



13th All India Students Conference of Company Secretaries

SOUVENIR

Theme: **CS** - The Corporate Leader
September 7 - 8, 2012
(Friday & Saturday)

Venue:
Global Peace Auditorium
Brahma Kumaris - Shanti Sarovar
ISB Road, Gachibowli, Hyderabad



**THE INSTITUTE OF
Company Secretaries of India**
IN PURSUIT OF PROFESSIONAL EXCELLENCE
Statutory body under an Act of Parliament

Hosted by
HYDERABAD CHAPTER

With Best Compliments from...



P. S. Rao

Corporate Advisors LLP

CORPORATE OFFICE

D.No. 6-3-347-22/2, Flat-10, 4th Floor, Iswarya Nilayam,
Dwarakapuri Colony, Punjagutta, Hyderabad 500081, AP

Tele-Fax: 040-23352185/6

Email: info@psraoassociates.com

LEGAL CHAMBER

Flat No.106, Nirmal Towers,Dwarakapuri Colony,
Punjagutta,Hyderabad - 500 081, Andhra Pradesh



THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

CENTRAL COUNCIL MEMBERS – 2012



CS Nesar Ahmed
President, The ICSI



CS Ananthasubramanian S.N
Vice President, The ICSI



CS Anil Murarka
Immediate Past President, The ICSI



CS Jain N.K
Secretary & CEO, The ICSI

SOUTHERN INDIA REGION



CS Gopalakrishna Hegde
Council Member, The ICSI



CS Sridharan R
Council Member, The ICSI



CS Sudhir Babu C
Council Member, The ICSI



CS Ashok Kumar Pareek
Council Member, The ICSI

EASTERN INDIA REGION

WESTERN INDIA REGION



CS Atul Hasmukhrai Mehta
Council Member, The ICSI



CS B Narasimhan
Council Member, The ICSI

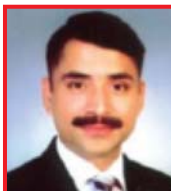


CS Umesh Harjivandas Ved
Council Member, The ICSI



CS Vikas Yashwant Khare
Council Member, The ICSI

NORTHERN INDIA REGION



CS Atul Mittal
Council Member, The ICSI



CS Harish Kumar Vaid
Council Member, The ICSI



CS Pradeep Kumar Mittal
Council Member, The ICSI



CS Sanjay Grover
Council Member, The ICSI

GOVERNMENT NOMINEES



Renuka Kumar
Council Member, The ICSI



Dr. U D Choubey
Council Member, The ICSI



Arun Balakrishnan
Council Member, The ICSI



Ardhendu Sen, IAS
Council Member, The ICSI



Saroj Punhani
Council Member, The ICSI



THE INSTITUTE OF COMPANY SECRETARIES OF INDIA
SOUTHERN INDIA REGIONAL COUNCIL
REGIONAL COUNCIL MEMBERS -2012



CS MARTHI S.S.
CHAIRMAN



CS DWARAKANATH C
VICE-CHAIRMAN



CS BAIJU RAMACHANDRAN
SECRETARY



CS NAGENDRA D RAO
TREASURER



CS GOPALAKRISHNA HEGDE
MEMBER-EX-OFFICIO



CS RAMASAMY
MEMBER



CS RAMASUBRAMANIAM C.
MEMBER



CS RAVI B
MEMBER



CS SRIVIDHARAN R
MEMBER-EX-OFFICIO



CS SUDHIR BABU C
MEMBER-EX-OFFICIO



CS VISWESWARA RAO A
MEMBER



CS ASHOK THAKKAR
MEMBER



K. PANDIAN
MEMBER



THE INSTITUTE OF COMPANY SECRETARIES OF INDIA
SOUTHERN INDIA REGIONAL COUNCIL
HYDERABAD CHAPTER - 2012



CS SHUJATH BIN ALI
CHAIRMAN



CS RAMAKRISHNA GUPTA R
VICE-CHAIRMAN



CS VASUDEVA RAO DEVAKI
SECRETARY



CS ISSAC RAJ P.G
TREASURER



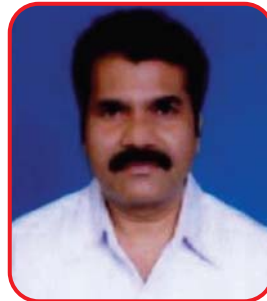
CS CHIRANJEEVULU P
MEMBER



CS KAVITHA RANI S
MEMBER



CS SUDHEENDHRA PUTTY
MEMBER



CHAKRANARAYAN M V
CO OPTED MEMBER



CS SUDHIR BABU C
MEMBER-EX-OFFICIO



CS MARTHI SS
MEMBER-EX-OFFICIO



CS VISWESWARA RAO A
CO-OPTED MEMBER



CS MAHESH A KUVADIA
CO OPTED MEMBER



CONSTITUTION OF COMMITTEES

13TH ALL INDIA STUDENT CONFERENCE OF COMPANY SECRETARIES

CONFERENCE ORGANIZING COMMITTEE



CS Sudhir Babu C
Chairman
Central council member



CS Marthi S S
Member
Chairman, SIRC



CS Vishweswara Rao A
Member
Member, SIRC



CS Shujath Bin Ali
Member
Chairman, Hyderabad Chapter



CS Vasudeva Rao Devaki
Member
Secretary, Hyderabad Chapter

CONFERENCE ORGANIZING SUB COMMITTEE



CS Shujath Bin Ali
Chairman



CS Vasudeva Rao Devaki
