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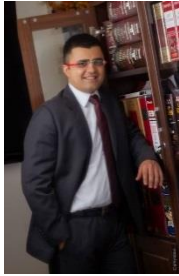
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CHAIRMAN BLOG

भवन्ति नम्रास्तरव फलोद्गमैः नवांबुभिर्भूमिविलंबिनो घनाः अनुद्धताः सत्पुरुषा समृद्धिभिः स्वभाव
एवैष परोपकारिणाम् || -अभिज्ञानशाकुन्तलम् (महाकवि कालिदास)

Trees laden with fruits bend down so people may pluck and enjoy the fruits. Clouds laden with water come down as rain cooling the earth and watering plants and trees. In the same way noble men do not become conceited when fortune embraces them but use their wealth to help others. This is the nature of persons who are always eager to be of help to fellow humans.



Congratulations to entire CS fraternity for being the members of Worlds first and only professional body which has come out with Secretarial Standards. The onus is now on us to rise from heyday and be counted for Governance and Compliance benchmarks in the country which world can follow.

It is the law of nature from time immemorial that only thing which is constant is Change and our cprofession is going through the same in terms of the demands and expectations from our stakeholders. The ultimate success of our profession will be determined how successful members are successful individually and in order to ensure the same in their endeavours, TEAM WIRC is dedicated to provide them with best of environment wherein they can sculpt their future by enhancing their Knowledge and Skills by creating their Visibility. In today's ever so changing complex Governance and Compliance field legal world our fraternity requires right skills set to crave a better road map for them.

I firmly believe that in order to disseminate Knowledge it is necessary to have developed approach , firm determination and dedicated efforts by all including members and needless to say that blend of all these factors will cohesively mark the success and growth of profession. It is also necessary to inculcate the spirit of entrepreneurship amongst the practising members in view of the plenteous opportunities available for them. We are conducting series of brainstorming meeting with members to take their views and suggestions on corporate laws and to represent the same before ICSI HO on periodically basis. I appeal all Seniors in the profession to adopt one Yuva CS and be their mentors and guide them in order to prepare them for professional challenges,

In coming days there shall also be methodically planned Placement initiatives wherein we shall be endeavouring to preparing Yuva members by shortlisting them and then grooming them so we can bridge the gap between Industry expectation and Yuva members delivery and I am hopeful that our sustained and continuous efforts will help in achieving the same. I have envisioned making your very own WIRC the best working and learning arena in the country and for the same I appeal you all to provide your suggestions' and criticisms. For this we all will be required to have determination to excel and create a benchmark wherein we make Possible out of Impossible. I promise you all to leave no stone unturned and achieve higher benchmark in terms of delivery and for the same combination of Vision, Resources, Dedicated Team work and endless efforts are being sown by us.

Last but not the least I am sure that all of us professionals are performing our professional commitments in the best possible manner. Let us ensure that we leave no stone unturned in our delivering under the Companies' Act 2013.

Don't Limit your Challenges Challenge your Limits!

Proud to be a Company Secretary Meri Pechaan Mera Institute

CS Rishikesh Vyas

Chairman

Articles

Consideration of Financial Statements for interim periods by the Board /Audit Committee through video conferencing— a possibility or reality- Some perspectives



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The year 2015 is little over 8 weeks old as we write these lines. This is that time of the year which, in journalistic parlance, is referred to as the “silly season”. News Channels and media houses alike are making a bee line with announcements of awards for the year 2014 in various categories, be it in the arena of business, films, literature, *et al.* If ever an award is instituted for arguably the most controversial and topical piece of legislation introduced in the year gone by, the Companies Act, 2013 (hereinafter referred to as “The Act”) and the Rules introduced there under would win the competition in a canter with absolutely no other contender in the frame by the proverbial mile! The Act and the Rules are replete with controversy and ambiguity on many an issue. In this exposition we shall bring to the fore yet another issue on which there is divergence of views, cleavage of opinion as to the procedure to be adopted by Company Boards/Audit committees, in particular by listed Companies, for consideration of financial statements especially for interim financial periods.

- **Powers of the Board exercisable at Meetings**

Section 179 of the Act which corresponds to Section 292 in the 1956 Act lays down the powers of the Board which, bar a few exceptions, are exercisable only at Meetings of the Board.

Clause (h) in sub-section (3) to the Section stipulates that the power to approve the financial statement and the Board’s Report shall be exercised only at a duly convened Meeting of the Board. We are aware that pursuant to Section 173 (2) of the Act, it is now possible for directors to participate at Meetings of the Board/Committees through video conferencing or other audio visual means. Rule 3 in the Companies (Meetings of Board and its Powers) Rules, 2014 lays down the procedure to be followed for convening meetings of the Board through video conferencing or other audio visual means. Rule 4 in the same Rules sets out the list of items which cannot be transacted through video conferencing. For facility of discussion, the above Rule 4 is reproduced as under:

“Matters not to be dealt with in a meeting through video conferencing or other audio visual means

4(1) The following matters shall not be dealt with in any meeting held through video conferencing or other audio visual means-

- i) **the approval of the annual financial statements;(Emphasis supplied)**
- ii) *the approval of the Board's Report;*
- iii) *the approval of the prospectus;*
- iv) **the Audit Committee Meetings for consideration of Accounts and(Emphasis supplied)**
 - iv) *the approval of the matter relating to amalgamation, merger ,demerger, acquisition and takeover.*

It is pertinent to note that vide Notification dated August 14,2014, made effective from the said date, MCA has brought about certain amendments to the above Rules .Amendment made to Rule 4(i) is purely cosmetic and quite unnecessary. What is of relevance for the purpose of our discussion is the amendment brought about to Rule 4(iv) above in which the words "*consideration of Accounts*" have been substituted by the following:

***"consideration of financial statement including consolidated financial statement, if any ,to be approved by the Board under sub-section(1) of Section 134 of the Act."*(Emphasis supplied)**

The above amendment in the Rule has wide ramifications as we will discover during our discussion. Before we set out to analyze its implications, it would be appropriate for us to understand the meaning of the expression "financial statement" as contemplated in the Act.

- **Definition of Financial Statement u/s 2(40) is inclusive**

Section 2(40) of the Act defines the expression as under:

Section 2(40) "*financial statement*" in relation to a company, includes—

- (i) *a balance sheet as at the end of the financial year;*
- (ii) *a profit and loss account, or in the case of a company carrying on any activity not for profit, an income and expenditure account for the financial year;*
- (iii) *cash flow statement for the financial year;*
- (iv) *a statement of changes in equity, if applicable; and*
- (v) *any explanatory note annexed to, or forming part of, any document Referred to in sub-clause (i) to sub-clause (iv):*

Provided that the financial statement, with respect to One Person Company, Small company and dormant company, may not include the cash flow statement;

It is pertinent to note that the above definition is inclusive as it contains the expression "includes" .Where the word defined is declared to "include" such and such ,the definition is *prima facie* extensive as held in a catena of judicial pronouncements. Some important citations on the point are as under:

- a)Ardesir H.Bhiwandiwalla vs. State of Bombay(AIR 1962 SC 29 at page.30)
- b)Sant Ram Vs.Labh singh (AIR 1965 SC314 page.316).
- c)CIT,AP Vs.Taj Mahal Hotel, Secundrabad(AIR 1972 SC 168 at page.170).

An inclusive definition, therefore has the effect of extending and widening its scope. Hence, although the definition provided by Section 2(40) *prima facie* refers to financial statements drawn up at the end of a financial year, it also covers within its ambit, financial statements drawn up for interim time periods such as at the end of a quarter/half year as in the case of listed companies in compliance with the requirements of clause 41 of the listing agreement for dissemination to the investors and other stakeholders at large. Admittedly, financial statements for interim periods are not mandated under the Act but nonetheless these have to be drawn up by listed Entities to comply with the listing agreement and prior to their release to the public, the Company has to go through the rigmarole of subjecting the financial statements to a review and approval process by the Audit committee and Board respectively. Financial statements for interim periods can, therefore justifiably be brought within the scope of Section 2(40).

This brings us to the related question as to whether every inclusive definition in a statute should be given an extended connotation. The Apex court held in *State of Bombay Vs. Hospital Mazdoor Sabha (AIR 1960 SC 610 at page .614)* that where we are dealing with an inclusive definition, it would be inappropriate to put a restrictive interpretation upon terms of wider denotation.

- **Adoption of Annual financial statements by the Board through Video conferencing is not possible**

Having said this, we can now relate the definition of financial statement to the provisions contained in Rule 4 in the Companies (Meetings of Board and its powers) Rules, 2014 as they stood prior to the notification dated August 14, 2014 referred to above. It would follow that in view of Rule 4(1) *ibid*, it would not be possible for the Board to transact the business of approval of the annual financial statements at a Meeting at which Directors are given the opportunity to attend the meeting through video conferencing. Even if the subject item is placed for consideration by the Board at such a meeting, it would mean that Directors in attendance at the Meeting through video conferencing would not be eligible for participating in the item relating to approval of the annual financial statements and they would be considered as absent for the limited purpose of transacting this item of business. It is pertinent to note that Rule 4(1) remains untouched even after the issue of the notification dated August 14, 2014. The embargo over the adoption of the annual financial statements by directors participating at the Meeting through video conferencing thus continues unabated.

- **Consideration and adoption of financial statement for interim financial periods**

This brings us to the related question as to whether the financial statements prepared for interim financial periods can be dealt with by either the Audit Committee/by the Board at a meeting involving participation of Directors through video conferencing. Before we examine this issue, it would be appropriate to deal briefly with the process involving consideration and adoption of financial statements by the Audit committee / the Board.

As per Section 177(4) of the Act, the terms of reference of an Audit committee duly constituted in accordance with the requirements of the Act shall, *inter alia*, include the examination of the financial statement and the auditor's report thereon. In view of the inclusive definition of financial statement provided by section 2(40) as discussed above, examination of financial statements drawn up for interim financial periods would also form a part of the terms of reference of the Audit Committee. In addition, pursuant to the requirements of Clause 49 of the listing agreement, the Committee is called upon to review with the Management, the quarterly financial statements before submission to the Board for approval. Considering the above, review of the financial statements by the Audit Committee, be it for the financial year or for the interim financial periods would be an essential pre-requisite before these are approved by the Board.

Let us now look at Rule 4(1)(iv) in the companies (Meetings of Board and its powers) Rules,2014 as it stood prior to its amendment on August 14,2014 by notification referred to above. The above sub-rule read as under:

“the Audit Committee Meetings for consideration of Accounts and ”.

It must be conceded that the drafting of the above sub-rule leaves a lot to be desired. As mentioned, the Act only defines and speaks only about financial statement. .Therefore the expression “consideration of Accounts” above has neither legal force nor sanctity. The term has to be construed to refer to “financial Statement” as contemplated by Section 2(40).Based on such inference as also having regard to the inclusive definition in section 2(40), we can state that the Audit committee too, like the Board cannot transact the business of review of financial statements at its meeting which permits participation and presence of the committee members through video facility.

- **Fallout of amendment made on August 14,2014 to Rule 4(iv) of Companies (Meetings of Board and its powers)Rules,2014**

Against the backdrop of the foregoing discussion, let us now look at the amended Rule 4(iv) in the above Rules which now runs as follows:

“the Audit Committee Meetings for consideration of financial statement including consolidated financial statement, ,if any, to be approved by the Board under sub-section (1) of Section 134 of the Act”

The amendment has the effect of removing the ambiguity associated with the expression “consideration of Accounts” .Its substitution by the words “financial statement” means that the reference would be to the said term as defined in Section 2(40). Although nothing has been expressly stated in the Notification dated August 14, 2014 as to the reasons for the introduction of the amendments, our surmise is that the amendment to Rule 4(iv) is intended basically to enable the Audit Committee to consider the financial statements for interim financial periods at Meetings at which Members of the Committee could have the facility of participation through video conferencing. It is pertinent to note that after the amendment, the Audit Committee is only prohibited from transacting through video conferencing facility, the consideration of the financial statement which has to be approved by the Board under Section 134(1).The said Section, *inter alia*, provides

that financial statement including the consolidated financial statement , if any, shall be approved by the Board before it is signed by the Directors and other designated persons as stated therein. It is common knowledge that, under the Act, only the financial statement drawn up at the end of a financial year needs to be approved by the Board and duly signed so that it can be circulated to the members before being laid on the table of the General Meeting of the members. The above inference is plausible and perhaps justified if the definition of a “financial statement” is restrictively considered to mean the statements which are drawn up as at the end of the financial year. We have , however, seen in our discussion that the definition in u/s 2(40) is inclusive and should bring within its ambit of coverage, financial statements for interim financial periods as well. Thus, the ostensible intention behind the amendment to Rule 4(iv) made in August, 2014, would appear to be frustrated by virtue of the fact that the architects of the amendment may not have factored in the inclusiveness in the definition of “financial statement” in the Act. Therefore if the definition of ‘financial statement’ is given the extended connotation as envisaged above, even after the amendment, companies would not be in a position to allow members of the Audit committee to participate at the meeting through video conferencing for the purpose of considering the financial statements for interim financial periods.

We can play a devil’s Advocate by postulating that it is now possible after the amendment to Rule 4(iv) for an Audit committee to consider the financial statements for interim periods at its Meeting at which Members can participate on this item through video conferencing. Is there a legal basis for such a postulate?. The answer would appear to be a resounding “No” given the fact that the definition of “financial statement” in Section 2(40) is inclusive. When the definition of a term in the Mother Law is inclusive, it follows obviously that the same definition cannot be construed restrictively by the Rules .Rules being sub-ordinate legislation, are subservient to the Mother Law and cannot either dilute or override the effect of a statutory provision. Further allowing the participation of the Members of the Audit committee on the video for considering the interim financials would be sacrilegious and devalue the importance of such statements intended for dissemination to the public. If Financial Statements pertaining to the end of the year are so important that the Board has to transact them only at a meeting where directors are present in person, there is no reason why results for interim periods should be considered any less important.

Therefore whatever purpose was sought to be achieved through the amendment to Rule 4(iv) appears to have been negated. Thus to make it possible for an Audit Committee to consider financial results for interim periods through video conferencing, one of the following needs to be done in the law:

- 1) Definition in Section 2(40) should be amended to make it restrictive to bring within its ambit financial statements drawn at the end of the financial year only.
- 2) Rule 4(iv) as amended in August, 2014 should be further amended to clarify without any ambiguity that financial results for interim time periods can be considered by the Audit committee/Board at Meetings with facility of video conferencing.

Conclusion

The above exposition is only an endeavour to drive home the point that the new law and the Rules there under have given rise to needless controversy on many an issue and led to myriad approaches essentially on account of inept drafting. Two examples that symbolize and bear testimony to the quality (or the lack of it) in the drafting of the law are given below *en passant*.

- Rule 35(5) in the companies (Incorporation) Rules, 2014- *“For the purposes of sub-sections (1) and (2) of Section 20 “courier” means a document sent through a courier which provides proof of delivery’.*
- Rule 10 in the Companies (Appointment and Remuneration) Rules, 2014- *“The duties of Company Secretary shall also discharge the following duties namely”...*

It is obvious that the Act and the Rules have been drawn up in haste and need serious introspection and review. It would be appropriate to end this discussion with this quote from Judge Learned Hand which unfortunately is true of the new law. *“Statutes should not be construed as Theorems of Euclid”*. Sadly, the new Act and the Rules have been so drafted that in many a place they have been reduced to a conundrum.

Transfer of property of a company by way of gift



**By*

Yogesh Chande and



Manendra Singh

Restructuring of business by companies usually involve arrangements like business transfer, share purchase, spin-off, hive-off, buy-back, merger & amalgamation or de-merger. Sections 390-394 of the Companies Act, 1956¹ deal with compromise, reorganization, arrangement and require the companies involved, to approach the respective High Courts for sanction of such a reorganization and arrangement. “Business transfer” is an example, where permission of a Court is not required.

One of the less resorted option of restructuring is, “gift” by a company to another company, which may or may not be a group company. The question that arises is, whether a company which is a juristic person is capable of gifting, as it lacks love and affection, which is typically a primary requirement of an agreement “without consideration” under the fundamental law governing contracts, that is, section 25 of the Indian Contract Act, 1872. This article endeavours to analyse the aspects of gifting in India by a company under the relevant applicable provisions of the Companies Act, 2013 (“**Companies Act**”), the Transfer of Property Act, 1882 (“**Transfer of Property Act**”) and the Indian Contract Act, 1872 (“**Contract Act**”), and some of the judicial precedents on the subject matter.

1. LEGAL PROVISIONS DEALING WITH AGREEMENTS WITHOUT CONSIDERATION/GIFT

Following are the relevant statutory provisions which contemplate an agreement without consideration/gift:

- 1.1. Section 25 of the Contract Act;
- 1.2. Section 122 of the Transfer of Property Act;
- 1.3. Section 192 read with section 180 of the Companies Act.

2. CONTRACT ACT

As a rule, agreements without consideration are considered void, however, section 25 of the Contract Act deals with agreements that can be entered into without consideration, subject to certain conditions. In order to constitute a valid agreement, such agreement must be in writing and registered under the law for the time being in force for the registration of documents, and should be made on account of natural love and affection between parties standing in a near relation to each other.

By way of an explanation, section 25 provides a clarification that, section 25 does not affect the validity, as between the donor and donee, of any gift actually made.

¹ Corresponding provisions under the Companies Act, 2013 have not been notified so far.

At this juncture, it is important to note that, this provision is not in the form of a “non-obstante” clause, but is a “savings” clause. Therefore, it can be concluded that, since the law dealing with gifts is covered under the Transfer of Property Act, an agreement which complies with the requirement of gifts under Transfer of Property Act, such an agreement will be treated as a valid contract. It is equally important to note that, the Contract Act does not define the term ‘person’, and instead, for the purpose of gifting, has restricted it to the terms like ‘donor’ and ‘donee’, which find their meaning under the Transfer of Property Act.

3. TRANSFER OF PROPERTY ACT

As per section 122, a person can transfer by way of gift certain existing moveable or immoveable property, provided such gift is made voluntarily and without consideration. As a pre-requisite, such gift must be accepted by or on behalf of the person to whom the gift is given. The person gifting is referred to as ‘donor’ and to whom the gift is made referred to as ‘donee’.

Further, as per section 5, “transfer of property” means an act by which a living person conveys property, in present or in future, to one or more other living persons, or to himself or to himself and one or more other living persons. It has been clarified for the purposes of section 5 that, the term “living person” includes a company or association or body of individuals, whether incorporated or not, however, the same will not affect any law for the time being in force relating to transfer of property to or by companies, associations or bodies of individuals. To constitute a valid gift, section 123 provides that for the purpose of making a gift of moveable property, the transfer may be effected either by a registered instrument signed or by delivery. Such delivery may be made in the same way as goods sold may be delivered.

In view of the above, it therefore seems that, there is no embargo under the Transfer of Property Act for a juristic person to gift to another juristic or natural person.

4. COMPANIES ACT

The Companies Act also seems to have recognized the concept of gifting by a company under section 192. Section 192 contemplates non-cash transactions by a company. It provides that, a company cannot enter into certain arrangements prescribed therein unless prior approval for such an arrangement is accorded by a resolution of the company in general meeting, and if the director or connected person is a director of its holding company, approval is also required to be obtained by passing a resolution in general meeting of the holding company.

In terms of section 192, any arrangement entered into by a company or its holding company in contravention of the section is voidable at the instance of the company unless certain conditions are fulfilled.

In terms of section 180(1)(a), a special resolution is required by a company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking of the whole or substantially the whole of any of such undertakings.

