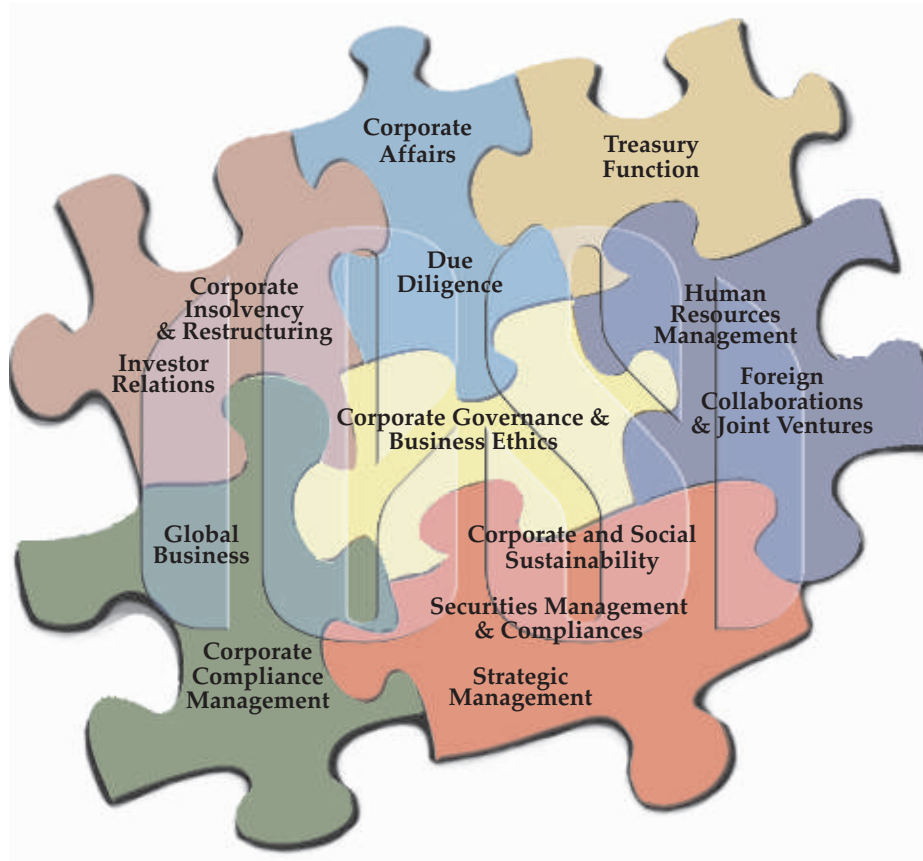


Role of **COMPANY SECRETARY**



**THE INSTITUTE OF
Company Secretaries of India**

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

www.icsi.edu



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- ◆ The ICSI is a premier national professional body established under an Act of Parliament, namely the Company Secretaries Act, 1980.
- ◆ Functions under the administrative control of Ministry of Corporate Affairs, Government of India.
- ◆ Has been set up to develop and regulate the profession of Company Secretaries.
- ◆ Has its Headquarters at New Delhi and 4 Regional Councils at Chennai, Kolkata, Mumbai and New Delhi and 69 Chapters spread all over India.
- ◆ Has set up Centre for Corporate Research and Training (ICSI-CCRT) at Navi Mumbai.
- ◆ Conducts examination at 67 centres across the country and one Overseas Centre at Dubai.

ROLE OF COMPANY SECRETARIES

- ◆ Pursuant to section 383A of the companies Act, 1956, companies with a paid-up share capital of Rs. 5 crore or more are legally obliged to appoint a whole-time Company Secretary who must be a member of the Institute of Company Secretaries of India.



- ◆ Every company having a paid-up share capital of Rs.10 lakh or more but less than Rs. 5 crore is required to engage the services of a Secretary in Whole-time Practice for issue of compliance Certificate.