Co- Chairman



CS Ramkrishna Gupta R
Member



CS Isaac Raj P G
Member



CS Sudheendra Putty
Member



CS Chiranjeevulu P
Member



P. Vishnu Theja
Student Member



Gaurav Choraria
Student Member



Anil Kumar Ganga

SOUVENIR COMMITTEE



CS Sudheendra Putty
Chairman



CS Venkat Ramana Reddy S



M. Raghavendra Prasad



CS Manjunath Hegde



CS Satish Choudhury M



CONSTITUTION OF COMMITTEES

13TH ALL INDIA STUDENT CONFERENCE OF COMPANY SECRETARIES

DELEGATES COMMITTEE



CS Vasudeva Rao Devaki
Chairman



Manjit Nag



Shubhangi Misra



M. Siddartha



S. Swati Chary



A. Srinivas



V. Niharika



V. L. Sneha



C. Samyukta



C. Naveen

TECHNICAL COMMITTEE



CS Ramkrishna Gupta
Chairman



CS Shujath Bin Ali



Venkat Raju



AkashSetty



Vaishali Shroff



Sravya Katta



G. Anuhya



Rohit Jain



CS Isaac Raj P G



Parul chaudhary

FUND RAISING COMMITTEE



V. Samba Shiva Rao



Meenakshi Lakshman



Sunny Barau



K. B. Navya



Ramyanka Yadav



CONSTITUTION OF COMMITTEES

13TH ALL INDIA STUDENT CONFERENCE OF COMPANY SECRETARIES

CULTURAL EVENTS COMMITTEE



CS Kavita Rani
Chairman



Bala Aditya



Neha Jhavar



Vinay Joshi



Rakhee Jain



Roshni Manglani

RECEPTION, TRANSPORT & HOSPITALITY COMMITTEE



CS Chiranjeevulu P
Chairman



Rekha Baid



K. R. Sirisha



B. Akshita Thakur



Hansraj Singh



Rachna Gallot



A. Subrahmanyam



M. Sarath Chandra



T. Sai Pranathi



Shivam Yadav



St. Michael's School

West Marredpally, Secunderabad-500026.
Ph: 040 27717682, 040 66497682

5-524/22, Ambedkar Nagar,
Old Alwal, Secunderabad-500010.
Ph: 040 27862624, 040 27940624

Corporate Restructuring

Unlock your value through restructuring
M&As, Financial Re-engineering, Internal
Restructuring, Deal Negotiation & Structuring,
Equity Divestment, Demerger/strategic Sale

Investment Banking

Make the right move at the right time
Private Equity Placement, IPOs, Debt/Project
Financing, FCCB/GDR, Takeovers &
Aquisitions, Delisting, Buy-Back and Exit
Offers, ESOP Management

Securities law Advisory - Corporate & Intermediaries

Capital Market Stronghold & Control
Advisory, Broker Registration/ Licences,
Regulatory/ Operational Audit,
Inspection & Investigation Handling,
Representation & Appeals

Corporate Taxation

Lets your last penny go in your bank!
Corporate Tax Planning & Management,
Tax Assessments & Representations Before
Tax Authorities, Tax Appeals, International
Tax Restructuring & Transfer Pricing, Handling
Search & Surveys, Opinions

Corporate Compliance & Due Diligence

Helps you capitalise the value of governance
Corporate Compliance Management Through Web
Platform, Licensing & Approvals, Issue &
Transaction Due Diligence, Compliance Audits

Global Business Set-up - India & International

Identify unknown avenues of business
Pre-Entry Market Exploration, Entity Structuring,
Tax Incentives & Location Analysis, Vendors
& Client Due Diligence, Approvals/ Licenses,
Post-Entry Support, Self Companies

Unlock Your Hidden Value





13th All India Students Conference of Company Secretaries

THE INSTITUTE

The Institute of Company Secretaries of India is a premier national professional body constituted under an Act of Parliament, namely the Company Secretaries Act, 1980 (Act No. 56 of 1980) to develop and regulate the profession of the Company Secretaries in India. It was initially promoted as a section 25 company under the Companies Act, 1956 by the Government of India on October 04, 1968 and has since been converted into a statutory body w.e.f January 01, 1981.