5. JUDICIAL PRECEDENTS DEALING WITH GIFTS BY A COMPANY

5.1. Below are the observations by judicial bodies and courts in relation to gifts by a company:

5.1.1. ***Vodafone Essar Ltd. and Ors. v/s Vodafone Essar Infrastructure Ltd., [2011]163CompCas119(Delhi)***

In this case, the Hon'ble Delhi High Court dealt with the proposition, whether gift by a company of its assets falls within the purview of section 391-394 of the Companies Act, 1956 (*dealing with arrangement and reconstruction*). The arguments were raised that a company cannot gift because it is not a natural person. The Court made following observation:

*"30. The first issue to be decided is whether an arrangement, as understood in Section 391, does not contemplate a transfer by way of gift from one party to the Scheme to another. Undisputably, a company may transfer property to another company. [See, Hindustan Lever v. State of Maharashtra, (2004) 9 SCC 438]. Under the Gift Tax Act, 1958, any person may make a gift, and "person" is defined in Section 2(xviii) thereof to include, inter alia, a company, whether incorporated or not. A Division Bench of the Karnataka High Court in Sanjiv V. Kudva v. Commissioner of Income Tax, Karnataka, 127 ITR 354 (Kar) has held that the meaning of "gift" in the Income Tax Act, 1961 must be given the same meaning as that in Section 2(xii) of Gift Tax Act, 1958, i.e. a gift is the transfer by one person to another of any existing movable or immovable property made voluntarily and without consideration. **Therefore, it seems that there is no legal impediment to a company transferring property by gift.***

31. Admittedly, in the Scheme, certain assets are to be transferred without consideration, and without transfer of liabilities in respect thereof. According to the Petitioners, these are, "transfers by way of gift", and the relevant clauses in the Memorandum of Association of the Petitioner companies give them the power to do so."

5.1.2. ***The Deputy Commissioner of Income-tax v/s Redington India Limited, Income Tax Appellate Tribunal, Chennai, 7th July, 2014***

In this case, the ITAT dealt with the proposition whether a company can gift or not, as was argued by the revenue department. The ITAT made following observations:

"72. Gift is definitely a transfer of property. The mother law governing the subject matter of transfer of property is Transfer of Property Act, 1882. Sec.5 of the Transfer of Property Act, 1882, defines the term "transfer of property", as an act by which a living person conveys property, in present or in future, to one or more other living persons, or to himself, or to himself and one or more other living persons; and "to transfer property" is to perform such act. This is the master definition of "transfer of property". Other forms of transfers like gift are subject to this master provision. The law provides in the same sec.5 of the TP Act, 1882 that "living person" includes a company or association or body of individuals, whether incorporated or not. Thus, TP

Act, 1882 considers a company not only as a person but literally speaking as a "living person"; a person with life. The same expression "person" provided in sec.5 is transplanted in sec.122 of the TP Act, which defines a "gift". "Gift" is the transfer of certain existing movable or immovable property made voluntarily and without consideration by one person, called the donor, to another, called the donee and accepted by or on behalf of the donee. When the provisions of law contained in sections 5 & 122 of the TP Act read together, it emerges that a company being a living person can transfer property by way of gift.

73. As per sec.122 of the TP Act, 1882 the following are the ingredients of a gift valid in law:

- Transfer of existing movable or immovable property
- Transfer made voluntarily
- Without consideration
- By donor to the donee
- Accepted by the donee.

74. The essential ingredients of a valid gift are the existence of the property, voluntary nature of the transfer and absence of consideration. As a pre-condition for making a valid gift, the law does not prescribe any attributes like "love and affection".

75. Transfer of property as the general law contemplates is the transfer of both existing property and future property. But in a gift, the transfer must be of an existing property. The meaning given to the expression "gift" in the erstwhile Gift Tax Act, 1958 is the same. A gift is defined in the said Act in sec.2(xii), as the transfer by one person to another person of any existing movable or immovable property made voluntarily and without consideration in money or money's worth. The "gift" for the purpose of Gift Tax Act, 1958, is further qualified, as a property in money or monies worth. Sec.2(xviii) of the Gift Tax Act, 1958 defines a person which includes a company, as well. In the Gift Tax Act also, there is no attributes like "love and affection".

76. In the light of the law explained above, there is nothing against a company making gift of its property to another company. A transfer without consideration when claimed as a gift is always a gift. It is not possible to give any other colour. There is nothing anywhere in law, which prescribes that only natural persons can make gift on the ground of "love and affection". Therefore, we find that the lower authorities have erred in law in concluding that the assessee being a corporate body cannot make a gift."

5.1.3. M/s. DP World Pvt. Ltd v/s The DCIT-2(1) and others, (2014)162TTJ(Mum)446

In this case also, the ITAT dealt with the proposition whether a company can gift or not. The ITAT made following observations:

"10. Section 5 of the TPA provides that transfer of property means an act by which a living person conveys property, in present or in future, to one or more other living persons, or to himself and one or more other living persons, and "to transfer property" is to perform such act. It also provides

that 'living persons' includes a company or association or body of individuals, whether incorporated or not but nothing herein contained shall affect any law for the time being in force relating to transfer of property to or by companies, associations or bodies of individuals.

11. Section 122 of the TPA, dealing with gift, defines the same as transfer of certain existing movable or immovable property, made voluntarily and without consideration, by one person, called the donor, to another called the donee and accepted by or on behalf of the donee.

12. A perusal of the aforesaid provisions of the TPA indicate that there do not seem to be any restriction on the corporate transfer of shares by way of gift provided it is made voluntarily and without consideration. In other words, there is no requirement in the TPA that a 'gift' can be made only between natural persons out of natural love and affection which means that as long as a donor company is permitted by its Articles of Association to make a 'gift', it can do so. Sec 82 of the Companies Act, 1956 also provide that shares in a company constitute movable property transferable in the manner provided by its Articles of Association."

6. CONCLUSION

Gifts by a company can be viewed as an option for restructuring of its business. However, considering the complexities involved in structuring such transactions, apart from various aspects relating to corporate law, aspects relating to stamp duty, registration, foreign exchange regulations (if applicable) and taxation, will also need careful considerations. Although there are decisions of judicial and quasi-judicial authorities relating to transfer of property by a company by way of gift, such transactions are fraught with challenges which might result in greater scrutiny by the respective authorities, not necessarily with love and affection.

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Concept of Intellectual Property Asset

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The world of business is changing at a breathtaking pace. During the last two decades, the development of information technology and the arrival of the Internet have created the 'global Village' we all live in today. Applications of new technologies spread quickly around the world. As a result ever more people become familiar with these new technologies through the products they use in their everyday lives. The age of mass production of the 1970's has given way to the age of knowledge. Managing technology and its ability to differentiate market offerings is the key to economic success.

In recent years, intellectual property has received more executive attention as intellectual assets have become a significant revenue generator for many companies. In fact, studies show that more than 70% of corporate market value today stems from intangible assets such as brands, marks, patented technologies and intellectual expertise. As this trend continues, the management and commercialization of intellectual assets will be a dominant and driving force in the world's economy.

Thus research and development as well as marketing and sales have become increasingly important as a source of competitive advantage. Skills and Knowledge have become the only source of sustainable Competitive Advantage. The assets companies possess in the form of technologies, designs and brands, is what increasingly determines their value.

This growing significance is keyed to fundamental shifts in how value is created and measured in global equity markets where the shares of firm from many countries are bought and sold on a day basis. While access to raw materials, energy sources and robust markets remain important components of competitive advantage, globalization and commoditization of production input coupled with their price volatility has shifted long term competitive advantage towards those that know how to innovative through new combinations. To quote the economist Joseph Schumpeter:

Innovation....the carrying out of new combinations.. . is the key to entrepreneurial profits... (innovation) is the only way to create new economic value over the long term.

The management of intellectual property is an emergent subject of interest to individual inventors, creators, firms, their agents, governments, economists, financiers (OECD, World Bank, UNIDO) , investors and intergovernmental organizations (such as WIPO) and its constituents. Intellectual property management is a highly sophisticated topic and requires an understanding of IP law, technology economics and finance.

Does your Management Structure have space & scope to reflect the Strategic Importance of Intellectual Property – (IP)

IPM has become the differentiating factor in new business systems/ models. As intangibles emerge as an asset class, large investment banks and boutique private equity firms alike have begun raising and investing funds targeted at intellectual property and other intangible assets (IA). Broadly defined, these firms are targeting the traditional venture capital space, looking for promising early stage innovation and inventions.

IP as an asset management is a Systematic Management of different IP Assets that protect one or more product lines or business aspects.

It is the Quantification of previously mysterious IP Efforts, enabling measurement and objective evaluation of Investment Scenarios.

IP Management has as its constituents :-

IP – As an Integral Part of Business Plans.

IP – Policy

IP – Audit

IP – Valuation

IP should through a Policy be a subject of :-

- Management
- Operations
- Growth

However, IPM requires and integration of the legal processes of IP acquisition, IP maintenance, IP exploitation and IP enforcement with business strategies and objectives. Daines notes that although “this is really a very simple concept it is easier said than done”

CSR Spending



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CAN COMPANIES AND / OR ITS OFFICERS BE PENALISED FOR NOT MAKING CSR EXPENDITURE UNDER COMPANIES ACT, 2013?

1. Legal Background

- 1.1 As per provisions of section 135 of the Act and the rules made thereunder, every company having a (i) net worth of Rs. 500 crore or more, or (ii) a turnover of Rs. 1,000 crore or more, or (iii) a net profit of Rs. 5 crore or more during any of the 3 preceding financial years is required to spend on CSR activities in accordance with the provisions of the Act and the relevant rules.
- 1.2 As per provisions of section 135(5) of the Act, the Board of every company mentioned aforesaid “**shall ensure**” that the Company spends, in every financial year, at least 2% of its average net profits during the 3 (three) immediately preceding financial years, in pursuance of its CSR Policy.
- 1.3 If the Company fails to spend such amount, the Board is required to specify the reasons for not spending the amount.
- 1.4 In case a company does not disclose the reasons in the Boards’ report, the company shall be punishable with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 25,00,000 and every officer of the company, who is in default shall be punishable with imprisonment for a term which may extend to 3 (three) years or with fine which shall not be less than Rs. 50,000 but which may extend to Rs. 5,00,000, or with both.
- 1.5 Neither section 135 nor any other provisions of the Act prescribe for any penal provisions specifically in the event a company fails to spend the prescribed amount of CSR expenditure. Even the Companies (Corporate Social Responsibility) Rules, 2014 do not contain any penal provisions.

1.6 However, section 450 of the Act provides that if a company or any officer of a Company or any other person contravenes any of the provisions of this Act or the rules made there under and for which no penalty or punishment is provided elsewhere in the Companies Act, 2013, the company and every officer of the company who is in default or such other person shall be punishable with fine which may extend to Rs. 10,000 and where the contravention is continuing one, with a further fine which may extend to Rs. 1,000 for every day after the first during which the contravention continues.

2. Issue

2.1 As per section 135 of the Act, if a company fails to make the CSR expenditure, the Board of directors of that company has to specify the reasons for not spending the amount in the Board's report.

2.2 As mentioned, neither section 135 nor any other any other provisions of the Act prescribe for any penal provisions specifically when a company fails to make the prescribed amount of CSR expenditure.

2.3 In view of the aforesaid provisions, the following issue arises for consideration:

Whether a company and / or any of its officers, directors etc can be penalized for not spending on CSR activities (even though the company has specified the reasons for not spending in the Board's report) and if yes, then under what provisions of the Act and to what extent?

3. Views

3.1 In support of the interpretation that CSR is not mandatory (i.e. Section 135 mandates a "comply or explain" principle)

- i. Though section 135 of the Act requires the Board of the Company to ensure that the Company spends the amount on CSR, as per the said section, if the Company fails to make the CSR spending, the Board of directors of the Company is required to specify the reasons for non-spending in the directors' report.

While the Act provides for penalty provisions for non disclosures under the director's report, it does not contain penal provisions specifically for non spending on CSR. If it was the intention of the Legislature to penalize the company and / or its officers for not spending on CSR even when the company has justified the reasons for non spending in the directors' report, then section 135 or any other provisions of the Act would have specifically contained penal provisions for such non spending.

However, as mentioned, neither section 135 nor any other provisions of the Act prescribe for any penal provisions specifically if a company fails to spend the prescribed amount of CSR expenditure. Therefore, one may infer that neither the Company nor any of its officers, directors etc can be penalized if the company does not spend on CSR provided the Board of directors of the company specifies the reasons for non spending in the directors' report.

- ii. The requirement of specifying the reasons for non spending in the directors' report under section 135 has been stipulated by way of a "proviso". It is a well settled rule of interpretation that a "proviso" carves out an exception to main operative parts of the section and its object is to cut down or qualify something which has gone before. It has a limitation upon effect of the main provisions.

While section 135(5) requires the Board of directors of the company to ensure that the company spends on CSR activities, as per the proviso to the said section, if a company fails to make the CSR expenditure, the Board has to specify the reasons for non spending in the Board's report.

Hence, it may be argued that even while ordinarily, a company is mandatorily required to spend on CSR, but the effect of the said mandatory compliance is qualified and limited when the Board specifies the reason for non spending in the Board's report.

Therefore, if the company fails to spend on CSR and if Board of the company specifies the reasons for non spending in the directors report, then neither the Company nor any of its officers shall be liable to any penalty under any provisions of the Act because then effectively there is no contravention of provisions of section 135 of the Act.

- iii. Section 135 of the Act requires the Board to specify the reasons for non spending on CSR, if the Company fails to do so. Dictionary meaning of failure is "*the neglect or omission of expected or require action*". Therefore, in a way, section 135 of the Act already provides for a penalty or a consequence if the company fails to make the CSR spending; and that penalty / consequence is specifying the reasons for non disclosure. Therefore, if the reasons are specified in the Board's report, then there is no other penalty / consequence which would entail upon the Company.

3.2 In support of the interpretation that CSR is mandatory and the company can be penalized for non spending even when its Board of directors has specified the reasons for non spending in the directors' report

- i. As per provisions of section 135(5) of the Act, the Board of every company mentioned aforesaid “**shall ensure**” that the Company spends, in every financial year, at least 2% of its average net profits during the 3 (three) immediately preceding financial years, in pursuance of its CSR Policy.

The expression used in the section 135 is “**shall ensure**” which means “*to make sure*”. The phraseology does suggest that there is a mandate to spend 2% of average net profits of last 3 years on CSR activity.

The language of section 135(5) was amended specifically on Standing Committee’s advice to remove the words “*make every endeavor to*” at the stage of passing of the bill in Lok Sabha and replace the same with the words “**shall ensure**” thereby signifying the intention of the legislature to have the CSR expenditure mandatory.

- ii. The objective of introducing Corporate Social Responsibility was clarified by a Minister in the Rajya Sabha Debate that:
 - a. The amount of CSR to be expended (2% of profits) is not a cess or tax. The money is not flowing to the coffers of the Government. All that is intended through Corporate Social Responsibility is the Companies should put this money as investment into those communities where they are drawing their manufacturing & earning revenue.
 - b. **The intent behind CSR expenses is to ensure that Companies which essentially derive their revenue from the communities in which they operate, a part of the same be returned to the community for its betterment & welfare.**

In view of the aforesaid statements made in the Rajya Sabha debate, the intention of the Parliament is clear that the CSR expenditure should be made mandatory. Now, if one was to take the interpretation that companies cannot be penalized for non spending on CSR by simply specifying the reasons for making the non spending in the directors’ report, then the same would not only defeat the purpose of making the CSR expenditure mandatory, it would also cause unreasonable result and grave misuse and whereby the companies may try to wriggle out the CSR obligations simply by specifying the reasons for non-spending.

- iii. The compliance of specifying the reasons for non spending on CSR under the directors’ report is an additional obligation casted upon the Board of the Company in case it fails to spend on CSR. It does not create an escape route from being penalized if the companies do not spend on CSR simply by way of providing reasons in the Board’s report.

Further, there is no mechanism / parameters provided under the Act to evaluate the veracity of the reasons specified in the Report for not making the CSR expenditure. In absence of the same, it would be easy for the Boards of the companies to avert making CSR expenditure by simply specify the reasons in their reports.

- iv. Even while there are no penal provisions provided under section 135 of the Act, section 450 of the Act clearly mentions that if a company or any officer of a Company or any other person contravenes any of the provisions of this Act or the rules made there under and for which no penalty or punishment is provided elsewhere in the Companies Act, 2013, the company and every officer of the company who is in default or such other person shall be punishable with fine which may extend to Rs. 10,000 and where the contravention is continuing one, with a further fine which may extend to Rs. 1,000 for every day after the first during which the contravention continues.

Therefore, if the company contravenes the provisions of section 135 of the Act with respect to non spending of the mandatory CSR amounts, then the company and its officers in default may be penalized in accordance with the provisions of section 450 of the Act.

4. Final comments

- 4.1 In consideration of the aforesaid two divergent views and as there is no authoritative legal jurisprudence on whether companies would be penalized for not pending on CSR (even if they make disclosures under the Board's report); but given the intention, object and spirit of the CSR provisions stipulated under section 135 of the Act and also taking into consideration the penal provisions which may ensue on the company and its officers in case of contravention, it is advisable that the Board of the directors of the Company makes best efforts in making CSR expenditure in accordance with the provisions of the said section.
- 4.2 It is also pertinent to keep in mind that as per the definition of the term "officer who is in default" as provided under section 2 (60) of the Act, *"every director, in respect of a contravention of any of the provisions of this Act, who is aware of such contravention by virtue of the receipt by him of any proceedings of the Board or participation in such proceedings without objecting to the same, or where such contravention had taken place with his consent or connivance"* is also regarded as an officer who is in default. Therefore, if the director is an independent director who is aware of contravention of non spending on CSR and she / he does not object to the same, he may also be regarded as officer in default and may be liable to penalty.

5. Limitation

5.1 This note is not intended to address the circumstances of any particular individual or entity. The author neither assumes nor accepts any responsibility for any loss arising to any person acting or refraining from acting as a result of any material contained herein. It is recommended that professional advice be taken based on the specific facts and circumstances. This document does not substitute the need to refer to the original legislative pronouncements. It is a resource for informational purposes only and is intended, but not promised or guaranteed, to be correct, complete, and up-to-date.

New Insider Trading Regulations



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Deep Sridharani acknowledges contribution of Ms. Sonal Lalwani, a final year student of Government Law College, Mumbai for assisting in researching and preparation of this update

INDIA'S NEW INSIDER TRADING REGULATIONS

1. Introduction of SEBI (Prohibition of Insider Trading Regulations) 2015

- 1.1 In simple terms, insider trading is the act of trading, directly or indirectly, in the securities of a publicly listed company by any person based on certain information, not available to the public at large that can influence the market price of the securities of such company.
- 1.2 If the price sensitive information is disclosed to the public / investors, the share prices would rise if the price sensitive information is perceived to be positive and would fall if it is perceived to be negative.
- 1.3 Based on such price sensitive information and by the time the price sensitive information is disclosed to the public, the insider(s) may trade in securities of the company to make profits or avert losses. Such trading is done to the exclusion and economic disadvantage of investors who do not have such information.
- 1.4 Pursuant to a notification issued in January 15, 2015, SEBI introduced the SEBI (Prohibition of Insider Trading Regulations) 2015 ("**New Regulations**") replacing the existing SEBI (Prohibition of Insider Trading) Regulations, 1992 ("**Existing Regulations**"). The said New Regulations will become effective on 120th day from the date of its publication in the Official Gazette.
- 1.5 The reason for introducing the New Regulations in substitution of the Existing Regulations was to strengthen the legal framework for prohibition of insider trading

thereby bringing it at par with international laws and to overcome some drafting lacunae in the Existing Regulations.

