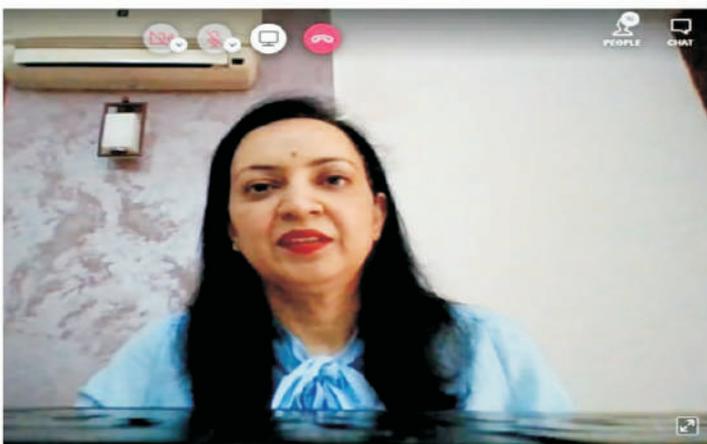
Noida Chapter organised ***half day seminar*** on the eve of Women's Day celebration on the theme ***Savoir Vivre- Corporate Etiquettes & Social Graces*** on 07th March, 2021. We had with us our chief guest Ms Prema Iyer (Campus Nani) and Ms Padma Iyer (Retd. IAS). Our guest of honour and keynote speakers were CS Payal M Puri (CS & VP group General Counsel- Somany Impressa Group), Dr. Angela Sharma (Founder Partner Soul Guards), Ms. Akshita Kapur (CEO The New Me finishing school)



Noida Chapter organized felicitation ceremony felicitate rank holders of Noida Chapter Region in Company Secretaries Examination for CS Professional & Executive Programme held in December 2020



Noida Chapter organized ***One day Orientation Programme*** for Executive Students on 10th March, 2021.



Noida Chapter conducted Webinar on the topic ***Directors and Officers Liability Insurance*** on 13th, 2021.

Our Guest speakers were CS Ashish Srivastava (Head CS & Legal, RITES Limited), CS Niti Mittal (Head Compliance & Sustainability, Bharti Airtel Limited), CS Sonika Jain (Group Head Legal & Secretarial, Coforge Limited)



Noida Chapter organized ***One day Orientation Programme*** for Executive Students on 18th March, 2021. CS Niharika, CS Nand Lal Thakur and CS Divesh Goyal guided and motivated the students.



Noida Chapter has successfully organised ***Full day seminar*** on the topic ***FEMA*** on 20th March 2021- Chief Guest and Speaker CS Atul Mittal



Members attending the seminar on 20th March 2021



Noida Chapter organized ***One day Orientation Programme*** for Executive Students on 23rd March, 2021. CS Nisid Kumar Singh, past Chairman Noida Chapter, guided and motivated the students in the inaugural session

IMPORTANT ANNOUNCEMENTS

Renewal of our agreement with Kailash Hospital, Noida for health checkup of Women. This is valid for members, their dependents and students of Institute as per the below mentioned conditions-

1. There is 20% discount on room rent (except ICU, CCU, ICCU, NICU and Nursery) and investigation;
2. This offer is applicable in sector-27, sector-71, Noida branch and Greater Noida branch;
3. The ***Health checkup of women*** as mentioned is valid till 31st march, 2021; Production of CS identity card is mandatory.



KAILASH HOSPITAL & HEART INSTITUTE
(A UNIT OF KAILASH HEALTHCARE LTD.) CIN : U74899DL1993PLC054864
325 Beds Super Speciality (NABH & NABL ACCREDITED)
H-33, SECTOR - 27, NOIDA - 201301
Phones : 0120 - 2 44 44 44, 2 46 66 66 & 2466+Extn Fax : 0120 - 2 53 33 33



KHH/Mkt. /2021-22/ 379 **Dated: 06th March, 2021**

To

Ms. Preeti Grover Ji
Chairman
Noida Chapter of NIRC of
The Institute of Company Secretaries of India
C-37, Sector-62, Noida-201309

Subject: Empanelment of Kailash Group of Hospitals.

Respected Sir,

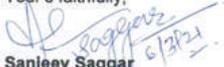
This is in reference to our agreement letter dated 21.02.2020 on the above subject.

We hereby convey our consent to provide treatment to Members, their dependents and Students of your Institute as per below terms and conditions:

1. Hospital Rate List 2020 will be applicable for one year ending 31.03.2022.
2. 20% discount on Room rent (except ICU, CCU, ICCU, NICU & Nursery) and Investigations.
3. Payment terms will be on cash basis.
4. The above discounts is applicable in our Hospitals Sector-27, Sector-71, Noida and Greater Noida.
5. On International Women's Day we offer Kailash Well Women Health Check up @ Rs. 4200/- + Rs.400/- for T-3 & T-4 Tests per women valid till 31.03.2021.
6. Your beneficiaries may avail above on production of Identity Card.
7. We also offer our Ayurvedic, Yoga and Naturopathy Services at Kailash Health Village, C-38, Sector-62, Noida and Kailash Institute of Naturopathy, Ayurveda & Yoga, 26 KP-I, Greater Noida at 25% discount.

Thanking you.

Your's faithfully,


Sanjeev Saggari
DGM Corporate Relations
M. +919711918455
Email: dgm.marketing@kailashhealthcare.com

Note : For any clarification/information kindly contact:
Mr. BK Sharma, Office Head Marketing, Tele : 0120-2466609, M. 8800704732

Copy to :

Medical Check -up Counter
Kailash Hospital & Neuro Institute, Sector-71, Noida.
Kailash Hospitals Ltd. ,23 KP-I, Greater Noida
Kailash Health Village, C-38, Sector-62, Noida.
Kailash Institute of Naturopathy, Ayurveda & Yoga, 26 KP-I, Greater Noida

Regd. Office : A-101, New Ashok Nagar, Delhi - 110096 HEALTH CARE PAR EXCELLENCE
E-mail : kailash.noida@kailashhealthcare.com Web site : www.kailashhealthcare.com

City Updates

- Vaccination for senior citizens saw an overwhelming response in Gautam Budh Nagar with the district recording a turnout of about 98%. A soft launch for the third round was held in one private hospital and two government hospitals. The Gautam Budh Nagar district admin had declared list of private hospitals empaneled for Covid Vaccination and a list of beneficiaries, aged 60 years and above, through the electoral roll, for the third phase of the vaccination drive. Besides, people above 45 years of age with co-morbidities will also be covered in the third phase, but they need to self-register on the updated version of the Co-WIN 2.0 app.
- Driverless personal rapid transport (PRT) or pod taxis could be considered for last mile connectivity of passengers commuting to and from the upcoming Noida International Airport. The hi-tech pod taxis, which are used in several western countries, are cost-effective, pro-environment and convenient. These self-driven pod taxis run on battery or hydrogen and are environment friendly. They occupy less space and hence are naturally suitable for Indian cities and have viability in future also. The Greenfield airport is being developed in four phases. Development work for the first phase of the Noida International Airport in Jewar is underway.
- Signature flyover at Parthala Chowk in Greater Noida to be functional by end of this Year. Noida Authority has finalized the agency for the work and Noida Authority CEO Ritu Maheshwari reviewed the work on project.
- Under the campaign #plasticfreenoida Noida Authority CEO Ritu Maheshwari has awarded 5 kids with name Swachhta Doot and gave cycle as an encouragement.



Compiled and edited by CS Shikha Gupta