The Institute has on its rolls about 30800 members including over 5027 members holding certificate of practice. The number of current students is 3,30,000.

OUR VISION

“To be the global leader in promoting Good Corporate Governance”

OUR MISSION

“To develop high caliber professionals facilitating Good Corporate Governance”

ABOUT THE CONFERENCE

Attending a student conference is a professionally rewarding experience. A conference is a unique opportunity to discuss best practices within the industry. The human interaction of discussing these issues, however, makes them clearer and gives us a variety of new ideas that we do not necessarily receive by merely looking for information in non-human resources. As your career advances, you will learn that even though listening to the talks is extremely valuable, hallway conversations can be even more fruitful.

These conferences are designed to give you a plethora of usable content on a variety of relevant subjects, and will be sure to keep you up-to-date with the latest changes that are occurring within the industry/subject—which we all know happens on almost a daily basis now-a-days. Conferences offer the opportunity for you to be introduced to several industry experts in a short period of time—typically over a 2-3 day period—and most importantly allow you to network with others who work in your field. An industry expert who is a good seminar speaker—which most tend to be—will provide you with a magnitude of usable content that will be beneficial to your work and industry insight almost immediately.

Key benefits

- Development of essential skills as outlined by subject benchmarks;
- A wider view and understanding of the profession; and
- An opportunity to meet professionals and eminent professionals from across the nation



13th All India Students Conference of Company Secretaries

ABOUT HYDERABAD CHAPTER

The Hyderabad Chapter of SIRC of ICSI was brought into existence on 10th August, 1974, under the Chairmanship of Shri CS Fazalur Rehman. From the time of its inception, the chapter is highly rewarded for its role in promoting the profession and contribution towards the community. The milestones in the history of the chapter are innumerable; some of them are briefed hereunder:

- ❖ On 12th August, 1984, the First State Students Convention was held at Hyderabad, which was first of its kind in the history of ICSI.
- ❖ Hyderabad Chapter had been one of the first Chapters' to join ICSI Library Scheme (1988-1989)
- ❖ During the year 1992-93, Chapter earned the distinction of being the oral coaching centre having highest number of students registered in the Country
- ❖ 1st Regional Conference of the Students and 19th Regional Conference of SIRC was hosted by the chapter in the year 1993.
- ❖ The Chapter was awarded as best chapter of the Southern Region for six times.
- ❖ The Hyderabad Chapter was adjudged as the National Best Chapter for two consecutive years during 1997 and 1998.
- ❖ Hyderabad Chapter was adjudged as the National Best A-1 Grade Chapter for the year 2001 and 2003.
- ❖ Hyderabad Chapter had become the First Chapter in the history of ICSI to acquire ISO Certification.
- ❖ 1st National Convention of Student Company Secretaries was held at Hyderabad in November, 1998.
- ❖ The Hyderabad Chapter hosted the 31st Regional Conference of SIRC at Hyderabad in the year 2005.
- ❖ The Hyderabad Chapter hosted the 5th National Essay Writing Competition for the students of ICSI in the year 2005.
- ❖ The Hyderabad Chapter hosted the 2nd Regional Conference of Practising Company Secretaries during the year 2006.
- ❖ In 2007 the chapter organized a Career Awareness day i.e., 20th December, 2007 and conducted Career Awareness Programmes in all the 23 Districts of Andhra Pradesh in a single day.
- ❖ Hyderabad Chapter has successfully hosted 37th National Convention in Nov 2009 which broke all the records in terms of delegates and sponsorships.
- ❖ In the year 2011, The Chapter Hosted National Corporate Governance Award Function
- ❖ During 2011, the Chapter Organized 1st Southern India Regional Conference of Women Company Secretaries on Women Empowerment and 1st AP State Company Secretary Conclave.
- ❖ The Hyderabad Chapter of ICSI has been adjudged as national best chapter since 2004 consecutively for 7 years till date.

The success and achievements of the chapter are dedicated to the legends who contributed selflessly and to the dedicated office bearers of the chapter.