1.6 The key provisions of the New Regulations *vis-à-vis* the Existing Regulations are discussed hereunder:

2. Definition of “connected person”

Basic concept

2.1 Under the New Regulations, a connected person is basically a person who is or has during the past (six) months prior to the concerned act been associated with a company, directly or indirectly, in any capacity.

Wide definition

2.2 Unlike the Existing Regulations, under the New Regulations, the scope of the term “connected person” is not just limited to persons that occupy responsible positions in the company or those having professional/business relations with the company but extends to persons who are associated with a company in any manner, who have or are reasonably expected to have access to unpublished price sensitive information. The scope of “connected persons” under the New Regulations has been widened to include persons associated with the company in a contractual, fiduciary or employment relationship. The intention is to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company’s operations.

2.3 Additionally, without limiting the generality of the definition of connected persons, like the Existing Regulations, the New Regulations also provide for categories of persons who are deemed to be connected persons unless the contrary is established. However, the categories of deemed connected persons as mentioned under the New Regulations differ from those mentioned under the Existing Regulations particularly due to introduction of the Companies Act, 2013 in replacement of Companies Act, 1956.

2.4 It is important to note that even mere reasonable expectation of access to unpublished price sensitive information can make connected person or deemed connected person an “insider”.

Immediate relatives also included

2.5 The immediate relatives of connected persons would also be regarded as connected persons. But such a presumption as a deeming legal fiction is rebuttable.

2.6 “Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on

such person, or consults such person in taking decisions relating to trading in securities.

3. Definition of unpublished price sensitive information

Basic concept

- 3.1 Possession of any and every information that relates to the company cannot stop an insider from trading in securities of that company; and therefore, what is of importance is the possession of information that can materially impact the market price of the securities. If the information pertaining to the company can materially influence the price of the securities then such information is price sensitive.

Definition under New Regulations

- 3.2 As per the New Regulations, "unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities. Like the Existing Regulations, the New Regulations also further provides for an illustrative list of information which is regarded as price sensitive.
- 3.3 Under the New Regulations, the criterion for what constitutes "unpublished price sensitive information" will be whether the information is "generally available" or not. The phrase "Generally available information" has been defined to mean information that is accessible to the public on a non-discriminatory basis.
- 3.4 Information published on the website of a stock exchange, would ordinarily be considered generally available. Speculative reports in print or electronic media shall not be considered as published information.

SEBI's and SAT's rulings under the Existing Regulations

- 3.5 Information pertaining to the normal course of business operations of a company cannot be price sensitive as the company is expected to undertake such activities as part of its business. It has been held by the Securities Appellate Tribunal in a case decided in 2011 that as earning income by buying and selling securities is the normal activity of the investment company, every decision to buy or to sell its investments would not have effect on the price of the securities of the company and will hence not be considered as price sensitive.
- 3.6 SEBI has also earlier clarified that the words "*directly or indirectly*" in the definition of "unpublished price sensitive information" denote that the communication of such information may be done directly by the insider himself or through any other person or

mode. An insider who procures or counsels someone else to deal in securities will be guilty of contravention if the latter deals with in securities. Hence, insider trading is said to have been done when an insider enable some other person to deal in securities by passing on such information.

4. Definition of Insider

4.1 The term "insider" means any person who is:

- i) a connected person; **or**
- ii) in possession of **or** having access to unpublished price sensitive information;

Clarification provided by SEBI under Notes for interpretation

4.2 SEBI has clarified its intention that anyone in possession of or having access to unpublished price sensitive information should be considered an "insider" regardless of how one came in possession of or had access to such information.

4.3 The onus of showing that a certain person was in possession of or had access to unpublished price sensitive information at the time of trading would, therefore, be on the person levelling the charge after which the person who has traded when in possession of or having access to unpublished price sensitive information may demonstrate that he was not in such possession or that he has not traded or he could not access or that his trading when in possession of such information was squarely covered by the exonerating circumstances.

5. Prohibition on "communication" and "procurement" of Unpublished Price Sensitive Information

Status under the Existing Regulations

5.1 As per regulation 3 of the Existing Regulations, an insider could not communicate or counsel or procure, directly or indirectly, any unpublished price sensitive information to any person who while in possession of such information shall not deal in securities.

5.2 While the aforesaid language seems to impose a strict prohibition on an insider in sharing the information, that prohibition was further qualified by the condition that the recipient should not deal in securities while in possession of such information.

5.3 Therefore, a mere disclosure of unpublished price sensitive information to another person did not tantamount to insider trading so long as the recipient did not deal in securities while in possession of such information.

5.4 It was also held by the Securities Appellate Tribunal in one of its decision given in 2012 that the prohibition contained under regulation 3 applied only when an insider traded or dealt in securities on the basis of any unpublished price sensitive information and not otherwise.

5.5 Also, the Existing Regulations did not contain any savings provisions for communication of information for the purpose of due diligence and allowing access to or procuring information for takeovers, mergers and amalgamations.

Changes brought under the New Regulations

5.6 The New Regulations categorically prohibit communication and procuring unpublished price sensitive information as well as trading on receipt of such information.

5.7 Therefore, it could be the case that a mere disclosure of such information in itself constitutes an offence under the proposed regulations whether or not the recipient has utilized it to gain an undue advantage.

Cases in which communication of unpublished price sensitive information is allowed

- i. For furtherance of *“legitimate purposes”*, performance of duties *“or discharge of legal obligations”*.
- ii. For a transaction that would entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company.
- iii. For a transaction which does not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least 2 (two) trading days prior to the proposed transaction.

6. Rebuttable presumption - Trading when in possession of unpublished price sensitive information is deemed to be insider trading but can be proved otherwise.

Status under the Existing Regulations and SAT's rulings

6.1 As per regulation 3 of the Existing Regulations, the mere possession of any unpublished price sensitive information at the time of dealing in securities was considered as insider trading, there was still a view that if the insider was not motivated to trade in securities on the basis of such information, then that insider would not be considered to have indulged in insider trading because genuine transactions which are undertaken by the insiders which are not related to unpublished price sensitive information would also come under purview of insider trading.

6.2 It was also clarified by SAT in a case decided in 2012 that although an insider would be privy to unpublished price sensitive information, an insider trading would be deemed to have happened only when the trading is done on the basis of such information and not otherwise. It also held that if an insider trades or dealt in securities

of a listed company, it may be presumed that he / she traded on the basis of such information in his / her possession unless the contrary is established. The burden of proving a situation contrary to the presumption mentioned above lies on the insider.

- 6.3 In a case decided in 2008, SAT had also held the information in possession of the “insider” should be the factor or circumstance that should have induced him / her to trade in the scrip of the company. It is then that he / she will be said to have dealt with or traded “on the basis of” that information. If an insider trades or deals in securities of a listed company, it would be presumed that he traded on the basis of the UPSI in his possession unless he establishes to the contrary and the burden of proving those facts was upon the insider. Hence, the presumption that arose was rebuttable but the onus was on the insider to show that he did not trade on the basis of the UPSI and that he traded on some other basis.

Status under the New Regulations

- 6.4 Under the New Regulations, no insider can trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

- 6.5 **However, an the insider may prove his innocence by demonstrating the circumstances including the following: –**

- i. the transaction is an off-market *inter-se* transfer between promoters who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 (i.e. communication or procurement of unpublished price sensitive information) and both parties had made a conscious and informed trade decision;
- ii. in the case of non-individual insiders: –
 - a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions **and** such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; **and**
 - b) appropriate and adequate arrangements were in place to ensure that the regulations were not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- iii. the trades were pursuant to a trading plan set up in accordance with regulation 5.

Analysis

6.6 It is pertinent to note that while the New Regulations prescribe only limited circumstances in which the innocence can be proved, the phraseology “**by demonstrating the circumstances including the following**” suggest that there may be other occasions also in which the innocence can be demonstrated.

6.7 However, under its note to interpretation, SEBI has mentioned that “*it would be open to the insider to prove his innocence **by demonstrating the circumstances mentioned in the proviso**, failing which he would have violated the prohibition.*”

6.8 The aforesaid note seem to indicate that that the innocence can be proved only under the limited circumstances as mentioned in the regulations. As per the well settled rule of interpretation, one has to look at the language of the section as the notes to interpretation are only an aid for to understand the section and they do not dilute the provisions to which they have been supplied.

7. Trading Plans

7.1 This is a new concept which has been introduced to have a transparent frame for trading in securities by those insiders who are having unpublished price sensitive information throughout the year.

7.2 The insider is entitled to formulate and submit trading plan in advance to the compliance officer for his approval. The compliance officer is also empowered to take additional undertakings from the insiders for approval of the trading plan. Such trading plan on approval also has to be disclosed to the stock exchanges, where the securities of the company are listed.

7.3 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

7.4 The trading plan is required to be in compliance with the following requirements:

- i. It shall be submitted for a minimum period of 12 months. [*Intention being* – To avoid having frequent announcements of trading plans for short periods]
- ii. No overlapping of plan with the existing plan submitted by Insider.
- iii. It is required to set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected. [*Intention being* –to provide flexibility to insiders for trading]
- iv. Not entail commencement of trading behalf of the insider earlier than six months from the public disclosure of the plan. . [*Intention being* – For insiders to get the benefit of a trading plan, a cool off period of a reasonably long period is

necessary in which the unpublished price sensitive information becomes generally available]

- v. Not entail trading between 20th day prior to closure of financial period and 2nd trading day after disclosure of financial results.

8. Disclosures of trading by insiders

8.1 As per the New Regulations, the disclosures made by person shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions as the intention of the regulations is to prevent use by trading when in possession of unpublished price sensitive information. Disclosures are classified as Initial and Continual disclosures.

8.2 Initial Disclosures:

#	By whom	To whom	When
1	Every promoter, KMP and Director, whose securities are listed on any recognized stock exchange is required to disclose his holding.	Company	Within 30 days of the New Regulations becoming effective.
2	Every person on appointment as a KMP or a Director of the Company or upon becoming promoter is required to disclose his holding.	Company	Within 7 days of such appointment or becoming a promoter.

8.3 Continual Disclosure

#	By whom	To whom	When
1	Every promoter, employee and director of company.	Company	<p>Within 2 (two) trading days if the trading value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregate to a traded value in excess of Rs. 10,00,000 (Rupees Ten lakhs).</p> <p>Disclosures of incremental transactions shall be made when transactions effected cross the aforesaid threshold.</p>

2	Company	Stock Exchange where the securities are listed	The particulars of trading within 2 trading days of the receipt of the disclosure or from becoming aware of such information.
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Need for Labour Laws Reforms in India



Ankur Srivastava

Labour policy reforms in India are due for a long time, as the context in which they were framed has changed drastically. Most of the labour laws were enacted 40-70 years back, to address the then needs of regulating the manufacturing sector. Today, service sector has taken the lead with 55% share in the GDP. Labour Laws need to be reoriented to address the emerging needs of the service sector and the new technology intensive manufacturing sector.

The outdated and inflexible nature of labour laws protects a handful of say 6-7 percent of the workforce in the organised sector, which is identified by specified/fixed operating conditions laid down by various labour law, at the cost of 93 per cent unorganised sector workers. Unorganized sector includes small establishments and employment relationships of irregular duration and not regulated by any of the labour laws. For e.g. Artisans, petty shopkeepers, hawkers etc.

Further, predominantly, only workman derives certain rights and benefits from the various labour and industrial laws in India since most of the Labour Laws do not apply to non-workmen (employees carrying out managerial and administrative work) and service condition of such employees are governed by the respective contracts and general service conditions (if existing).

Another issue with the present system is multiplicity of labour laws. There are presently some 55 central and about 100 state laws which creates operational problems in implementation and compliances.

Use of different terminologies like – employee, workman, worker to denote a worker or wages, basic wages, salary referring to the compensation, yet covering different components in each legislation, have made compliance very cumbersome multiplying litigations.

Reforms

Various Experts reports and business bodies have suggested an imminent and immediate need of labour laws reform to ensure ease of doing business in India. Some of the important recommendations made are:

- Labour to be shifted to 'State List' from the concurrent list of the constitution.
- Simplification of archaic labour laws
- A uniform definition of terms like 'industry' and 'worker' across statutes.

- A single Labour Authority dealing with all aspect of labour, self-certification and a single consolidated return should be put in place.
- Reduction/ reforms in dispute settlement mechanisms between labour and employers.
- Separate set of simple labour laws should apply to micro and small enterprises with a self-contained code covering laws on employment relations, wages and social security.

Changing Paradigm

The Union Cabinet had approved changes in three labour laws on July 30, 2014. Key proposed amendments include:

- **Factories Act, 1948:** (a) increasing the overtime limit for workers, (b) improving safety of workers, (c) relaxing norms for women to work night shifts in certain industries, and (d) reducing the number of days that an employee must work before becoming eligible for benefits such as leave without pay from 240 days to 90 days.
- **Apprentices Act, 1961:** including new trades under the purview of the Act,
- **Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988:** (a) exempting firms employing up to 40 workers (as against 19) from complying with certain labour regulations, and (b) allowing these firms to file a combined compliance report for up to 16 (as against 9) labour laws. (c) Registers/records can be maintained in computer, floppy, diskette or on other electronic media and return submitted through e-mail.

The Labour Laws (Exemption from Furnishing Returns and Maintaining Registers by Certain Establishments) Amendment Bill, 2011 **has been passed by Parliament on 28th November, 2014.**

The Central Government has also unveiled new measures to improve ease of business for enterprises:

- **Universal Account Number scheme (UAN)** for all Provident Fund contributors which will allow portability of PF benefits and online tracking of PF benefits.
- Introduction of **Shram Suvidha portal** for filing a self-certified single compliance report for 16 Central labour laws.
- **Labour inspections by four central agencies** — EPFO, Employees' State Insurance Corporation, Central Labour Commissioner and Director General of Mines' Safety will be **based on a computerised system that will randomly** send them on inspections, based on data trends and

objective criteria. Following inspections, Inspectors have to upload their reports **within 72 hours** and cannot modify them thereafter.

Applicability and timeline

With the Central Government introducing the above schemes, they will at present apply only to employees and workers under central agencies and autonomous bodies. Since labour is a concurrent subject, these will apply in States only after they make similar changes to their rules and laws. The state of Rajasthan and Madhya Pradesh have already initiated the labour laws reforms.

Prof TechLaw demystifies Technology Law



Subramaniam Vutha

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Prof. TechLaw in conversation with a Corporate Executive:

Topic: Why does Technology Law matter for Company Executives

Corporate Executive [CE]: Prof TechLaw, I just heard you speak at the Corporate Governance Conference. Why did you say that Company Executives like me should know something about technology law?

Prof TechLaw: Simply because your company, like all modern corporations, uses computers and the Internet for various things. And the digital speed of business does tend to impose severe costs and damages on companies that get legal help after digital events occur. Or companies that address digital issues in a tardy fashion.

CE: Yes, we are truly digital these days. Without computers and the Internet our business can come to a standstill. Email for example is fundamental to our communications today.

Prof TechLaw: Yes. And so are electronic funds transfers, electronic filings and record keeping, access control and security, video conferences, teleconferences using the Internet, electronic systems for your supply chain management and a host of other electronic operations.

CE: I agree. But can you please give us some examples of technology law issues that we should know about?

Prof. TechLaw: Sure. Think of your website. There are various legal issues associated with your website. But let us take a very basic one: do you own your website?

CE: Yes we do. We paid nearly half a crore of rupees for our new website. And the agency that developed it did a professional job.

Prof. TechLaw: Okay, but did the developer assign copyright in the website to your company?

CE: I do not remember any special agreement like that but we placed a purchase order and the website says that copyright in it belongs to my company.

Prof. TechLaw: As per copyright law a written assignment is needed. The developer was not your employee and so an assignment is needed.

CE: That is a timely warning. We have not paid the developer fully yet; so I suppose we can still get an assignment of copyright in our favour.

Prof. TechLaw: Yes, please do so. And also check if the developer has used 3rd party materials in making your website.

CE: What if he has? I am sure there must be various things he has taken from other vendors etc.

Prof. TechLaw: Well, then your developer must have the right to use such 3rd party materials, such as sound tracks, images and diagrams, in your website.

CE: I see. How will the developer get such rights to 3rd party materials?

Prof TechLaw: Either by getting a license to use such 3rd party materials or by buying up the 3rd party materials. You may want to check if the developer has proof of such license or purchase.

CE: Usually we leave such things to our legal department. But I am not sure we referred our website purchase order to them this time.

Prof TechLaw: Given the speed at which computers and the Internet propel business transactions knowing when to refer matters to the in-house lawyer or external lawyer is crucial. And when you finally do, the damage may have been done already.

CE: Your are right Prof TechLaw, So every month I plan to talk to you about one significant technology law issue and to request you to demystify it for me. Will that be possible?

Prof TechLaw: Sure. I enjoy simplifying Technology Law for company executives. See you next month.



*Captured by CS Ajay Kumar at Dhobi Talao,
Lines.*





A BIRD'S EYE VIEW: RECENT JUDGEMENTS ON COMPANY LAW

[- CS Ajay Kumar, Ajay Kumar & Co., Practising Company Secretary, ajayfcs@gmail.com]

1) INCORPORATION OF COMPANY

Where respondent companies' shareholders transferred their company/ shares to new shareholders for material financial gains, without taking written consent of lessor i.e. appellant corporation, this adversely affected aims and objectives of appellant corporation and amounted to transfer of interest, hence, appellant corporation rightly issued notice demanding transfer fee. **U.P. STATE INDUSTRIAL DEV. CORPN. LTD. V. MONSANTO MANUFACTURES (P.) LTD. [2015] 130 SCL 195/54 (SC)**

2) TRANSFER AND TRANSMISSION OF SECURITIES

Where respondents group resisted application filed by applicants seeking registration of shares acquired by them in respondent No. 1 company in their names on ground that those shares were to be first offered to them in proportion to their shareholding, in view of fact that said condition had been duly satisfied, objection raised was not sustainable. **MRS. P. LAKSHMI V. MANCHERIAL CEMENT COMPANY (P.) LTD. [2015] 130 SCL 294/[2014] 52 (CLB – Chennai)**

3) AMALGAMATION

In the case of amalgamation compliance with section 117 and filing of e- form MGT-14 with the Registrar of Companies are not required. Section 117 read with Sections 230 and 232. **SIGMA SOYA INDUSTRIES (P.) LTD., IN RE. [2015] 125 CLA 378 [HIGH COURT- Gauhati]**

4) CIRCUMSTANCES IN WHICH A COMPANY MAY BE WOUND UP

Where respondent failed to remain present before Court in winding up petition filed by petitioner and accordingly did not raise any bona fide dispute with regard to debt payable to petitioner, winding up petition was to be admitted. **PROJECT**

MANAGEMENT GROUP & JD CONSULTANTS, IN RE. [2015] 130 SCL 259/[2014] 49 (HIGH COURT- Bombay)

5) DEMERGER/ RECONSTRUCTION

Stamp duty is payable under the Gujarat Stamp Duty Act in a case of demerger or reconstruction of a Company. Section 394 read with section 2(g) and article 20(d) of Schedule I of Gujarat Stamp Act, 1958. **ALEMBIC PHARMACEUTICALS LTD. V. CHIEF CONTROLLING REVENUE AUTHORITY [2015] 124 CLA 264 [HIGH COURT – Gujarat]**

6) OPPRESSION / MISMANAGEMENT

Review petition has a limited purpose and cannot be allowed to be an appeal in disguise. When there is no error on the face of the record, the review application has no merit. Section 397/398. **PEERLESS GENERAL FINANCE & INVESTMENT COMPANY LTD. V. BHAGWATI DEVELOPERS (P.) LTD. [2015] 124 CLA 173 [HIGH COURT – Calcutta]**

7) REMOVAL OF DIRECTORS

Where petitioner managing director by virtue of employment agreement himself agreed to get terminated by company on notice with 90 days time, he was estopped to say that he was not bound by agreement he entered into. **GAUTAM BHARADWAJ V. INVEST INDIA MICRO PENSION SERVICES (P.) LTD. [2015] 130 SCL 262/55 (CLB – New Delhi)**

MCA



- CS Kaushik Jhaveri, B.Com, LL.B (Gen.),FCS, Practising Company
Secretary

e-mail id: kaushikjhaverics@gmail.com

1. MCA Notification No. GSR(E) dated 3rd March, 2015 – Clarification relating to filing of e-form DIR-11 & DIR-12 under the Companies Act, 2013.