The Company Secretary

- ◆ Is a vital link between the company and its Board of Directors, shareholders, government and regulatory authorities and all other stakeholders.
 - ◆ Ensures that Board procedures are followed and regularly reviewed and provides guidance to Chairman and the Directors on their responsibilities under various laws.
 - ◆ Commands high position in the value chain and acts as conscience seeker of the company.
- A Company Secretary being multidisciplinary professional renders services in following areas:

CORPORATE GOVERNANCE AND SECRETARIAL SERVICES

Corporate Governance Services

Advising on good governance practices and compliance of Corporate Governance norms as prescribed under various Corporate, Securities and Other Business Laws and

regulations and guidelines made thereunder. Company Secretary also assists in developing a corporate and social sustainability framework.

Corporate Secretarial Services

- ◆ Promotion, formation and incorporation of companies and matters related therewith
- ◆ Filing, registering any document including forms, returns and applications by and on behalf of the company as an authorized representative



- ◆ Co-ordinating board/general meetings and follow-up actions thereof
- ◆ All work relating to Securities and their transfer and transmission
- ◆ Custodian of corporate records, statutory books and registers

Secretarial/Compliance Audit and Certification Services

- ◆ Secretarial/Compliance Audit
- ◆ Issuing Compliance certificate for companies not required to employ a whole-time Company Secretary
- ◆ Signing of Annual Return
- ◆ Other declarations, attestations and certifications under the Companies Act, 1956

CORPORATE LAWS ADVISORY AND REPRESENTATION SERVICES

Corporate Laws Advisory Services

Advising companies on Compliance of legal and procedural aspects, particularly under –

- ◆ SEBI Act, Securities Contracts (Regulation) Act and rules and regulations made thereunder
- ◆ Foreign Exchange Management Act
- ◆ Consumer Protection Act
- ◆ Depositories Act
- ◆ Environment and Pollution Control Laws
- ◆ Labour and Industrial Laws
- ◆ Co-operative Societies Act
- ◆ Mergers and Amalgamations and Strategic Alliances
- ◆ Foreign Collaborations and Joint Ventures
- ◆ Setting up subsidiaries abroad
- ◆ Competition Policy and Competition Law Compliances
- ◆ IPR Protection, Management, Valuation and Audit
- ◆ Drafting of Legal Documents



Representation Services

Representing on behalf of a company and other persons before–

- ◆ Company Law Board
- ◆ National Company Law Tribunal
- ◆ Competition Commission of India
- ◆ Securities Appellate Tribunal
- ◆ Registrar of Companies
- ◆ Consumer Forums
- ◆ Telecom Disputes Settlement and Appellate Tribunal
- ◆ Tax Tribunals and
- ◆ Other quasi-judicial bodies and Tribunals

Arbitration and Conciliation Services

- ◆ Advising on arbitration, negotiation and conciliation in commercial disputes between the parties
- ◆ Acting as arbitrator/conciliator in domestic and international commercial disputes
- ◆ Drafting Arbitration/Conciliation Agreement/Clause

FINANCIAL MARKETS SERVICES

Public Issue, Listing and Securities Management

- ◆ Advisor/consultant in issue of shares and other securities in India and abroad
- ◆ Drafting of prospectus/offer for sale/ letter of offer/other documents related to issue of securities and obtaining various approvals in association with lead managers
- ◆ Listing / delisting of securities
- ◆ Private placement of securities



- ◆ Buy-back of shares
- ◆ Raising of funds from international markets – ADR/GDR/ECB
- ◆ Acting as compliance officer under listing agreement
- ◆ Compliance officer for various capital market intermediaries

Takeover Code and Insider Trading

Ensuring compliance of the Takeover Regulations and any other laws or rules as may be applicable in this regard

- ◆ Ensuring compliance with SEBI (Prohibition of Insider Trading) Regulation, 1992 including maintenance of various documents