13th All India Students Conference of Company Secretaries



CS NESAR AHMAD
President, The ICSI

MESSAGE

I am happy to know that Hyderabad Chapter of the institute is organizing the 13th All India Students Conference of Company Secretaries at Hyderabad on 7-8 September, 2012 on the theme “CS- The Corporate Leader” and also releasing a souvenir to celebrate this occasion.

Students being the future of the profession, such programmes, indeed, are essential to enable them to develop qualities of a professional leader such as communication skills, problem-solving capabilities, motivational abilities, aspiration, etc.

I welcome the initiative of the Hyderabad Chapter in providing the budding professionals a platform to interact with expert faculty and enrich themselves.

I wish the Conference a grand success.

CS NESAR AHMAD



13th All India Students Conference of Company Secretaries



CS ANANTHASUBRAMANIAN S.N
Vice President, The ICSI

MESSAGE

I am pleased to know that, Hyderabad Chapter of the institute is organizing the 13th All India Students Conference of Company Secretaries at Hyderabad on 7-8 September, 2012 on the theme "CS- The Corporate Leader" and is also bringing out a souvenir to commemorate this occasion.

The theme, CS-Corporate Leader is very timely and appropriate considering that it is time for our professionals to move on to assume leadership positions in corporates. The sub-themes are also topical and weave seamlessly into the main theme and I must compliment the efforts of Hyderabad Chapter in this regard.

I wish the Conference all success.

A handwritten signature in black ink, reading "S.N. Ananthasubramanian".

CS ANANTHASUBRAMANIAN S.N



13th All India Students Conference of Company Secretaries



CS JAIN N.K
Secretary & Chief Executive Officer, The ICSI

MESSAGE

I am glad to know that Hyderabad Chapter of the institute is organizing the 13th All India Students Conference of Company Secretaries at Hyderabad on 7-8 September, 2012 on the theme “CS- The Corporate Leader” and also bringing out a souvenir to celebrate this occasion.

The profession of Company Secretaries has created niche for itself to assume the role of advisor to the Board and perfecting such role requires grooming at the student stage. In that context, it is indeed commendable on the part of Hyderabad Chapter for creating an opportunity for the new generation Company Secretaries to acquire the required leadership enrichment.

I wish the conference all success.

CS JAIN N.K



13th All India Students Conference of Company Secretaries



CS Sridharan R
Council Member, The ICSI

MESSAGE

I am happy to note that the ICSI-Hyderabad Chapter is organizing the 13th All India Students Conference on the theme "CS-The Corporate Leader" on 7-8 September 2012 at Hyderabad. Hyderabad Chapter is always a pioneer in many of student related activities, organizing this Conference for the second time is a testimony to this.

The profession of company secretaries has undergone metamorphosis over the years, from specialists, confining to one discipline to multi-skilling professionals, serving the interest of various stakeholders with equipoise. Various stakeholders recognized the competence of Company Secretaries in promoting good governance practices, compliance management and board processes. Due to their versatility and skills, they are involved in frontline activities of the corporates and have emerged as Corporate Leaders.

I understand that the main theme of the Conference would be discussed in six subthemes and I am sure that the deliberations of the Conference would be richer and far reaching conclusions would be arrived.

I wish the Conference all success.

CS Sridharan R



13th All India Students Conference of Company Secretaries



CS SUDHIR BABU C
Central Council Member, The ICSI

MESSAGE

I am glad that Hyderabad Chapter of SIRC of ICSI is hosting the 13th National Students Conference of Company Secretaries on the theme "CS - The Corporate Leader" on 7th & 8th September, 2012 at Global Peace Auditorium, Gachibowli, Hyderabad and also releasing Souvenir to commemorate this occasion.

The Company Secretaries Profession is facing challenges in the rapidly changing Corporate World. These challenges creates innumerable opportunities and it is the right time to strengthen our knowledge base and acquire the necessary skills to meet the challenges. The students are important stakeholders of ICSI and it is essential to groom them in the right earnest by organizing such conferences.

The Hyderabad Chapter is well known for conducting innovative and quality programmes by choosing the current topics of relevance for students and as well as members. The Hyderabad Chapter has the distinction of conducting the first National Conference of Student Company Secretaries way back in the year 1998 and after a gap of 14 years it has got the opportunity to host the Conference again... I congratulate the Chapter and its team for organizing this mega event on a grand scale for the benefit of the students community

I extend my best wishes for the grand success of the 13th National Students Conference of Company Secretaries.

CS SUDHIR BABU C



13th All India Students Conference of Company Secretaries



CS MARTHI S.S
Chairman, SIRC of ICSI

MESSAGE

I am delighted to note that the Hyderabad Chapter is hosting the 13th All India Students Conference of Company Secretaries on the theme "**CS** - The Corporate Leader" from 7 - 8 September 2012.