MCA has issued a clarification under Companies Act, 2013 regarding several difficulties faced by stakeholders .The difficulty faced was due to deactivation of DSC on filing of Form DIR-11 by resigning director resulting into lack of authorized signatory director for filing of Form DIR 12.

As a solution to the above problem and to enable smooth filing of such e forms, it is clarified that ROC within its respective jurisdictions are authorized, on request from stakeholders and after due examination to allow any one resigned director who was an authorized signatory for filing of Form DIR-12 only subject to Compliances of other provisions of Companies Act, 2013.

For the complete text of this circular please refer to the link:

http://www.mca.gov.in/Ministry/pdf/General_Circular_03_2015.pdf

2. MCA Notification No. GSR(E) dated 10th March,2015 Clarification with regard to section 185 and 186 of the Companies Act, 2013 - loans and advances to employees.

This particular MCA circular gives clarification with regards to section 186 of the Companies Act, 2013 relating to grant of loans and advances by Companies to their employees.

It is clarified that loans and/or advances made by the companies to their employees, other than the managing or whole time directors (which is governed by section 185) are not governed by the requirements of section 186 of the Companies Act, 2013

This clarification will, however, be applicable if such loans/advances to employees are in accordance with the conditions of service applicable to employees and are also in accordance with the remuneration policy.

For the complete text of this circular please refer to the link:

http://www.mca.gov.in/Ministry/pdf/Circular_04_10032015.pdf

3. MCA Rules No.GSR(E) dated 18th March, 2015 Clarification with Regards to the powers conferred under sections 173, 175, 177, 178, 179, 184, 185, 186, 187, 188 189 and section 191 read with section 469 of the Companies Act, 2013.

Pursuant to this circular, the Central Government makes further rules to amend the Companies (Meetings of Board and its powers) Rules, 2014. These rules may be called the Companies (Meetings of Board and its Powers) Amendment Rules, 2015.

Moreover, in Companies (Meetings of Board and its Powers) Rules, 2014 following item numbers in Rule 8 i.e. Powers of Board to be exercised by Board resolutions are to be omitted:

- (3) To take note of appointment(s) or removal(s) of one level below the Key Management Personnel;
- (5) To take note of disclosure of director's interest and shareholding;
- (6) To buy, sell investments held by the company (other than trade investments), constituting five percent or more of the paid up share capital and free reserves of investee company;
- (7) To invite or accept or renew public deposits and related matters;
- (8) To review or change the terms and conditions of public deposits;
- (9) To approve quarterly, half yearly and annual financial statements or financial results as the case may be.

Also, in Rule 10 i.e. Loans to directors under Section 185 in the proviso, for the word 'principle' shall be replaced with the word 'principal'.

4. MCA Rules No. GSR(E) dated 18th March, 2015 – Notification regarding The Companies(Share Capital and Debentures)Amendment Rules, 2015.

The Central government hereby makes the following rules further to amend the Companies (Share Capital and Debentures) Rules, 2014. These rules may be called the Companies (Share Capital and Debentures) Amendment Rules, 2015.

In the Companies (Share Capital and Debenture) Rules, 2014 various amendments and changes have been specified in relation to the following rules:

Rule 3, Rule 5 (3)(b), Rule 6 (2) (c), Rule 12(1), Rule 13(1), Rule 18, rule 19 (11).

Amendments & Additions are made in Form SH-13 (Nomination Form) and Form SH-14 (Cancellation or Variation of Nomination).

For the complete text of this circular please refer to the link:
http://www.mca.gov.in/Ministry/pdf/Chapter4_Rules_19032015.pdf

5. MCA Rules No. GSR(E) dated 19th March, 2015 - The Companies (Management and Administration) Amendment Rules, 2015.

The Central Government hereby makes the following rules further to amend the Companies (Management and Administration) Rules, 2014. The Amended rules may be called The Companies (Management and Administration) Amendment Rules, 2015.

In the Companies (Management and Administration) Rules, 2014, for rule 20 the rule as to Voting through electronic means has been substituted.

It states that Every company other than a company referred to in Chapter XB or Chapter XC of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 having its equity shares listed on a recognized stock exchange or a company having not less than one thousand members, shall provide to its members facility to exercise their right to vote on resolutions proposed to be considered at general meetings by electronic means'.

For the complete text of this circular please refer to the link:

http://www.mca.gov.in/Ministry/pdf/Chapter7_Rules_19032015.pdf

6. MCA Notification dated 24th March, 2015 in respect of jurisdictions indicated against each Registrar

In exercise of the powers conferred by section 454 of the Companies Act, 2013. The central government has appointed various Registrar of Companies as adjudicating officers for the purpose of this act in respect of jurisdiction indicated against each registrar.

The Appeals, if any, filed before the concerned Regional Director having jurisdiction over the adjudicating officers shall be disposed of in accordance with the notification of the government of India in the Ministry of Corporate Affairs published in the Gazette of India.

For the complete text of this notification and jurisdiction mentioned please refer to the link: http://www.mca.gov.in/Ministry/pdf/Notification_26032015.pdf

7. MCA Circular No. GSR(E) dated 30th March, 2015 - Amount received by private companies from their members, directors or their relatives before 1st April, 2014 - Clarification regarding applicability of Companies (Acceptance of Deposits) Rules, 2014.

It is clarified that amounts received by private companies from their members, directors or their relatives prior to 1st April, 2014 shall not be considered as 'deposits' under the Companies Act, 2013 and Companies (Acceptance of Deposits) Rules, 2014 subject to the condition that relevant private company shall disclose, in the notes to its financial statement for the financial year commencing on or after 1st April, 2014 the figure of such amounts and the accounting head in which such amounts have been shown in the financial statement.

Any renewal or acceptance of fresh deposits on or after 1st April, 2014 shall, however, be in accordance with the provisions of Companies Act, 2013 and rules made thereunder.

For the complete text of this circular please refer to the link:
http://www.mca.gov.in/Ministry/pdf/General_Circular_5-2015.pdf

8. MCA Rules No. GSR(E) dated 31st March, 2015 -The Companies Acceptance of Deposits) Amendment Rules, 2015.

In The Companies (Acceptance of Deposits) Rules, 2014.

If a company receives any amount by way of subscriptions to any shares, stock, bonds or debentures before 1st April, 2014 and disclosed in the balance sheet for the financial year ending on or before the 31st March, 2014 against which the allotment is pending on the 31st March, 2015, the company shall, by 1st June, 2015, either return such amounts to the persons from whom these were received or allot shares, stock, bonds or debentures or comply with these rules."

Amendments and Additions have been made in Form DPT 3 (Return of Deposits).

For the complete text of this circular please refer to the link:

http://www.mca.gov.in/Ministry/pdf/Acceptance_Deposits_AmendmentRules_01042015.pdf

9. MCA Notification dated 31st March, 2015 - Delegation of powers to RDs u/s 94(5) read with section 458 of CA, 2013

In exercise of the powers conferred by section 458 of the Companies Act, 2013, the Central Government hereby delegates to the Regional Directors at Mumbai, Kolkata, Chennai, Noida, Ahmedabad, Hyderabad and Shillong, the powers and functions vested in it under sub-section (5) of section 94 of the Companies Act, 2013, subject to the condition that the Central Government may revoke such delegation of powers or may itself exercise the powers under the said sub-section, if in its opinion such a course of action is necessary in the public interest.

For the complete text of this circular please refer to the link:
http://www.mca.gov.in/Ministry/pdf/Delegation_Powers_Notification_01042015.pdf

Updates on RBI / FEMA, BSE, Labour laws, Insurance law, Indirect tax, SEBI Housing Finance Companies



Compiled by CS Mayur Buha, M. Buha & Co., Company Secretaries,
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RBI / FEMA

Notification No. FEMA. 340 /2015-RB dated 3rd March, 2015

Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) (Third Amendment) Regulations, 2015 dated March 03, 2015

RBI amended Annexure B of Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, (Notification No. FEMA 20/2000-RB dated 3rd May 2000) by allowing Foreign Direct Investment upto 49% (upto 26% Automatic Route beyond 26% but upto 49% Approval Route) in Insurance Sector from FDI, FPI(FII,QFI), NRI,FVCI and DR subject to compliance of Conditions enlisted at Serial Number F.7.2.

Clarification: 'Insurance Sector' hereinabove shall mean:

- (i) Insurance Company
- (ii) Insurance Brokers
- (iii) Third party Administrators
- (iv) Surveyors and Loss Assessors
- (v) Other Insurance Intermediaries appointed under the provisions of Insurance Regulatory and Development Authority Act, 1999 (41 of 1999)

Source: <https://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9648&Mode=0>

RBI - A.P.(DIR Series) Circular No.83 dated March 11, 2015

Macau and Hong Kong are added to prohibited region for acquisition or transfer of immovable property in India

As per extent Regulation 7 of Foreign Exchange Management (Acquisition and Transfer of immovable property in India) Regulations, 2000 notified vide [Notification No. FEMA 21/2000-RB dated 3rd May 2000](#) in terms of which no person being a citizen of Pakistan, Bangladesh, Sri Lanka, Afghanistan, China, Iran, Nepal or Bhutan without prior permission of the Reserve Bank shall acquire or transfer immovable property in India, other than lease, not exceeding five years.

Now, RBI observed that Macau and Hong Kong are the two Special Administrative Regions of China. As they are notified separately, it has been decided, in consultation with the Government of India, that citizens of Macau and Hong Kong will also be included in the list of countries which are prohibited to acquire/transfer immovable property in India in terms of Regulation 7 of FEMA *ibid*.

Source: <https://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9595&Mode=0>

RBI - A.P (DIR Series) Circular No.85 dated 18th March, 2015

Discontinuation of Stat 5 and Stat 8 Returns filing

RBI is in view of that as banks' submission of NRD-CSR data in XBRL platform has stabilised, it has been decided to discontinue the submission of Stat 5 and Stat 8 Returns from March 2015. Accordingly banks, dealing in foreign exchange may stop sending Stat 5 and Stat 8 Returns (both hard and soft copies) to the Department of Statistics and Information Management, Reserve Bank of India.

Source: <https://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9605&Mode=0>

RBI - A.P. (DIR Series) Circular No.92 dated 31st March, 2015

Clarification with respect to Operational guidelines on International Financial Services Centre (IFSC)

RBI clarified that In terms of the Foreign Exchange Management (International Financial Services Centre) Regulations 2015 dated March 2, 2015, a financial

institution or a branch of a financial institution set up in the IFSC and permitted / recognised as such by the Government or a Regulatory Authority shall be treated as person resident outside India. Therefore, their transaction with a person resident in India shall be treated as a transaction between a resident and nonresident and shall be subject to the provisions of Foreign Exchange Management Act, 1999 and the Rules/Regulations/Directions issued thereunder.

Further clarified that, the financial transaction in this context shall mean making or receiving payment, drawing, issuing or negotiating any bills of exchange or promissory note, transferring any security or acknowledging any debt. Similarly, financial service shall mean any activity which a financial institution is permitted to carry on by the Respective Act of the Parliament or Government of India or any Regulatory Authority empowered to regulate the concerned financial institution.

Source: <https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=9632&Mode=0>

RBI - A.P.(DIR Series) Circular No. 91 dated March 31, 2015

Revised Position Limits for Foreign Portfolio Investors (FPIs) in the Exchange Traded Currency Derivatives (ETCD) market

Presently, FPIs can take position – both long (bought) as well as short(sold) – in foreign currency up to USD 10 million or equivalent per exchange. As a measure of further liberalisation, RBI has now been decided to increase the limit (long as well as short) for FPIs in USD-INR pair upto USD 15 million per exchange. In addition, FPIs shall be allowed to take long (bought) as well as short (sold) positions in EUR-INR, GBP-INR and JPY-INR pairs, all put together, upto USD 5 million equivalent per exchange. These limits shall be monitored by the exchanges and breaches, if any, may be reported.

Source: <https://www.rbi.org.in/Scripts/NotificationUser.aspx?Id=9630&Mode=0>

BSE

SCHEDULE OF LISTING FEES FOR THE YEAR 2015-16

Annual/Further Listing Fee – Equity Segment

Particulars	Amount (In Rs.)
Initial Listing Fee	Rs.20,000
Listed Capital (In Rs. Crs)	Annual Listing Fees (In Rs.)*
Up to 150	Rs.2,00,000
Above 150 to 200	Rs.2,36,250
Above 200 to 300	Rs.3,03,750
Above 300 to 400	Rs.3,67,500
Above 400 to 500	Rs.4,87,500
Above 500 to 1000	Rs. 4,87,500/- and an additional listing fees of Rs. 3,188/- for every increase of Rs. 5 crores or part thereof in the paid up share capital
Above 1000	Rs. 8,06,250/- and an additional listing fees of Rs. 3,469/- for every increase of Rs. 5 crores or part thereof in the paid up share capital

*Plus Applicable Service Taxes

Note:

- The capital to be considered for the above schedule would include equity shares, preference shares, Indian depository receipts, fully convertible debentures, partly convertible debentures and any other security convertible into equity shares.
- In case of debenture capital (not convertible into equity shares), the fees will be 75% of the above fees.
- Fees are applicable for the full year.

Fees for Privately Placed Debt Securities

Particulars	Amount
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Initial Listing fee	Rs. 20,000
Listing Processing Fees (<i>applicable only to Private Companies</i>)	Rs. 4,500 per ISIN
Annual Listing Fee(Chargeable Per ISIN):	
Issue size upto Rs.5 Crs.	Rs.2,500
Above Rs.5 Crs. and upto Rs.10 Crs.	Rs.3,750
Above Rs. 10 Crs. and upto Rs. 20 Crs	Rs.7,500
Above Rs. 20. Crs.	Additional fee of Rs. 200 for every increase of Rs. 1 Cr or part thereof above Rs. 20 Crs. Subject to a maximum of Rs. 30,000 per instrument.

Cap on the annual listing fee of debt instruments per issuer is Rs. 5,00,000 per annum.

Fees for SME Segment

The Annual Fees is Rs 25,000/- or 0.01% of full market capitalization, whichever is higher. The basis of calculation of Market Capitalization will be the closing price as on 31st March or the last day of trading in the financial year.

Fees for Mutual Fund Segment

Particulars	Amount
Initial Listing Fee	NIL
Annual Listing Fee for tenure of the scheme	Payable per 'month or part thereof'
Issue size up to Rs. 50 Crs.	Rs. 1000
Above Rs.50 Crs. and upto Rs.100 Crs.	Rs. 1300
Above Rs.100 Crs. and upto Rs.300 Crs.	Rs. 2800

Above Rs.300 Crs. and upto Rs.500 Crs	Rs. 5300
Above Rs.500 Crs. and upto Rs.1000 Crs	Rs. 9300
Above Rs.1000 Crs.	Rs 14800
Processing Fees	Rs 10000
Per Single Scheme Information Document (SID)	

Note:

- For tenure beyond One month, fees are payable for one month or any part thereof.

Source: http://www.bseindia.com/Static/about/listing_fees.aspx?expandable=2

LABOUR LAW

The **Minimum Wages (Central) (Amendment) Rules, 2015** Gazetted on 11th March, 2015 wherein vital amendment took place with respect to mode of filing of Annual Return (*Rule 21, Sub-rule 4A*). In the Principal Rule *i.e. Minimum Wages (Central) Rules, 1950* there was provision for sending of Annual Return (physically) to inspector before 1st February following the end of the year to which it relates, now, the requirement of physical submission is removed and replaced with online filing *viz-a-viz* due date of 1st February is remain unchanged.

Source: <http://www.egazette.nic.in/>

INSURANCE LAW

The **Insurance Law (Amendment) Act, 2015** Gazetted on 23rd March, 2015 in order to amend the Insurance Act, 1938 and the General Insurance Business (Nationalisation) Act, 1972 and to amend the Insurance Regulatory and Development Authority Act, 1999.

Source: <http://www.egazette.nic.in/>

INDIRECT TAX

Service Tax (Amendment) Rules 2015

In exercise of the powers conferred by sub-section (1) read with sub-section (2) of section 94 of the Finance Act, 1994 (32 of 1994), the Central Government has notified the Service Tax (Amendment) Rules, 2015 on 1st March, 2015 further to amend the Service Tax Rules, 1994. This rule shall come into force from 1st day of March, 2015 unless otherwise provided in these rules.

Read full text: <http://www.servicetax.gov.in/notifications/notfns-2015/st05-2015.pdf>

Simplification of Registration Procedures under the Service Tax:

In supersession of Order No. 2/2011-Service Tax dated 13-12-2011, the Central Board of Excise and Customs specifies the documentation, time limits and procedure with respect to filing of registration applications for single premises in Service Tax, which shall come into effect from 1-3-2015.

Source: <http://www.servicetax.gov.in/notifications/notfns-2015/off-ord01-2015st.pdf>

SEBI

SEBI (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2015

The Securities and Exchange Board of India has notified Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) (Amendment) Regulations, 2015 on 24th March, 2015. It shall come into force immediately upon publication in the Official Gazette.

Due to amendments made in SEBI Delisting Regulation, 2015, notified by SEBI on 24th March, 2015, consequential amendment made in this regulation also with respect to Delisting Offer etc. to align with Delisting amendment regulation.

Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427261613075.pdf

SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2015

The Securities and Exchange Board of India has notified Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2015 on 24th March, 2015. It shall come into force immediately upon publication in the Official Gazette.

Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427261684807.pdf

SEBI (Buy-back of Securities) (Amendment) Regulations, 2015

The Securities and Exchange Board of India has notified Securities and Exchange Board of India (Buy-back of Securities)(Amendment) Regulations, 2015 on 24th March, 2015. It shall come into force immediately upon publication in the Official Gazette.

In the Securities and Exchange Board of (Buy-back of Securities) Regulations, 1998, in regulation 9, after sub-regulation (3), the following sub-regulation shall be inserted, namely,-

"3A. The acquirer or promoter shall facilitate tendering of shares by the shareholders and settlement of the same, through the stock exchange mechanism as specified by the Board."

Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427261741142.pdf

SEBI (Issue of Capital and Disclosure Requirements)(Amendment) Regulations, 2015

The Securities and Exchange Board of India has notified Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)(Amendment) Regulations, 2015 on 24th March, 2015. It shall come into force immediately upon publication in the Official Gazette. Some of the new clauses inserted are as below:

1. the price or conversion formula of the warrants shall be determined upfront and at least 25% of the consideration amount shall also be received upfront;
 2. in case the warrant holder does not exercise the option to take equity shares against any of the warrants held by him, the consideration paid in respect of such warrant shall be forfeited by the issuer;
 3. the part payment on application shall not be less than 25% of the issue price
- For complete details, please refer to the circular.

Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427273950402.pdf

SEBI (Issue and Listing of Debt Securities)(Amendment) Regulations, 2015

The Securities and Exchange Board of India has notified Securities and Exchange Board of India (Issue and Listing of Debt Securities)(Amendment) Regulations, 2015 on 24th March, 2015. It shall come into force immediately upon publication in the Official Gazette. Key synopsis of amendments are:

1. An issuer making public issue of debt securities may recall such securities prior to maturity date at his option (call) or provide such right of redemption prior to maturity date (put) to all the investors or only to retail investors, at their option, subject to the compliance of conditions enumerated in the circular;
2. An issuer may carry out consolidation and re-issuance of its debt securities, subject to the fulfillment of the conditions listed in the circular.

Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427273618413.pdf

Clarification with regards to Research Analyst Examination:

SEBI *vide* its notification dated 24th March, 2015 notified that, with immediate effect, any person acting or desirous of acting as research analyst under the Securities and Exchange Board of India (Research Analysts) Regulations, 2014, shall obtain certification from the National Institute of Securities Markets (NISM) by passing the "NISM-Series-XV: Research Analyst Certification Examination", as mentioned in the NISM communique No. NISM/Certification/Series-XV: Research Analyst/2015/01 dated February 16, 2015.

Source: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427273753621.pdf

Securities and Exchange Board of India (International Financial Services Centres) Guidelines, 2015

In exercise of the powers conferred by section 11(1) of the Securities and Exchange Board of India Act, 1992 and sections 4 and 8A of the Securities Contracts (Regulation) Act, 1956 read with Section 18(2) of the Special Economic Zones Act, 2005, the Securities and Exchange Board of India notified Securities and Exchange Board of India (International Financial Services Centres) Guidelines, 2015 on March 27th, 2015 to facilitate and regulate financial services relating to securities market in an International Financial Services Centre set up under Section 18(1) of Special Economic Zones Act, 2005 and matters connected therewith or incidental thereto and it shall come into force from April 01, 2015.

Read full text: http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427450911533.pdf

HOUSING FINANCE COMPANY

Housing Finance Companies issuance of Non-convertible debentures on Private Placement basis (NHB) direction, 2014 ('the Direction')

In exercising the powers conferred under Section 30A and 31 of the National Housing Bank Act, 1987, the National Housing Bank has *vide* its notification dated 13th March, 2015, amended paragraph 7, 12 and 16 of the Direction to align the same with the provisions of the Companies Act, 2013.

The provisions relating to maximum number of subscribers, maximum & minimum subscription amount for NCDs are amended.

Source: <http://www.nhb.org.in/Regulation/NHB-HFC-NCD-DIR-2-15-3-15.pdf>

Housing Finance Companies (NHB) direction, 2010 ('the Direction')

In exercising the powers conferred under Section 30A and 31 of the National Housing Bank Act, 1987, the National Housing Bank has *vide* its notification dated 13th March, 2015, amended paragraph 2 of the Direction by inserting following new clause (vi)(a) after the sub paragraph (1):

“any amount raised by issuance of non-convertible debentures with a maturity more than one year and having minimum subscription per investor at Rs. 1 crore and above, provided that such debentures have been issued in accordance with the guidelines issued by the National Housing Bank as in force from time to time in respect of such non-convertible debentures.”

This notification became effective on 13th March, 2015.

Source: <http://www.nhb.org.in/Regulation/NHB-HFC-DIR-15-15-3-15.pdf>

RBI UPDATES



CS Bhavin Mehta, Partner, MJP Associates,

Practising Company Secretaries, Rajkot (Gujarat)

email: bhavinmehta2001@gmail.com

03/02/2015 Circular No. RBI/2014-15/444 REF.No.MPD.BC.376/07.01.279/2014-15

RBI has decided to has been decided to merge the Export Credit Refinance (ECR) facility with the system level liquidity provision with effect from the fortnight beginning on February 7, 2015. Accordingly, no new refinancing under the ECR will be available after February 6, 2015 and the refinancing availed up to February 6, 2015 may continue till its maturity. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9539&Mode=0>

03/02/2015 Circular No. 71 RBI/2014-15/448 A.P.(DIR Series)

All future investments by an FPI within the limit for investment in corporate bonds shall be required to be made in corporate bonds with a minimum residual maturity of three years. Further, all future investments against the limits vacated when the current investment runs off either through sale or redemption, shall be required to be made in corporate bonds with a minimum residual maturity of three years. FPIs shall not be allowed to make any further investment in liquid and money market mutual fund schemes. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9543&Mode=0>

04/02/2015 Notification No. FEMA. 335/2015-RB

Foreign Exchange Management (Acquisition and Transfer of Immovable Property in India) Regulations, 2000 amended through this Notification. Now, A citizen of Pakistan, Bangladesh, Sri Lanka, Afghanistan, China, Iran, Nepal, Bhutan, Macau or Hong Kong will not be allowed to acquire or transfer, without prior permission of the Reserve Bank, immovable property in India, other than lease, not exceeding five years.

For more informations, please visit [http:// www.rbi.org.in / scripts / otificationUser.aspx?Id=9582&Mode=0](http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9582&Mode=0)

05/02/2015 Circular No. 72 RBI/2014-15/453 A.P. (DIR Series)

FPIs shall be permitted to invest in government securities, the coupons received on their existing investments in government securities. These investments shall be kept outside the applicable limit (currently USD 30 billion) for investments by FPIs in government securities. AD Category – I banks shall ensure reporting of such investments as may be prescribed from time to time. The aforesaid directions come into force with immediate effect. Further operational guidelines will be issued by SEBI.

For more informations, please visit

<http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9547&Mode=0>

06/02/2015 Circular No. 73 RBI/2014-15/460 A. P. (DIR Series)

RBI has issued clarification /answers raised by stakeholders related to Circular No. Circular No. 72 RBI/2014-15/453 A.P. (DIR Series) dated 5th February, 2015. *For*

more informations, please visit

<http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9554&Mode=0>

09/02/2015 Circular No.74 RBI/2014-15/461 A. P. (DIR Series)

Due to substantial increase in the number and amount of advances received for exports remaining outstanding beyond the stipulated period on account of non-performance of such exports (shipments in case of export of goods), RBI has instructed AD Category –I banks to efficiently follow up with the concerned exporters in order to ensure that export performance (shipments in case of export of goods) are completed within the stipulated time period. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9556&Mode=0>

12/02/2015 Circular No.77 RBI/2014-15/468 A.P (DIR Series)

With a view to promoting the ease of reporting of transactions under foreign direct investment, the Reserve Bank of India, under the aegis of the e-Biz project of the Government of India has enabled the filing of the following returns with the Reserve Bank of India viz. (a) Advance Remittance Form (ARF) - used by the companies to report the foreign direct investment (FDI) inflow to RBI; and (b) FCGPR Form - which a company submits to RBI for reporting the issue of eligible instruments to the overseas investor against the above mentioned FDI inflow. It has been decided that the ARF and FCGPR services of RBI will be operational on the e-Biz platform from February 19, 2015. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9566&Mode=0>

12/02/2015 Circular No. 76 RBI/2014-15/467 A. P. (DIR Series)

Persons, firms and companies for making payments, exceeding USD 5,000 or its equivalent towards imports into India, have to make an application in Form A-1. RBI has, to liberalise and simplify the procedure, decided to dispense with the requirement of submitting request in Form A-1 to the AD Category –I Banks for making payments towards imports into India. AD Category –I may however, need to obtain all the requisite details from the importers and satisfy itself about the bonafides of the transactions before effecting the remittance. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9567&Mode=0>

18/02/2015 Circular No. 79 RBI/2014-15/474 A.P. (DIR Series)

RBI had, through [A.P.\(DIR Series\) Circular No.42 dated November 28, 2014](#), 20:80 scheme for import of gold was withdrawn in consultation with the Government .RBI has been receiving requests for clarification on some of the operational aspects of the guidelines on import of gold consequent upon the withdrawal of 20:80 scheme. Accordingly, in consultation with the Government, the clarifications are issued: (a) The obligation to export under the 20:80 scheme will continue to apply in respect of unutilised gold imported before November 28, 2014, i.e., the date of abolition of the 20:80 scheme. (b) Nominated banks are now permitted to import gold on consignment basis. All sale of gold domestically will, however, be against upfront payments. Banks are free to grant gold metal loans.(c) Star and Premier Trading Houses (STH/PTH) can import gold on DP basis as per entitlement without any end use restrictions.(d) While the import of gold coins and medallions will no longer be prohibited, pending further review, the restrictions on banks in selling gold coins and medallions are not being removed. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9573&Mode=0>

20/02/2015 RBI/2014-15/475 DNBR (PD) CC No.021/03.10.001/2014-15

RBI has reviewed (In supersession of circulars [DNBS\(PD\)CC.No.330/03.10.001/2012-13 dated June 27, 2013](#) and the [DNBS \(PD\)CC.No.349/03.10.001/2013-14 dated July 02, 2013](#)), the guidelines on private placement of NCDs for NBFCs in the light of the provisions of Companies Act 2013 and the Rules issued thereunder. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9574&Mode=0>

02/03/2015 Notification No. FEMA. 339/2015-RB Foreign Exchange Management (International Financial Services Centre) Regulations, 2015

RBI has notified Foreign Exchange Management (International Financial Services Centre) Regulations, 2015. For more informations, please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/NT339FM260315AC843BC4C6F144E898FBC5ACF71DFFA9.PDF>

03/03/2015 Circular No.80 RBI/2014-15/483 A.P. (DIR Series)

RBI has decided that the all-in-cost ceiling as specified under paragraph 2 of [A.P. \(DIR Series\) Circular No. 99 dated March 30, 2012](#) will continue to be applicable till March 31, 2015 and is subject to review thereafter. All other aspects of ECB policy remain unchanged. For more informations, please visit <http://www.rbi.org.in/scripts/NotificationUser.aspx?Id=9583&Mode=0>

11/03/2015 Circular No.83 RBI/2014-15/495 A.P.(DIR Series) [Acquisition/transfer of immovable property – Prohibition on citizens of certain countries](#)

Presently, as per Regulation 7 of Foreign Exchange Management (Acquisition and Transfer of immovable property in India) Regulations, 2000 notified vide [Notification No. FEMA 21/2000-RB dated 3rd May 2000](#) in terms of which no person being a citizen of Pakistan, Bangladesh, Sri Lanka, Afghanistan, China, Iran, Nepal or Bhutan without prior permission of the Reserve Bank shall acquire or transfer immovable property in India, other than lease, not exceeding five years. Now, RBI has decided, in consultation with the Government of India, that citizens of Macau and Hong Kong will also be included in the list of countries which are prohibited to acquire/transfer immovable property in India in terms of Regulation 7

For more informations please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/83APDIR032015.pdf>

11/03/2015 Circular No. RBI/2014-15/495 DBR.No.BP.BC.75/21.04.048/2014-15 Guidelines on Sale of Financial Assets to Securitisation Company(SC)/Reconstruction Company (RC) and Related Issues.

RBI has now decided to permit banks to reverse the excess provision (when the sale is for a value higher than the NBV) on sale of NPAs (sold prior to February 26, 2014 to SCs/RCs) to their profit and loss account. We reiterate that banks can reverse excess provision arising out of sale of NPAs only when the cash received (by way of initial consideration and/or redemption of security receipts/pass through certificates) is higher than the NBV of the NPAs sold to SCs/RCs. Further, the quantum of excess provision reversed to profit and loss account will be limited to the extent to which cash received exceeds the NBV of the NPAs sold. For more informations please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/GSFASC11032015.pdf>

**11/03/2015 Circular No. RBI/2014-15/497 DBR.No.BP.BC.76/21.04.158/2014-15
Guidelines on Managing Risks and Code of Conduct in Outsourcing of Financial
Services by Banks**

RBI has clarified that that outsourcing of any activity by the bank does not diminish its obligations, and those of its Board and senior management, who have the ultimate responsibility for the outsourced activity. Banks have been advised to take steps to ensure that the service provider employs the same high standard of care in performing the services as would be employed by the banks, if the activities were conducted within the banks and not outsourced. Further, banks should not engage in outsourcing that would result in their internal control, business conduct or reputation being compromised or weakened. Instances of non adherence with the aforementioned guidelines have been observed with regard to subcontracting by the primary outsourced vendors and the engagement of subcontractors by the outsourced service providers without the prior consent of the bank. It is clarified that the Guidelines on Managing Risks and Code of Conduct in Outsourcing of Financial Services by Banks apply *mutatis mutandis* to subcontracted activities, as well. *For more informations please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/497OGCC0315.pdf>*

**20/03/2014 Circular No. RBI/2014-15/508 DBR.No.BP.BC.78/21.04.048/2014-15:
[Guidelines on Sale of Financial Assets to Securitisation Company /
Reconstruction Company and Related Issues](#)**

As per paragraph 6 of the [circular DBOD.BP.BC.No.96/21.04.048/2002-03 dated April 23, 2003](#), certain disclosure requirements relating to sale of non-performing assets (NPAs) to Securitisation Companies(SCs)/Reconstruction Companies(RCs) have been specified.. In this connection, to enhance transparency, RBI has now decided that in addition to the disclosure requirements quoted in the above paragraph, banks shall make the disclosures in the prescribed format in the Notes to Accounts in their Annual Financial Statements. *For more informations please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/GSFAS20032015.pdf>*

**27/03/2014 Circular No. RBI /2014-15 /520 DNBR (PD) CC. No. 024 / 03.10.001/
2014-15:
[Revised Regulatory Framework for NBFCs](#)**

RBI has vide above Notification, issues several notifications as under to make suitable amendments in view of revised regulatory framework for NBFCs.:

- (i) [Notification No. DNBR. 007/ CGM \(CDS\) -2015 dated March 27, 2015 amending the Net Owned Fund requirements.](#)
- (ii) Non-Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 issued vide [Notification No. DNBR. 008/ CGM \(CDS\) -2015 dated March 27, 2015](#).
- (iii) Systemically Important Non-Banking financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 issued vide [Notification No. DNBR. 009/ CGM \(CDS\) -2015 dated March 27, 2015](#).
- (iv) [Notification No. DNBR. 010/ CGM \(CDS\) -2015 dated March 27, 2015](#) amending the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.

- (v) [Notification No. DNBR. 011/ CGM \(CDS\) -2015 dated March 27, 2015](#) amending the Non-Banking Financial (Deposit Accepting or Holding) Prudential Norms (Reserve Bank) Directions, 2007.
- (vi) [Notification No. DNBR. 012/ CGM \(CDS\) -2015 dated March 27, 2015](#) amending the Non-Banking Financial Company – Factor (Reserve Bank) Directions, 2012.

For more informations please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/RRCCIN270315.pdf>

08/04/2015 Circular No. RBI/2014-15/544 DNBR.CC.PD.No.027/03.10.01/2014-15 : Amendments related to NBFC-Micro Finance Institutes.

RBI has made amendments to various disbursement limits **(a)** it has been decided that loan disbursed by an NBFC-MFI to a borrower with a rural household annual income not exceeding Rs. 1,00,000 or urban and semi-urban household income not exceeding Rs. 1,60,000 would be eligible to be defined as a qualifying asset **(b)** the limit of total indebtedness of the borrower has been increased to Rs.1,00,000. Education and medical expenses will be excluded while arriving at the total indebtedness of a borrower.**(c)** In light of the revision to the limit on total indebtedness, it has been decided to revise the limit on disbursement of loans. Henceforth, the loan amount should not exceed Rs. 60,000 in the first cycle and Rs. 1,00,000 in subsequent cycles **(d)** At present, aggregate amount of loans given for income generation should constitute at least 70 per cent of the total loans of the NBFC-MFI so that the remaining 30 per cent can be for other purposes such as housing repairs, education, medical and other emergencies. The limits so prescribed are henceforth revised to 50:50 i.e. loans given for income generation should constitute at least 50 per cent of the total loans of the NBFC-MFI and the remaining 50 per cent can be for other purposes as stated above. *For more informations please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/544CRLMFIA070415.pdf>*

10/04/2015 Circular No RBI/2014-15/551 DNBR (PD).CC.No.028/03.10.001/2014-15-NBFCs- Lending against Shares – Clarification

RBI has issued clarified on its earlier [circular DNBS \(PD\).CC.No.408/03.10.001/2014-15 dated August 21, 2014](#). (a) The above mentioned circular is not applicable to unlisted shares. (b) LTV ratio of 50% is required to be maintained at all times. Any shortfall in the maintenance of the 50% LTV occurring on account of movement in the share prices shall be made good within 7 working days. (c) The condition of acceptance of only Group 1 securities (specified in SMD/ Policy/ Cir - 9/ 2003 dated March 11, 2003 as amended from time to time, issued by SEBI) as collateral for loans of value more than Rs. 5 lakh, is applicable only where the lending is done for investment in the capital market. (d) The reporting to the Stock Exchanges shall be quarterly. *For more informations please visit <http://rbidocs.rbi.org.in/rdocs/notification/PDFs/551CNBFCLC1004215.pdf>*

17/04/2015 Circular No. 95 [RBI/2014-2015/561 A.P.\(DIR Series\)](#) : Foreign Direct Investment (FDI) – Reporting under FDI Scheme on the e-Biz platform

RBI has specified that financial aspects for using the Virtual Private Network (VPN) accounts obtained from National Informatics Centre (NIC) for accessing the e-Biz portal have now been finalised in consultation with Government of India, Department of Industrial Policy and Promotion (DIPP) and NIC. The details are (a) The VPN account will be in the name of the individual users and will be coterminous with the lifetime of the Digital Signing (Class 2) certificates (which is for a maximum period of two years) issued by Institute for Development and Research in Banking Technology (IDRBT), Hyderabad (b) AD Category-I banks will be required to credit (through NEFT/RTGS) the payment in advance for the VPN accounts (@ Rs.9,654/- per account for a block of two years) directly to National Informatics Centre Services Inc's (NICS) bank account. For details please visit <http://rbidocs.rbi.org.in/rdocs/Notification/PDFs/APDIRCN950430ACD1539A4C0A818C5AC4624C21F3.PDF>

DIPP UPDATES

06/01/2015 Review of FDI in Pharma sector- carve out of medical devices

The Department of Industrial Policy & Promotion (DIPP) has issued a Press Note 2(of 2015 series) and allowed 100 % FDI in medical devices subject to certain conditions as mentioned in Press Note. For more informations please visit http://www.dipp.nic.in/English/acts_rules/Press_Notes/pn2_2015.pdf

05/01/2015 Mapping of the sector specific FDI Policy in Consolidated FDI Policy 2014 in terms of National Industrial Classification (NIC)-2008

DIPP has through a Press Note 1(of 2015 series) issued separate chart for Mapping of the sector specific FDI Policy in Consolidated FDI Policy 2014 in terms of National Industrial Classification (NIC)-2008 . For more informations please visit http://www.dipp.nic.in/English/acts_rules/Press_Notes/pn1_2015.pdf

02/01/2015 Review of FDI policy in Insurance Sector

DIPP has through a Press Note 3 (of 2015 series) has increased FDI limit in Insurance sector from 26 % to 49 %. Upto 26 %, it will be under automatic route, and from 26% to 49 %, it will be through Government approval route. For more informations please visit http://www.dipp.nic.in/English/acts_rules/Press_Notes/pn3_2015.pdf

Clarification on Press Note 10 (of 2014 series)

DIPP has issued various clarifications on Press Note 10 (of 2014 series) related to FDI in construction, township building etc.. For more informations please visit http://www.dipp.nic.in/English/acts_rules/Press_Notes/Clarification_PressNote10_2014.pdf

WIRO News

Payment of Annual Membership and Certificate of Practice Fee for the Year 2015-16

The annual membership fee and certificate of practice fee for the year 2015-16 became due for payment w.e.f. 1st April, 2015. The last date for payment of fee is 30th June, 2015.