Securities Compliance and Certification Services

Compliance with rules and regulations in the securities market particularly –

- ◆ Internal Audit of Depository Participants
- ◆ Internal Audit of Stock Brokers/Trading Members/Clearing Members
- ◆ Certifications under SEBI (DIP) Guidelines
- ◆ Audit in relation to Reconciliation of shares
- ◆ Concurrent Audit
- ◆ Certificate in respect of compliance of Private Limited and Unlisted Public Company (Buy Back Securities) Rules
- ◆ Certification regarding compliance of conditions of Corporate Governance under clause 49 of the equity listing agreement
- ◆ Various certifications for trading members of stock exchanges
- ◆ Certification regarding compliance as to issue of Bonus shares
- ◆ Listing Agreement for Listing of Debt Securities and Listing Agreement for Indian Depository Receipts

BANKING SERVICES

- ◆ Diligence Report and Certification in respect of Consortium / Multiple banking arrangement made by Scheduled Commercial Banks/Urban Co-operative Banks.



- ◆ Loan Syndication
- ◆ Loan Documentation
- ◆ Registration of Charges
- ◆ Status and Search Report

FINANCE AND ACCOUNTING SERVICES

- ◆ Accounting and compilation of financial statements
- ◆ Working capital and liquidity management
- ◆ Determination of an appropriate capital structure
- ◆ Analysis of capital investment proposals



- ◆ Business valuations prior to mergers and/or acquisitions
- ◆ Budgetary controls
- ◆ Preparation of Project Reports and feasibility studies
- ◆ Internal Audit
- ◆ Secretary to Audit Committee

TAXATION SERVICES

- ◆ Advisory services to companies on tax management and tax planning under Income Tax, Excise and Customs laws, Service Tax and VAT etc.
- ◆ Preparing/reviewing various returns and reports

required for compliance with the tax laws and regulations

- ◆ Representing companies and other persons before the tax authorities and tribunals

INTERNATIONAL TRADE AND WTO SERVICES

- ◆ Advising on all matters related to IPRs and TRIPs Agreement of WTO
- ◆ Advising on matters relating to anti-dumping, safeguard duties and counter vailing duties
- ◆ International Commercial Arbitration



- ◆ Advising on and issuing certificates on Foreign Trade Policy and Procedures
- ◆ Advising on Intellectual Property licensing and drafting of Agreement
- ◆ Acting as registered Trade Mark Agent

INFORMATION TECHNOLOGY

- ◆ Compliance with cyber laws
- ◆ Conducting Board Meetings through video-conferencing and teleconferencing
- ◆ Advising on IT related IPR

- ◆ Developing management reports and controls
- ◆ Maintaining statutory records in electronic form
- ◆ E-filing of forms / documents under MCA-21 and other statutory authorities

MANAGEMENT SERVICES

General/Strategic Management

- ♦ Advising on corporate social responsibility
- ♦ Participating in formulation of Business policy, strategy and planning
- ♦ Formulation of the organizational structure
- ♦ Acting as management representative to obtain ISO Certification
- ♦ Advising on sustainability accounting and reporting

Corporate Communications and Public Relations

- ♦ Communication with various stakeholders, like Shareholders, Government, Regulators, Authorities etc.
- ♦ Advisory services for Brand equity and image building

Human Resources Management

- ♦ Advising on industrial and labour laws
- ♦ Manpower planning and development
- ♦ Performance appraisal
- ♦ Motivation and remuneration strategies



- ♦ Audit of the HR function
- ♦ Office management, work studies and performance standards
- ♦ Maintaining Industrial relations
- ♦ Attaining cultural Integration

HEADQUARTERS

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Phone: 022-27577814-16 Fax: 022-27574384 E-mail : ccrt@vsnl.com

REGIONAL COUNCILS

EASTERN INDIA REGIONAL COUNCIL

ICSI-EIRC Building, 3-A Ahiripukur I Lane, Kolkata 700 019
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Email: niro@icsi.edu; eniro@icsi.edu