The membership and certificate of practice fee payable is as follows:

1. Annual Associate Membership fee Rs.1125/- (*)
 2. Annual Fellow Membership fee Rs.1500/- (*)
 3. Annual Certificate of Practice fee Rs.1000/- (**)
- * A member who is of the age of sixty years or above and is not in any gainful employment or practice can claim 50% concession in the payment of Associate/Fellow Annual Membership fee and a member who is of the age of seventy years or above and is not in any gainful employment or practice can claim 75% concession in the payment of Associate/Fellow Annual Membership fee subject to the furnishing of declaration to that effect.
 - **The certificate of practice fee must be accompanied by a declaration in form D duly completed in all respects and signed. The requisite form 'D' is available on the website of Institute www.icsi.edu.

MODE OF REMITTANCE OF FEE

The fee can be remitted by way of:

- (i) Online (through payment gateway of the Institute's website (www.icsi.edu))
- (ii) Cash/Cheque at par/Demand draft/Pay order payable at New Delhi (indicating on the reverse name and membership number) drawn in favour of 'The Institute of Company Secretaries of India' at the Institute's Headquarter or Regional/Chapter offices.

For queries, if any, the members may please write to Mr. Saurabh Bansal, Asst. Education Officer at email id saurabh.bansal@icsi.edu.

Steps for online payment:

- a. Login to portal www.icsi.edu
- b. Click Online services on the right top corner and then click Login
- c. Fill the User name: Enter your membership no. (e.g. A1234) as per the sample given on the page
- d. Password. Fill the password. In case you do not have a password, you may retrieve the password in case your email is correctly registered in the Institute's record. Alternatively, you may send an email request for password with your ACS/FCS membership no. to meena.bisht@icsi.edu
- e. After login, go to Members Option (from top menu) then click on 'My Account'
- f. Click on Payment Requests
- g. Click on Membership fee request
- h. Make the payment and press submit button

ICSI-WIRC Conference on Paramount Pit Stops For Secretarial Audit

held on Saturday, March 28, 2015



From Left : - CS Makarand Joshi, Practicing Company Secretary, CS Savithri Parekh, Chief Legal & Secretarial of Pidilite Industries Ltd, CS Makarand Lele, Central Council Member ICSI and Practising Company Secretary, CS Rishikesh Vyas, Chairman, ICSI-WIRC, Dr. S. D. Israni, Partner S D Israni Law Chambers, CS B. Narasimhan, Practicing Company Secretary, CS Dipti Mehta, Partner, Mehta & Mehta

**ICSI-WIRC Seminar on Women's Day - Pratibha – Connecting
Women Inspiring Future, Let's Celebrate Womanhood**
held on Saturday, March 07, 2015



From Left : CS Rishikesh Vyas, Chairman, ICSI-WIRC, CS Shilpa Dixit, Secretary, ICSI-WIRC, CS Makarand Lele, Central Council Member ICSI and Practising Company Secretary, CS Mamta Binani, Vice - President, ICSI, CS Sutanu Sinha, Chief Executive & Officiating Secretary, ICSI, CS Gopal Chalam, Dean & Regional Director, ICSI-WIRC

ICSI-WIRC National Conclave on Critical Aspects of Securities Laws held on Friday, March 13, 2015



From Left: - CS Sutanu Sinha, Chief Executive & Officiating Secretary, ICSI, CS Swati Yash Bhatt, Secretary, ICSI-WIRC, CS Rishikesh Vyas, Chairman, ICSI-WIRC, CS Atul H Mehta, President, ICSI, Shri Atul Desai, Senior Partner, Kanga & Co

ICSI-WIRC Conference on Paramount PIT Stops for Secretarial Audit

Date	Saturday, March 28 , 2015
Venue	Westin Hotels & Resorts, International Business Park Oberoi Garden City, Goregaon East, Mumbai-400 063
Topic	Conference On Paramount Pit Stops For Secretarial Audit

Chief Guest / Speakers	CS Makarand Lele, Practicing Company Secretary, Central Council Member, CA Sanjeev Shah, Senior Manager, Tax & Regulatory Services, Deloitte Touche Tohmatsu India Pvt Ltd, CS B. Narasimhan, Practicing Company Secretary, Dr. S. D. Israni, Partner S D Israni Law Chambers, CS Makarand Lele, Practicing Company Secretary, Central Council Member, CS Dipti Mehta, Partner, Mehta & Mehta, CS Savithri Parekh, Chief Legal & Secretarial of Pidilite Industries Ltd, CS Makarand Joshi, Practicing Company Secretary
Delegates	107 Participants had attended the Meeting
Other features	

ICSI-WIRC National Conclave on “Critical Aspects of Securities Laws”

Date	Saturday, March 13, 2015
Venue	Rooftop of Trident, Nariman Point, Mumbai
Topic	National Conclave on “Critical Aspects of Securities Laws”
Chief Guest / Speakers	CS Atul H Mehta, President, ICSI, CS Sutanu Sinha, Chief Executive & Officiating Secretary, Shri Atul Desai, Senior Partner, Kanga & Co, Shri Ashish Bhakta, Partner ANB Legal, Shri Suhail Naithani, Partner Associate Partner Economic Law Practice, CS Savithri Parekh, Chief Legal & Secretarial of Pidilite Industries Ltd, Shri Prem Rajani, Managing Partner, Rajani, Singhania & Partners, Solicitors and Advocates, CS P. Kanchinadham, Company Secretary Tata Steel, CS Yogesh Chande, Associate Partner Economic Law Practice
Delegates	112 Participants had attended the Meeting
Other features	

ICSI-WIRC Seminar on Women’s Day “Pratibha – Connecting Women Inspiring Future Let’s Celebrate Womanhood”

Date	Saturday, March 07, 2015
Venue	Kamalnayan Bajaj Hall and Art Gallery, 226, Ground Floor, Bajaj Bhavan, Jamnalal Bajaj Road, Nariman Point, Mumbai - 400021
Topic	Seminar on Women’s Day “Pratibha – Connecting Women Inspiring Future Let’s Celebrate Womanhood”
Chief Guest / Speakers	CS Mamta Binani, Vice – President, ICSI, Ms. Priya Kumar, Best Seller Author & Motivational Trainer, Dr. Vani Parmar, Breast Cancer

	Specialist, Tata Memorial Hospital, Ms. Mehar Panjwani, Consulting Dietician at the Other Song Academy, Dr. Anurag Lila, Assistant Professor, Endocrinology, KEM Hospital, CS Shailashri Bhaskar, Former DGM, SEBI & Practising Company Secretary, CS Naina Desai, Company Secretary, L&T Power Development Ltd, CS Dipti Mehta, Partner, Mehta & Mehta
Delegates	131 Participants had attended the Meeting
Other features	

Kandivali Study Circle Meeting On “Discussion on Critical Aspects of Provision of Section 185, 186 & 188 of the Companies Act, 2013”

Date	Sunday, 1 st March, 2015 – 9:30 a.m. to 1:00 p.m.
Venue	Sarovar Banquet Hall, 2nd Floor, Payyade International Hotels Pvt. Ltd., Vasanji Lalji Road, Near Railway Station, Kandivali (West), Mumbai – 400 067.
Topic	Discussion on Critical Aspects of Provision of Section 185, 186 & 188 of the Companies Act, 2013
Chief Guest / Speakers	C.S Naina Desai
Delegates	141 Participants had attended the Meeting
Other features	C.S Naina Desai explained in detail the various Provision of Section 185, 186 & 188 of the Companies Act, 2013. She also briefed about the critical aspects of Related Party Transactions. The session was very interesting and interactive.

Borivali Study Circle Meeting on Overview of Asset Reconstruction Industry in India

Date	Sunday, March 08, 2015
Venue	A V Hall, Don Bosco High School, Borivali (West), Mumbai – 400091
Topic	Overview of Asset Reconstruction Industry in India
Speakers	Mr. Nikhil Bhandary- Company Secretary with J.M. Financial group Mr. Mahesh Mimani- Company Secretary with J.M. Financial group
Delegates	87 Participants had attended the Meeting
Other features	

Andheri Study Circle Meeting on **New Requirements For 31st March, 2015 under Directors Report, Annual Return, Overall Filing Under, Various Corporate Laws (Companies Act / Sebi / Listings)**

Date	Sunday, February 14, 2015
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Venue	Sardar Vallabhbhai Engineering College bldg, Bhavan's College Campus , Near Navrang Cinema& Vrindavan Restaurant, Andheri (West), Mumbai
Topic	New Requirements For 31st March, 2015 under Directors Report, Annual Return, Overall Filing Under, Various Corporate Laws (Companies Act / Sebi /Listings)
Chief Guest / Speakers	CS Prakash Pandya, Regional Council Member, Former Secretary Of ICSI-WIRC
Delegates	192 Participants had attended the Meeting
Other features	
Ghatkopar Study Circle Meeting on Simple techniques of yoga to Live healthy life	
Date	Saturday , March 20, 2015
Venue	AV Hall, 1st Floor, New SNDT, Cama Lane, Ghatkopar (W) Mumbai- 400 077
Topic	Simple techniques of yoga to Live healthy life
Chief Guest / Speakers	CA Dr. Kishor Gada, Practising Chartered Accountant & Ph.D. in Yoga
Delegates	
Other features	

Study Circles at Mumbai

Details of study circles. Members are requested to check exact date, time and venue.

Name	Venue	Tentative date and timings	Contact Person	Email
ICSI-WIRC Study Circle Meeting	Venue - ICSI-WIRC A/C Auditorium, 5th Floor, Jolly Maker Chambers, No. 2, Nariman Point Mumbai – 400021	No fix day/date	Mr. Pramod Keot	pdciwirc@gmail.com 613307900
Borivali Study Circle Meeting	A V Hall, Don Bosco High School, L.T. Road, Vazira Naka, Borivali (West), Mumbai – 400091	Second Sunday of every month (10 am to 12 noon)	SCM Co-ordinators : CS Maulin Salvi and	borivalistudycircle@gmail.com

Name	Venue	Tentative date and timings	Contact Person	Email
			CS Nirav Gala SCM Volunteer s: CS Hardik Kothari and CS Namita Vaidya	
Andheri Study Circle Meeting	Sardar Vallabhbhai Engineering College, Andheri (West), Mumbai, Bhavan's College Campus, Near Navrang Cinema & Vrindavan Restaurant.	Last Sunday of every month (10.30 am to 12.30pm)	CS Kaushik Jhaveri CS Rajkumar Tiwari	9821034511 (cskmjandco@gmail.com) 9820353378 (raj_nj13@hotmail.com)
Ghatkopar Study Circle Meeting	AV Hall, 1st Floor, New SNTD, Cama Lane, Ghatkopar (W) Mumbai- 400 077	Third Friday of the month (6.30pm to 8.30 pm)	CS Meghna Shah CS Shweta Parwani	meghna@shah3ca.com 98707 99499 shwetaratan@yahoo.co.in 98201 06923
Kandivali Study Circle Meeting	MAYFAIR BANQUET, Above Balaji Restaurant Opp. Kasturba Talkies, Next to M.M Mithaiwala, Station Road, Malad (West), Mumbai 400 064	First Sunday of every month (10 am to 12 noon)	CS Prashant Diwan	9820936819 kandivlistudycircle@yahoo.com
Thane Chapter's Study Circle	Thane Chapter office Premises 201-202, Sai Plaza Complex, Kaurbavdi Junction, Ghodbunder	Every third Saturday of the month	Mr. Soujit Das	thane@icsi.edu

Name	Venue	Tentative date and timings	Contact Person	Email
	Road, Thane West			

Chapter news

Aurangabad Chapter:

Aurangabad Chapter of WIRC of ICSI (EXHIBITION FAIR PARTICIPATION)	
Date	Wednesday 4 th February, 2015
Venue	S.B. College of Arts & Commerce , Aurangabad (MH)
Topics	Exhibition Fair Participation
Delegates – Target / Total capacity – Actual attendance	N.A.
Other features	The Chapter has participated in the exhibition for the benefits of the students community at large. Participation has been very much enthusiastic and large numbers of students have shown keen interest to join the CS Course at the exhibition.



At the Exhibition Fair held at S.B. College of Arts & Commerce on 4th February, 2015 Aurangabad Chapter of WIRC of ICSI is represented by (from left) CS Vijay Baheti-Treasurer, Subhash Bappi Sinha – Chapter In-charge and CS Sagar Deo – Secretary Aurangabad Chapter

Aurangabad Chapter of WIRC of ICSI	
(Companies Act 2013 : Compliances under Companies Act 2013 – Applicable from 1st April, 2015)	
Date	Saturday 21 st February, 2015
Venue	Chapter Office, Aurangabad Chapter of WIRC of ICSI, Aurangabad (MH)
Topics	Companies Act 2013 : Compliances under Companies Act 2013 – Applicable from 1 st April, 2015
Chief Guest / Speakers	CS A.R.Joshi, Practicing Company Secretary, Aurangabad
Delegates – Target / Total capacity – Actual attendance	20 / 30 24
Other features	The Programme covered Annual Return under Section 92. Various other sections were also discussed in the program. Power point presentation was displayed at the programme. Participants raised their queries with the speaker. The SCM was completely interactive for all the participants. Around 24 members and students attended the program. CS Prem Chand Agrawal, Chairman of Aurangabad Chapter welcomed the Speaker, members and students at the program. CS Sagar Ramrao Deo, Secretary of the Chapter proposed vote of thanks.



Participants at the Study Circle Meeting held on 21.02.2015 at Aurangabad Chapter Office Premises

Aurangabad Chapter of WIRC of ICSI (Half Day Seminar on Union Budget 2015)

Date	8 th March, 2015
Venue	Marathwada Mahsul Prabodhini, Near Dudh Dairy Signal, Jalna Road, Aurangabad (MH)
Topics	Critical Analysis of Changes in Direct & Indirect Taxes
Chief Guest / Speakers	<p><u>Chief Guest :</u></p> <p>Mr. Kumar Gyani, Regional Manager, Birla Sun Life Insurance , Aurangabad (MH)</p> <p><u>Speakers for the Programme :</u></p> <p>CMA Sanjay Bhargave – CCM, The Institute of Cost Accountants of India, Kolkata & Practicing CMA Pune</p> <p>CMA V. S. Datey – Eminent Author on ‘Indirect Taxation’</p> <p>CMA/CA C. V. Chitale - Practicing Chartered Accountant, Pune</p>
Delegates – Target / Total capacity – Actual attendance	<p>200 / 250</p> <p>225</p>
Other features	<p>Half Day Seminar on Union Budget 2015 was jointly organized by ICSI – Aurangabad Chapter with ICAI-Aurangabad Chapter. Mr. Kumar Gyani, Regional Manager, Birla Sun Life Insurance was the Chief Guest for the Program. ICSI- Aurangabad Chapter Chairman CS P. C. Agrawal and ICAI – Aurangabad Chapter Chairman CMA Pravin Mohani welcomed and introduced the Chief Guest & Speakers; Mr. Kumar Gyani, and CMA Sanjay Bhargave, CMA V. S. Datey & CMA/CA C. V. Chitale.</p> <p>CS P. C .Agrawal & CMA Pravin Mohani narrated the activities of their Chapters and threw light on the highlights of the Union Budget 2015. CMA/CA C. V. Chitale explained the Governments Income Tax policy regarding the black money. CMA V. S. Datey explained the important amendments in the Central Excise and CMA Sanjay Bhargave focused on the important provisions in the Service Tax. During the programme high tea was served to all participants. CMA Kiran Kulkarni and Vasant Tondwalkar co-ordinated the proceedings of the Seminar and CS Sagar Deo proposed a Vote of thanks</p>



(From left) CS Sagar Deo, Secretary Aurangabad Chapter of ICSI, CS P. C. Agrawal, Chairman Aurangabad Chapter of ICSI, CMA/CA C. V. Chitale, Mr. Kumar Gyani, Regional Manager, Birla Sun Life Insurance, CMA V. S. Datey, CMA Sanjay Bhargave, CMA Pravin Mohani, ICAI – Aurangabad Chapter Chairman and CMA Vaibhav Argade during the Seminar on Union Budget 2015 on 8th March, 2015 at Aurangabad (MH)



Participants during the Seminar on Union Budget 2015 on 8th March, 2015 at Aurangabad (MH)

Aurangabad Chapter of WIRC of ICSI (Students Felicitation Programme)

Date	9 th March, 2015
Venue	G. M. Shroff Lalit Kala Academy - Auditorium Hall, S.B.E.S's College of Arts & Commerce, Nirala Bazar, Nirala Bazar Road, Aurangabad (Maharashtra)
Topics	N/A
Chief Guest / Speakers	<p><u>Chief Guest :</u></p> <p>Mr. Munish Sharma, President CMIA</p> <p><u>Guest of Honour :</u></p> <p>Dr. Abhijeet Shelke, HoD - Management Science, Dr. Babasaheb Ambedkar Marathwada University</p>
Delegates – Target / Total capacity – Actual attendance	<p>N/A</p> <p>N/A</p>
Other features	<p>Aurangabad Chapter of WIRC of ICSI has organized a Students Felicitation Programme for the students who have passed CS Final as well as the students those have cleared different modules under three stages for the CS Exam held in December, 2014 at Aurangabad Centre.</p> <p>CS P. C. Agrawal, Aurangabad Chapter Chairman welcomed the Chief Guest & Guest of Honour and all the students and members to the programme. Mr. Munish Sharma, Chief Guest was felicitated with a Bouquet and a Shwal & Srfal by CS P. C. Agrawal, Chairman Aurangabad Chapter. Dr. Abhijeet Shelke, Guest of Honour was felicitated with a Bouquet and a Shwal & Srfal by CS Rupesh Khokle, Vice-Chairman Aurangabad Chapter. Chief Guest shared his rich corporate experience among the students and emphasis the career growth of CS has vast in days to come. Guest of Honour Dr. Abhijeet Shelke also shared his rich experience on Management Science with the students & members. CS A.R.Joshi and CS Sanjay Sachdev shared their views. All the successful students were being given each a memento as a token of appreciation for their achievement. Student Mr. Nakul Patil shared his views on passing the CS Final. CS Sagar Deo proposed a Vote of thanks.</p>



Chief Guest Mr. Munish Sharma, President CMIA being felicitated by CS P. C. Agrawal, Chairman Aurangabad Chapter with a Bouquet, Shwal and Srfal at the Students Felicitation Programme.



Aurangabad Chapter Chairman CS P. C. Agrawal felicitate a student with a memento at the Students Felicitation Programme on 9th March, 2015

Aurangabad Chapter of WIRC of ICSI

(Study Circle Meeting : “Critical Issues Related to Chapter – XII of the Companies Act 2013 “)

Date	Saturday 28 th March, 2015
Venue	Chapter Office, Aurangabad Chapter of WIRC of ICSI, Aurangabad (MH)
Topics	Discussion on Critical Issues Related to Chapter – XII of the Companies Act, 2013 through Posers
Chief Guest / Speakers	CS Nidhi Pillai, Company Secretary, Aurangabad (MH)
Delegates – Target / Total capacity – Actual attendance	15 / 20 13
Other features	The Programme largely covered Critical Issues Related to the Chapter – XII of the companies Act, 2013 through posers. The programme also, covered the Chapter-XIII on request of the participants. Various sections of Chapter – XII & XIII were also discussed in the program. Participants raised their queries with the Faculty through posers. The SCM was completely interactive for all the participants. Around 13 members and students attended the program. CS Prem Chand Agrawal, Chairman of Aurangabad Chapter welcomed the Speaker, members and students at the program. CS Sagar Ramrao Deo, Secretary of the Chapter proposed vote of thanks.



Participants at the Study Circle Meeting held on 28.03.2015 at Aurangabad Chapter Office Premises

Ahmedabad Chapter:

Ahmedabad Chapter	
PROFESSIONAL DEVELOPMENT PROGRAMME (PDP)	
Date	Wednesday, 18 th February, 2015
Venue	Ahmedabad Chapter office
Time	09.30 am to 05.30 pm
Topics	CS & Corporate World, CS & Legal, CS & HR & Companies Act, 2013 with Global Perspective
Chief Guest / Speakers	The opening session of the training was addressed by CS Umesh Ved – a PCS at Ahmedabad. The faculty deliberated lecture on the topic "CS & Corporate World" for one and a half hour. The second session was addressed by CS Dhiren Chavda on the topic "CS & Legal" for one and a half hour. The third session was addressed by Mr. S. R. Bhatt on the topic "CS & HR" for one and a half hour. The fourth and final session was addressed by CS Tejpal Sheth on the topic "Companies Act, 2013 with Global Perspective" for one and a half hour.
Delegates	The Programme was attended by 98 nos. of Company Secretary Students.
Other features	The sessions were concluded with vote of thanks to each Faculty for sparing their valuable time and sharing knowledge with the participants. The certificates of 08 hours of PDP were given to all participants.

Ahmedabad Chapter	
Study Circle Meeting [Part of Knowledge Clinic Brand]	
Date	Saturday, 21 st February, 2015
Venue	Ahmedabad Chapter office
Time	06.00 pm to 08.00 pm
Topics	VAT Registration & Regulation
Chief Guest / Speakers	CS Rajesh Tarpara, a PCS at Ahmedabad was the faculty of the programme. The faculty deliberated about different contents of Overview and Operational Aspect of Section 8 companies registered under the Companies Act, 2013.
Delegates	The Meeting was attended by 102 nos. of CS Members.

Other features	The meeting was appreciated by gathering at large. The Secretary, Ahmedabad Chapter of WIRC of ICSI, Treasurer, Ahmedabad Chapter, Senior CS members & PCS of Ahmedabad attended the meeting. The Meeting was successful with the support and guidance of CS Ankurbhai Shah, Chairman PCS Committee, Ahmedabad Chapter of WIRC of ICSI.
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Ahmedabad Chapter	
Workshop on Money Laundering and FEMA	
Date	Saturday, 21 st February, 2015
Venue	GCCI premises, Near Natraj Cinema, Ashram Road, Ahmedabad
Time	09.30 am to 01.30 pm
Topics	Legal aspects of Money Laundering & FEMA, Prevention of Money Laundering Act, Practical and legal implications of the Prevention of Money Laundering Act, Inbound Investments and dealt with issues in sensitive sectors & Aspects of outbound investment
Chief Guest / Speakers	Shri Cyril Shroff, Managing Partner, Amarchand & Mangaldas & Suresh A. Shroff & Co., Mumbai, Shri J. P. Singh, Enforcement Director, Shri Anup Shah, Managing Partner, M/s P. P. Shah & Co., Mumbai and Ms. Shaneen Parikh, Partner, AMSS were the esteemed speakers at the Workshop.
Delegates	The Workshop was attended by 139 nos. of CS Members.
Other features	<p>In his welcome address, Shri Rakesh R. Shah, President, Gujarat Chamber of Commerce & Industry welcomed the esteemed speakers and highlighted that it is of prime importance to understand the legal aspects of Money Laundering & FEMA since lot of Gujarati entrepreneurs are involved in global businesses. Mr. Mukesh Shah, Chairman, Finance & Banking Committee-GCCI gave the theme address where he shared details about the scope and extend the prevention of Money Laundering Act.</p> <p>The Inaugural Session was followed by two technical sessions which were chaired by Shri Cyril Shroff. In the first technical session, Mr. Tushar D. Shah, Secretary, The Institute of Company Secretaries of India introduced the two speakers. In this session Shri J.P. Singh, Enforcement Director and Ms. Shaneen Parikh, Partner, AMSS gave a detailed presentation, along with case studies, on various practical and legal implications of the Prevention of Money Laundering Act.</p> <p>In the second technical session, Mr. Satyendra Jha, Hon. Secretary,</p>

	<p>Institute of Chartered Accountants of India, Ahmedabad Chapter introduced the two speakers. In this session Shri Anup Shah, Managing Partner, M/s P. P. Shah & Co., Mumbai gave a detailed presentation about Inbound Investments and dealt with issues in sensitive sectors such as NBFCs and Infrastructure, various types of instruments, pricing guidelines, reporting and compliance, recent trends and developments.</p> <p>Shri Cyril Shroff, Managing Partner, AMSS explained in detail about the aspects of outbound investment such as permissible source of funding and ceiling, procedures of setting overseas offices, investment under LRS, Round Tripping Issues etc.</p> <p>The technical sessions were followed by a panel discussion where the speakers responded to queries raised by the participants. The programme concluded with Vote of Thanks by CS Chetan Patel, Regional Council Member of ICSI. The Workshop was appreciated by gathering at large.</p>
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Ahmedabad Chapter	
PROFESSIONAL DEVELOPMENT PROGRAMME (PDP)	
Date	Monday, 23 rd February, 2015
Venue	Ahmedabad Medical Association Hall, Ashram Road, Ahmedabad
Time	09.30 am to 05.30 pm
Topics	A to Z for a successful CS, Time Management- to succeed as CS & Mock Board Meeting & Mock AGM
Chief Guest / Speakers	The opening session of the training was addressed by Mr. Deepak Makwana – a soft skill trainer at Ahmedabad. The faculty deliberated lecture on the topic "A to Z for a successful CS". The second session was addressed by Mr. Siddharth Bhandari – a soft skill trainer at Ahmedabad on the topic "Time Management- To succeed as CS". The third session was taken by CS Dhiren Chavda by conducting "Mock Board Meeting and Mock Annual General Meeting".
Delegates	The Programme was attended by 267 nos. of Company Secretary Students.
Other features	The sessions were concluded with vote of thanks to each Faculty for sparing their valuable time and sharing knowledge with the participants. The certificates of 08 hours of PDP were given to all participants.

Ahmedabad Chapter	
Study Circle Meeting [Knowledge Clinic towards capacity building]	
Date	Saturday, 07 th March 2015
Venue	Ahmedabad Chapter office
Time	06.00 pm to 08.00 pm
Topics	Critical aspects of Managerial Remuneration under Companies Act, 2013
Chief Guest / Speakers	CS Dr. Dhruti Trivedi was the faculty of the programme. The faculty deliberated about different contents of Critical aspects of Managerial Remuneration under Companies Act, 2013.
Delegates	The Meeting was attended by 92 nos. of CS Members.
Other features	The meeting was appreciated by gathering at large. The Senior CS members & PCS of Ahmedabad attended the meeting. The Meeting was successful with the support and guidance of CS Jignesh Shah, Chairman, PDC Committee, Ahmedabad Chapter of WIRC of ICSI.

Ahmedabad Chapter	
Women's Day Programme on "21 st Century Women"	
Date	Sunday, 08 th /March/2015
Venue	Ahmedabad Chapter office
Time	10.00 am to 06.00 pm
Topics	"Women Empowerment", "Women's Health", "Dietics Tips to Women" and "Women Director & Sexual Exploitation in Corporates and Prevention"
Chief Guest / Speakers	The opening session of the programme was addressed by Ms. Ruzan Khambatta. The faculty deliberated lecture on the topic "Women Empowerment". The second session was addressed by Dr. Sonalben Kotadawala on the topic "Women's Health". The third session was taken by Dr. Bhumita Makawana on the topic "Dietics Tips to Women". The fourth and the last session was taken by CS Dr. Dhruti Trivedi on the topic "Women Director & Sexual Exploitation in Corporates and Prevention".
Delegates	The Programme was attended by 20 CS Members and 68 CS Students.

Other features	<p>The participants are all more confident, more secure and more informed after the sessions, celebrated their womanhood in a very special way.</p> <p>The sessions were concluded with vote of thanks to each Faculty for sparing their valuable time and sharing knowledge with the participants. The certificates of 08 hours of PDP were given to all the CS Students.</p>

Ahmedabad Chapter	
14 th Management Skills Orientation Programme	
Date	Monday, 09 th March, 2015 to Wednesday, 25 th March, 2015
Venue	Ahmedabad Chapter office
Time	10.00 am to 06.00 pm
Topics	Management Skills Orientation Programme
Chief Guest / Speakers	The Inaugural session of the 14 th MSOP was graced by the presence of CS Ashish Doshi, Central Council Member and Current Chairman of CCGRT, CS Jatin R. Jalundhwala, Chief Legal Officer, Adani Enterprises Ltd, CS V. K. Sharma, Chairman, Ahmedabad Chapter, CS Tushar Shah, Secretary, Ahmedabad Chapter, CS Vatan Brahmabhatt, Chairman, TEFC Committee, Ahmedabad Chapter & CS Jignesh Shah, Chairman, PDC Committee, Ahmedabad Chapter. The dignitaries and Executive Officer welcomed 14 th MSOP participants and addressed them with their heartening speech.
Delegates	The No. of participants of 14 th Management Skills Orientation Programme was 50.
Other features	During the 14 th MSOP, many renowned faculties deliberated sessions including senior Company Secretaries like CS Manoj Hurkat, CS M. C. Gupta, CS Arvind Gaudana, CS Urmil Ved, CS Umesh Ved, CS Ravi Kapoor, CS Ashish Doshi, CS Manan Bhavsar, CS Jaladhi Shukla, CS Chirag Shah, CS S. K. Shah, CS Anjali Bothra, CS Jayesh Vithlani and other faculties like Ms. Kruti Jadawala, Mr. Siddharth Bhandari, Mr. Jwalant Bhavsar, Mr. Deepak Makwana, Advocate Udayan Vyas, Mr. Snehal Desai, CA Prakash Udeshi, Advocate Kaivalya Baxi, Mr. Belur Baxi, Mr. K. T. Khatri, Mr. Amish Kandhar, Mr. Ankit Joshipura, Mr. Ankit Shah, Mr. Krutarth Patel etc. on various topics as per training guidelines

of the ICSI. The participants cherished and benefitted with the knowledge and experience of the faculties and were motivated to put their best foot forward in their professional life.

The Mock Board Meeting was held on Monday, 23rd March, 2015. The participants were divided into 4 groups and accordingly Mock Board meetings were conducted in the Board Room of the companies like Adani Group of Companies, CLP Power Pvt. Ltd, Gujarat Ambuja Exports Ltd. and Dishman Group of Companies. The participants benefitted from the guidance provided by the Company Secretaries of the concerned company regarding the Do's and Don'ts in the Board Meeting.

On Monday, 16th March, 2015, the participants were taken for a visit to the Link in Time. The participants were accompanied by the two co-ordinators. During the visit, the participants learned about the Transfer and Transmission of Shares by Registrar of Share Transfer.

The participants also gave PPT PRESENTATIONS on various topics like Amalgamation and Merger, Takeover and Insider Trading, Service Tax, Critical Aspects of Companies Act, 2013, FEMA, NBFC and Intellectual Property Rights which enabled them to come out with their own views, improve their presentation skills and also increase their knowledge on the topic.

The Valedictory session was graced by the presence of CS Chetan Patel, Treasurer, WIRC of ICSI, CS V. K. Sharma, Chairman, Ahmedabad Chapter and CS Tushar Shah, Secretary, Ahmedabad Chapter. The Co-ordinators welcomed the Dignitaries on the Dias and participants to Valedictory Session of the 14th MSOP. The Honourable Dignitaries congratulated the participants for successfully completing their 15 days training and wished them to do their best in their professional career. CS V. K. Sharma awarded the title of "Best Participant" of the 14th MSOP Batch. The MSOP completion certificate was distributed to all the participants and then a vote of thanks was given by the co-ordinators of the 14th MSOP batch.

Overall the 15 days training was indeed a success and a great learning experience for all the participants as well as the co-ordinators.

Ahmedabad Chapter

Study Circle Meeting [Open House Discussion]

Date

Saturday, 14th March 2015

Venue	Ahmedabad Chapter office
Time	06.00 pm to 08.00 pm
Topics	Critical aspects of E-Forms under Companies Act, 2013
Chief Guest / Speakers	Open House Discussion
Delegates	The Meeting was attended by 92 nos. of CS Members.
Other features	The meeting was appreciated by gathering at large. The Senior CS members & PCS of Ahmedabad attended the meeting. The Meeting was successful with the support and guidance of CS Jignesh Shah, Chairman, PDC Committee, Ahmedabad Chapter of WIRC of ICSI.

Ahmedabad Chapter	
Study Circle Meeting [Open House Discussion]	
Date	Monday, 16 th March 2015
Venue	Ahmedabad Chapter office
Time	06.00 pm to 08.00 pm
Topics	Practice Areas and Expectations of the Company Secretaries in Practice
Chief Guest / Speakers	Open House Discussion
Delegates	The Meeting was attended by 66 nos. of CS Members.
Other features	<p>The following emerging practice areas and expectations of the Company Secretaries in Practice were discussed in the discussion:-</p> <ol style="list-style-type: none"> 1. Secretarial Audit Report Guidelines; 2. Certification of Annual Return Guidelines; 3. Use of Individual Logo Guidelines; 4. Vertical Expansion of Business Areas; 5. Family Business & CS in Practice; 6. Opportunities for Non-Core Areas;

	<p>7. Credit Hour Guidelines;</p> <p>8. Peer Review Guidelines.</p> <p>The meeting was appreciated by gathering at large. The Senior CS members & PCS of Ahmedabad attended the meeting. The Meeting was successful with the support and guidance of CS Jignesh Shah, Chairman, PDC Committee, Ahmedabad Chapter of WIRC of ICSI.</p>
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Ahmedabad Chapter	
Full Day Seminar on “Critical Aspects of Companies Act, 2013”	
Date	Saturday, 21 st March 2015
Venue	Pandit Deendayal Petroleum University (PDPU), Raisan Village, Gandhinagar
Time	10.00 am to 06.00 pm
Topics	Critical Aspects of Companies Act, 2013
Chief Guest / Speakers	CS Rishikesh Vyas, Chairman-WIRC of ICSI was the Chief Guest of the Seminar. The Inauguration Session was followed by the Felicitation of CS Ashish Doshi, Central Council Member of ICSI, CS Rishikesh Vyas, Chairman-WIRC of ICSI, CS Chetan Patel, Treasurer- WIRC of ICSI and CS V. K. Sharma, Chairman-Ahmedabad Chapter of WIRC of ICSI. CS Rishikesh Vyas thanked the Managing Committee Members of Ahmedabad Chapter of WIRC of ICSI for such an overwhelming welcome and felicitatation and also shared his mission for the upcoming 4 years. The session was concluded by Vote of thanks by CS Tushar Shah, Secretary, Ahmedabad Chapter of WIRC of ICSI.
Delegates	The Seminar was attended by 103 CS Members and 51 CS Students.
Other features	The opening session of the programme was addressed by CA Sunil Talati (Talati & Talati). The faculty deliberated lecture on the topic "Auditors, Deposits & Related Party Transaction". The second session was addressed by CA Nimit Mishra (Deloitte Haskins & Sells) on the topic “Depreciation, Internal Control & Other Accounting Aspects of Accounting Standards”. The third session was taken by CS Umesh Ved on the topic “Annual Report & CSR”. The fourth and the last session was taken by CS M. C. Gupta on the topic “General Compliances under Companies Act, 2013”.

	<p>The participants are all more confident, more secure and more informed after the sessions in a very special way.</p> <p>The sessions were concluded with vote of thanks to each Faculty for sparing their valuable time and sharing knowledge with the participants. The certificates of 08 hours of PDP were given to all the CS Students.</p>
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Rajkot Chapter

Rajkot Chapter (Full Day Student Seminar) On KNOWLEDGE - SKILLS - VISIBILITY	
Date	08 th March, 2015 (Sunday)
Venue	Hotel “K Rose” Opp. Sastri Maidan, Nr. Everest Building, Limda Chowk, Rajkot - 360001
Topics	President Meet “Incorporation under Chapter 21 of “The Companies Act – 2013” & Provision of AGM, Annual Return & Statutory Register of Member in respect of “The Companies Act-2013”
Chief Guest	CS Atul H Mehta , President – The ICSI
Speakers	CS Pratik Keshariya , Practicing Company Secretary, Rajkot Mr. A. K. Srivastava , Joint Director (Training) – The ICSI CS Sejal Palan , Practicing Company Secretary, Rajkot
Delegates – Target / Total capacity – Actual attendance	110/120 95
Other features	Prize Distribution to Rankers from Rajkot in CS Exam (June & December 2014)

Inaugural Session

(Clock wise from top left): CS Jayesh Dobaria, Chairman (Rajkot Chapter) giving welcome speech; CS Atul H Mehta, President – The ICSI addressing students; President – The ICSI and Mr. A. K. Srivastava, JD (Training) – The ICSI interacting students; President – The ICSI delivering his lecture





(Clock wise from top left): CS Pratik Keshariya, PCS-Rajkot; Mr. A. K. Dixit, Director (Discipline)–The ICSI;
CS Sejal Palan, PCS-Rajkot; CS Purvi Dave, Secretary (Rajkot Chapter); Glimpses of the Audience



Rankers from Rajkot in June & December – 2014 CS Examination

Rajkot Chapter (Full Day Seminar)	
Date	07 th March, 2015 (Saturday)
Venue	Hotel “The Grand Regency” Dhebar Road, Rajkot - 360002
Topics	“Secretarial Audit & its Exuberant Responsibility to Energize Company Secretaries”
Chief Guest	CS Atul H Mehta, President – The ICSI
Speakers	CS Devesh Pathak, Practicing Company Secretary, Vadadora Dr. S. K. Dixit, Joint Secretary (Academics, PD, PP) – The ICSI Mr. A. K. Dixit, Director (Discipline) – The ICSI
Delegates – Target / Total capacity – Actual attendance	60/70 49
Other features	Press Conference



(Left to Right): Dr. S. K. Dixit, JS (Academics, PD, PP)–The ICSI; Mr. A. K. Dixit, Director (Discipline)–The ICSI; CS Atul H Mehta, President – The ICSI; CS Jayesh Dobaria, Chairman (Rajkot Chapter); CS Devesh Pathak, PCS-Vadadora; CS Paras Viramgama, Treasurer (Rajkot Chapter) and CS Purvi Dave, Secretary (Rajkot Chapter)



Picture 3

(Clock wise from top left): CS Devesh Pathak, PCS-Vadadora; Mr. A. K. Dixit, Director (Discipline)–The ICSI; Dr. S. K. Dixit, JS (Academics, PD, PP)–The ICSI; CS Purvi Dave, Secretary (Rajkot Chapter)

Vadodara Chapter

Date	Saturday, 28 th March, 2015
Venue	Hotel Shagun, R C Dutt Road, Vadodara
Topics	“Securities Laws - New Dimension”
Chief Guest	Smt. Ranjan Bhatt, Hon’ble Member of Parliament, Vadodara
Speaker	<ul style="list-style-type: none"> • CS Mahavir Lunawat, Council Member, ICSI • CS Prakash Pandya, Member, ICSI - WIRC • CS B Renganathan, Executive Vice-President & Group CS, Edelweiss Financial Services Ltd. • Shri Neel Jain, Dy. Manager, Liability Line, Central Zone, Tata AIG General Insurance Co. Ltd.
Delegates	
– Total capacity	80
– Actual attendance	68
Other features	<p>The Vadodara Chapter of WIRC of ICSI organized a One Day Seminar on Saturday, the 28th March, 2015 at Shagun Hotel, Vadodara, on the theme of “Securities Laws - New Dimension”.</p> <p>During the Inaugural session of the Seminar Smt. Ranjan Bhatt, Hon’ble Member of Parliament, Vadodara; CS Mahavir Lunawat, Council Member - ICSI; CS Swati Bhatt, Member, ICSI-WIRC; CS Prakash Pandya, Member, ICSI-WIRC and CS Nishant Javlekar, Chairman of Vadodara Chapter; marked their presence on the dias.</p> <p>CS Hemant Nandaniya, Secretary, Vadodara Chapter welcomed the dignitaries and participants in the Seminar. Smt. Ranjan Bhatt addressed the gathering as Chief Guest. CS Susheela Maheshwari felicitated the Hon’ble Member of Parliament Smt. Ranjan Bhatt on behalf of Vadodara Chapter. Sixty eight (68) CS Members and Students attended the Seminar and participated actively.</p> <p><u>First Technical Session:</u></p> <p>The speaker was CS Mahavir Lunawat, Council Members - ICSI. He discussed on “Insider Trading & Areas for CS in Securities Laws” during the Session.</p> <p>CS Sanjay Bhatt, Chaired the Session. CS Hemant Valand, Introduced the Speaker and CS Susheela Maheshwari, proposed a Vote of Thanks.</p> <p><u>Second Technical Session:</u></p>

The speaker was CS B Renganathan, Executive Vice-President & Group CS, **Edelweiss Financial Services Ltd.** He discussed on **“SEBI updates, Capital Market Provisions & Companies Act, 2013”**.