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WESTERN INDIA REGIONAL COUNCIL

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Phone: 22021826, 22844073, 22047569, 22047580 22047604 Fax: 22850109
E-mail: wiro@icsi.edu

Managing Corporate Excellence



Vision

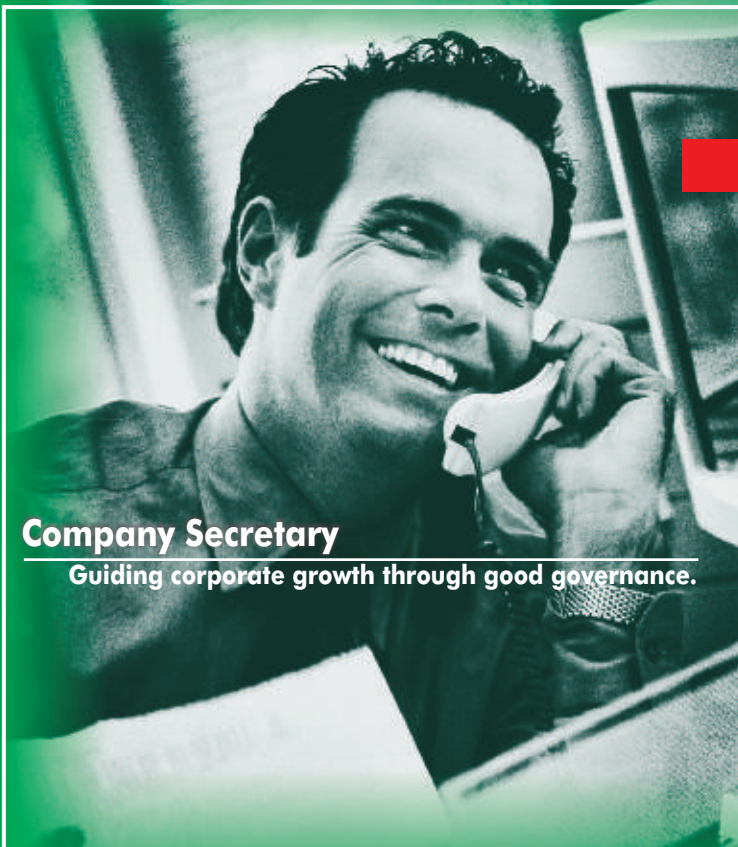
“ To be global leader in development of professionals specialising in corporate governance ”

Mission

“ To continuously develop high calibre professionals ensuring good corporate governance and effective management and to carry out proactive research and development activities for protection of interest of all stakeholders thus contributing to public good ”



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Company Secretary

Guiding corporate growth through good governance.

Role of Company Secretary

- Corporate Laws
- Corporate Governance
- Corporate Administration
- Board and Shareholders Meetings
- Corporate Compliance Management
- Stakeholder Relationship
- IPO, ADRs / GDRs
- Capital Markets, Stock Exchanges & Listing Agreement
- Mergers & Amalgamations
- Insider Trading & Takeovers
- Representations
- Arbitration & Reconciliation
- Direct and Indirect Taxes
- Investor Education and Protection

Corporate Governance, the buzzword in today's business environment is a combination of legal practices, ethics, best management practices, wealth creation management and foresight. Company Secretary is the key person, who implements all these in an encouraging environment. Besides, he plays a vital role in planning Company's future.

A Company Secretary who represents a company to the internal and external stakeholders, coordinates the management functions and company policies, keeps an eye on ethics and mutual trust, helps in strategic decisions - aligning the company towards excellence.

As a qualified professional from the ICSI, world's largest Institute for Company Secretaries, he is a true multifaceted, who executes the day to day activities encompassing all the key areas of Corporate Governance, all the way to corporate growth through foresight and professional dexterity.

Managing Excellence



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