CS V L Vyas, Chaired the Session. CS Himanshu Parmar, Introduced the Speaker and CS Devesh Pathak, proposed a Vote of Thanks.

Third Technical Session:

During this Session CS Praksh Pandya, Member, ICSI-WIRC; discussed on **“Appearance before SAT, Investigation & Appeal”**.

CS Devesh Pathak, Chaired the Session. CS Mayur Buha, Introduced the Speaker and CS Hemant Valand, proposed a Vote of Thanks.

Fourth Technical Session:

During this Session Shri Neel Jain, Dy. Manager, Liability Line, Central Zone, **Tata AIG General Insurance Co. Ltd.;** discussed regarding the **“Understanding of D & O Policy”**.

CS D S Mahajani, Chaired the Session. CS Susheela Maheshwari, Introduced the Speaker and proposed a Vote of Thanks.

Lastly, CS Nishant Javlekar, Chairman, Vadodara Chapter, delivered the concluding remarks of the entire programme.



Seminar held on 28th March, 2015 at Shagun Hotel, Vadodara
Dignitaries on Dias (L to R): CS Nishant Javlekar, Chairman, Vadodara Chapter; CS Mahavir Lunawat, Council Member, The ICSI; Smt. Ranjan Bhatt, Hon'ble Member of Parliament, Vadodara; CS Swati Bhatt, Member, ICSI – WIRC and CS Prakash Pandya, Member, ICSI – WIRC.



Participants of Seminar held on 28th March, 2015 at Shagun Hotel, Vadodara.

INDORE CHAPTER WOMEN'S DAY 'COLORS OF LIFE'	
Date	08 th March, 2015
Venue	HOTEL CROWN PALACE INDORE
Topics	WOMEN'S DAY 'COLORS OF LIFE'
Chief Guest	USHA THAKUR (MLA INDORE) in collaboration with the Chartered Accountants Association of India.
Delegates	
– Target / Total capacity	50/50
– Actual Attendance	36 Members
Other features	
	75/75
INDORE CHAPTER INHOUSE DISCUSSION ON 'SECRETARIAL AUDIT'	
Date	07 th March, 2015
Venue	ICSI INDORE CHAPTER HALL
Topics	INHOUSE DISCUSSION ON 'SECRETARIAL AUDIT'
Chief Guest / Speakers	N/A
Delegates	
– Target / Total capacity	50/50
– Actual Attendance	27 Members
Other features	

Indore Chapter:

Thane Chapter:

Thane Chapter	
Date	15 th March, '2015
Venue	ICSI-Thane Chapter
Topics	Seminar on " Union Budget 2015"
Chief Guest / Speakers	Mr Chandrasekhar Tilak, Executive VP , NSDL CA Nirmal Nagda, Manager M/S BSR & Co, CAs, forming part of their Global International Corporate Tax & Regulatory Practice.

INDORE CHAPTER NATIONAL SEMINAR ON SECRETARIAL AUDIT	
Date	21 st March, 2015
Venue	HOTEL AMAR VILAS INDORE
Topics	NATIONAL SEMINAR ON SECRETARIAL AUDIT
Chief Guest / Speakers	<ol style="list-style-type: none"> 1. CS B. Narsimhan, Practicing Company Secretary & Ex-Central Council Member, The ICSI. 2. CS Savithri Parekh, Chief Legal & Secretarial at Pidilite Industries Limited, Mumbai. 3. CS Ashok Mehta, Practicing Company Secretary, Indore 4. CS Vineet Chaudhary, Chairman, Corporate Laws and Governance Committee, The ICSI
Delegates – Target / Total capacity – Actual Attendance	<p>100/100</p> <p>87 Members</p>
Other features	



Mr Chandrasekhar Tilak delivering his lecture during the Seminar on Union Budget-2015 on March 15, 2015



Mr Chandrasekhar Tilak solving the queries of the hugely gathered audience during the Seminar on Union Budget-2015 on March 15, 2015



Mr Chadrasekhar Tilak (on the left side) being honoured by CS Nitin Upadhaye (on the right) , Secretary , Thane Chapter.

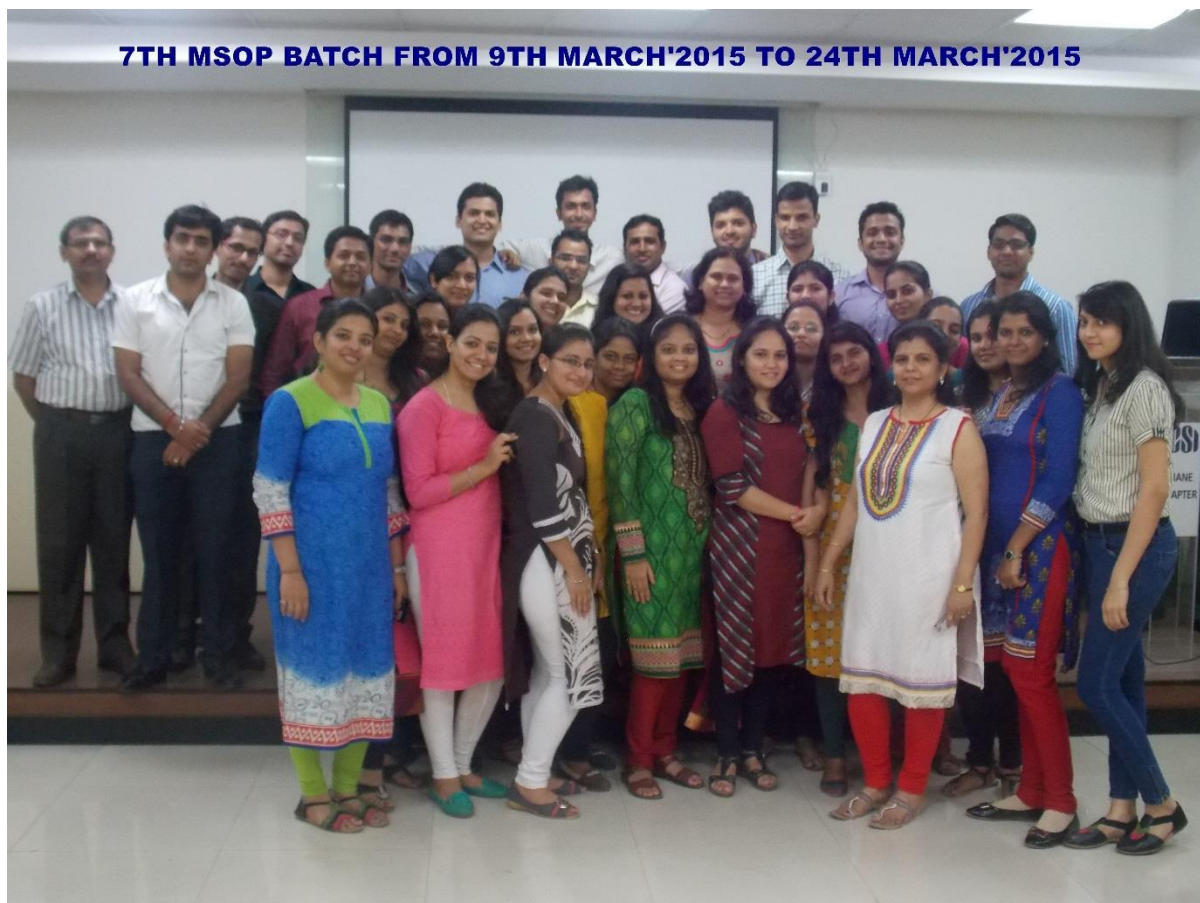


CA Nirmal Nagda during his lecture on Semianr on Union Budget -2015 on March 15,2015



CA Nirmal Nagda(on the left side) being honoured by CS Vikas Chomal(On the right side) , Member – Thane Chapter Management Committee.

Thane Chapter		
Date	9 th March 2015 to 24 th March 2015	
Venue	ICSI-Thane Chapter	
Topics	MSOP	
Chief Guest / Speakers	<div> <div> CS Rahul Sahasrabuddhe CS B Narasimhan CS Prakash Pandya CS Nilesh Pradhan Mr Mukesh Mehta Advocate Prachi Manekar Mr Ajay Goyal CS Nagesh Pai Ms Sharmistha Ranade Mr Shreepad Parkhe Mr Ramnath Dixit </div> <div> CS Sashikala Rao Mr Arvind Salvi CS Ajay Walimbe CS Anant Amdekar Advocate R T Rajguroo Advocate Alhad Oak CS Anshul Jain CS Giriraj Deshpande Ms Sunita Mann Mr Hemant Kharpe </div> </div> <p>CS Rishikesh Vyas (Chairman –WIRO) ,also came for an interactive session.</p>	



Students of 7th MSOP batch of Thane Chapter .

Thane Chapter Study Circles –

Thane Chapter organises study circle meeting on every third Saturday of month.

For details further details & registration please visit: www.icsi.edu/thane

Pune Chapter:

Pune Chapter of ICSI SEMINAR ON WOMEN'S DAY	
Date	7.03.2015
Venue	Hotel Ramee Grand, Pune
Topics	Women Empowerment
Chief Guest / Speakers	Dr Sadhana Khurd ,Gynecologist & Mrs Freny Tarapore
Delegates	82
– Target / Total capacity	
– Actual attendance	

Other features

Eight (8) PCH was awarded to members attending the same & four(4) PDP were awarded to students attending the same



Pune Chapter of ICSI SEMINAR ON RISK MANAGEMENT & D & O INSURANCE

Date	14.03.2015
Venue	Hotel Ramee Grand, Pune
Topics	Risk Management & D & O Insurance
Chief Guest / Speakers	CS G P Kulkarni –Company Secretary –Thermax Ltd. & Ms Gisha George- Head Liability –Bajaj Allianz
Delegates – Target / Total capacity – Actual attendance	87
Other features	Eight (8) PCH was awarded to members attending the same & four(4) PDP were awarded to students attending the same.

Pune Chapter of ICSI CELEBRATION OF 42ND FOUNDATION DAY BY PUNE CHAPTER OF ICSI

Date	22.03.2015
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Venue	MDC Auditorium, Yashada, Pune
Topics	Foundation Day Celebration
Chief Guest / Speakers	CS Atul Mehta-President ICSI;CS Hrishikesh Vyas-Chairman WIRC; CS Makaranad Lele-Central Council Member ICSi; CS Shilpa Dixit-Secretary WIRC;CS Devendra Deshpande- Member WIRC; CS Amit Atre-Chairman Pune chapter
Delegates – Target / Total capacity – Actual attendance	150+
Other features	Pune Chapter of WIRC of Institute of Company Secretaries of India (ICSI)('Pune Chapter') celebrated its 42 nd Foundation Day organized at YASHADA, MDC Auditorium, recently. The program was inaugurated with the Ganesh Vandana performed by CS Kanchan Limaye, Member of the Pune Chapter. The formal Foundation Day Program started with lighting the lamps by the dignitaries present for the program. On behalf of the Pune Chapter, CS Omkar Deosthale, Secretary welcomed all the dignitaries present. CS Makarand Lele, Central Council Member from Pune felicitated the Chief Guest - CS Atul Mehta, Hon'ble President of ICSI with a traditional Puneri Pagadi, Shawl, Shreefal, Ganesh Idol and also presented him a memento. Followed by this, CS Amit Atre, Chairman of Pune Chapter felicitated the Guest of Honor -CS Rishikesh Vyas, Hon'ble Chairman, WIRC of ICSI in the similar fashion



SEMINAR ON RISK MANAGEMENT & D & O INSURANCE ON 14.03.2015 of Pune Chapter
Faculty: CS G P Kulkarni addressing the participants



CELEBRATION OF 42ND FOUNDATION DAY BY PUNE CHAPTER OF WIRC OF ICSI ON 22.03.2015

FROM LEFT: CS DEVENDRA DESHPANDE-WIRC MEMBER;CS HRISHIKESH VYAS- WIRC CHAIRMAN;CS ATUL MEHTA-PRESIDENT ICSI;CS AMIT ATRE-CHAIRMAN PUNE CHAPTER; CS MAKARAND LELE-CENTRAL COUNCIL MEMBER ICSI;CS SHILPA DIXIT-SECRETARY WIRC

Bhayander Chapter:

Bhayander Chapter (Full Day Seminar on Selected Provisions of Co. Act'2013)	
Date	15 th March'2015
Venue	Veg Saagar
Topics	
	New Listing Agreement & Various Compliance
Delegates – Target / Total capacity – Actual attendance	120 127 Participants + 7 Committee Members + 1 Staffs
Other features	-



From Left: CS Manish Baldeva, Member, Bhayander Chapter Managing Committee, CS Manoj Mimani, Vice Chairman, Bhayander Chapter Managing Committee, CA Anish Mehta, Faculty & CS Rakesh Gupta, Secretary, Bhayander Chapter Managing Committee

Programme: Full Day Seminar on 15.03.2015



From Left : CS Manoj Mimani, Vice Chairman, Bhayander Chapter Managing Committee, Dr. Samta Jain, Faculty & CS CA Manak Chand Daga, Chairman, Bhayander Chapter Managing Committee

Programme: Full Day Seminar on 15.03.2015

Kolhapur Chapter:

Kolhapur Chapter (Seminar)	
Date	07.03.2015
Venue	Hotel Atria , 204 “ E” Station Road, Kolhapur
Topics	“ Secretarial Audit and Annual Return Certification ”
Delegates – Target / Total capacity – Actual attendance	75 90
Other features	<p>Felicitation was organized for students who had cleared their examination with flying colors by Kolhapur Chapter.</p> <p>One of the student from Kolhapur secured 8th Rank and another students cleared Professional Program New Syllabus in first attempt sitting all the three groups.</p> <p>All the students were felicitated by offering flowers and gifts for those who had cleared their examination in first attempt.</p> <p>This news was given in the local newspaper.</p>

Seminar on Secretarial Audit and Annual Return Certification held on Saturday, March 07, 2015 at Hotel Atria



From Left: - CS Amar Patil , CS Makarand Joshi, CS Mahavir Lunawat & CS Sangram Ghatge

COMPANY SECRETARIES BENEVOLENT FUND

MEMBERS ENROLLED AS LIFE MEMBERS OF THE COMPANY SECRETARIES BENEVOLENT FUND

DURING THE PERIOD 01/03/2015 TO 31/03/2015

LM NO.	NAME	MEMB NUMBER	WIRC
10758	MR. SHARDUL VIKRAM SINGH	ACS - 30328	REWA
10760	MS. PRATIMA CHANDRASEKHAR	ACS - 38755	MUMBAI
10761	MR. HARSH PRADEEP BHANDARI	ACS - 38749	MUMBAI
10771	MR. ABHISHEK KUMAR LAKHOTIA	ACS - 29285	MUMBAI
10791	SH. VIPIN MEHTA	ACS - 25385	MUMBAI
10794	SH. JIGAR KAMLESH VYAS	ACS - 25139	SURAT
10795	MRS. KAJAL ANKIT SHUKLA	ACS - 22024	AHMEDABAD
10796	MR. ANKIT SHAILESHKUMAR SHUKLA	ACS - 22041	AHMEDABAD
10800	MR. PRAVIN BHUJANGA SHETTIGAR	ACS - 39037	MUMBAI
10805	MS. CARISHMA RAJU PATNEY	ACS - 34777	THANE
10811	SH. MANOJ KUMAR MIMANI	ACS - 17083	BHAYANDAR
10812	MS. RANJANA MIMANI	FCS - 6271	BHAYANDAR
10813	MRS. BHAKTI ASHISH TALIKOT	ACS - 27027	NASHIK
10821	MR. KARTIK KISHORKUMAR BAVISHI	ACS - 36471	RAJKOT
10823	SH. RAVINDRA DAMLE	ACS - 9864	MUMBAI
10825	SH. NARAYAN DAS DUJARI	FCS - 834	MUMBAI

COMPANY SECRETARIES BENEVOLENT FUND



The Company Secretaries Benevolent Fund (CSBF) provides safety net to Company Secretaries who are members of the Fund and their family members in distress.

CSBF

- Registered under the Societies Registration Act, 1860
- Recognised under Section 12A of the Income Tax Act, 1961
- Subscription / Contribution to Fund qualifies for the deduction under section 80G of the Income Tax Act, 1961
- Has a membership of about 10,000

Eligibility

A member of the Institute of Company Secretaries of India is eligible for the membership of the CSBF.

How to join

- By making an application in Form A (available at www.icsi.edu/csbf) along with one time subscription of ₹7,500/-.
- One can submit Form A and also the subscription amount of ₹ 7500 ONLINE through Institute's web portal: www.icsi.edu. Alternatively, he can submit Form A, along with a Demand Draft or Cheque for ₹ 7500 drawn in favour of 'Company Secretaries Benevolent Fund', at any of the Offices of the Institute/ Regional Offices/ Chapters.

Benefits

- ₹ 5,00,000 in the event of death of a member under the age of 60 years
- Upto ₹ 2,00,000 in the event of death of a member above the age of 60 years in deserving cases
- Upto ₹ 40,000 per child (upto two children) for education of minor children of a deceased member in deserving cases
- Upto ₹ 60,000 for medical expenses in deserving cases
- Limited benefits for Company Secretaries who are not members of the CSBF

Contact

For further information/ clarification, please write at email id csbf@icsi.edu or contact Ms. Anita Mehra, Assistant Director on telephone no. 011-45341049.

For more details please visit www.icsi.edu/csbf

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