The students being the future of the profession and lifeline of the Institute, it is very timely that the ICSI-Hyderabad Chapter is hosting the Students' Conference on "**CS** - The Corporate Leader". The Student Company Secretaries must equip themselves with managerial skills and leadership qualities and Conferences of this nature will bring-forth the latent talent of the students.

I am sure, this Conference will provide an ideal opportunity to the students to develop their presentation and organizing skills.

In this perspective, the theme of the Conference is indeed timely and crucial and I wish the Conference all success.

CS MARTHI S.S



13th All India Students Conference of Company Secretaries



CS Ranjeet Kr. Kanodia
Chairman, EIRC of ICSI

MESSAGE

I am very glad to know that the Hyderabad Chapter of the Southern India Regional Council of The Institute of Company Secretaries of India is organizing the “13th National Conference of Student Company Secretaries” on the theme “CS - The Corporate Leader” on 7th & 8th September, 2012 at Global Peace Auditorium, Gachibowli, Hyderabad

The theme of the Conference has been very aptly chosen and I am sure the deliberations at the said Conference will provide participants with innovative ideas to assume a leadership role in guiding the Corporate Sector.

I convey my best wishes to the Managing Committee Members of the Hyderabad Chapter and the participants attending the Conference.

I wish the Conference a grand success

CS Ranjeet Kr. Kanodia



13th All India Students Conference of Company Secretaries



CS Shujath Bin Ali
Chairman, Hyderabad Chapter of ICSI

MESSAGE

Dear friends and professional colleagues

Salam , Adaab, Namaste!!!

Firstly a very warm welcome to all of you at 13th All India Students Conference of Company Secretaries in the historical city of Hyderabad.

Hyderabad Chapter hosted the very first All India Students Conference of Company Secretaries in the year 1998 and I had an opportunity to participate in the same. I had a great experience participating in the conference learning from my fellow students, interacting, making new friends and networking with professionals. The conference had a long lasting impact on me and I still cherish those experiences.

And cut to 2012 I get the opportunity to lead and be part of the team to organize the student's conference. And it is a great learning experience as the entire conference is largely organized by the students and I learned a lot working with the young and creative minds.

This conference has given an opportunity to students to organize, lead and has definitely helped them hone their organization, communication and leadership skills. And more importantly the students who have submitted papers and presentations will definitely work on the thought leadership and will build eminence for self and for the Institute.

As you might see from above I am extremely passionate about propagating the dire need of leadership, management and strong communication skills. And this inspired me and my team to have the theme of the conference as "CS- The Corporate Leader". I am sure your participating in this conference will help you strongly build these perspectives.

Each and every student should strongly feel that they are future corporate leaders which would serve the Corporate India.

So get set go, be the leader and shine.

Cheers,
CS Shujath Bin Ali
Chairman
ICSI Hyderabad Chapter



13th All India Students Conference of Company Secretaries



CS Vasudeva Rao Devaki
Secretary, Hyderabad Chapter of ICSI

MESSAGE

Dear future of ICSI!

My heartiest congratulations to one and all for making the ICSI National Students Conference' 12 a grand success. I take this opportunity to thank those students who really made a difference to the conference by their volunteer work. We feel proud to host the conference at Hyderabad... I wish to share my thoughts with you from this publication.

The Success factor for CS Students lies in a formula "C3 + E2 + P"

C1reating Employment: Every Student must aim to become BIG rather than just settling down in Employment/ Practice. I request you to open your eyes to the world around and you would surely know how many of our own CS Members are really making it BIG in the country. I urge every student to think differently... and create employment rather than settling like a normal professional.

C2onnect to the native town: The moment, you qualify... normally you would migrate from your home town to a state capital for settling down. Though this is not questionable, the students must be connected to their home towns/ villages for life long. We have abundant duty for bringing life into many young minds there with our academic excellence. Not only that... we can do our little bit for our village where we have born... by lending our hands of help.

C3orporate Citizen Responsibility: Everyone in the world always talks about CSR – Corporate Social Responsibility... but in my view every professional once qualified must start thinking of CSR with a difference. The CSR here is Corporate Citizen's Responsibility towards country. If we are not connected to the country as a Professional... how can one expects the Corporate Houses will understand this aspect. Society is after all the collection of Individuals. We as Professionals start practicing such ideals, then everyone else will follow us. Take a pledge in life... we will associate with all our Institute's activities in all possible occasions. This is the first step to tell the world that we are real corporate citizens of this country.

E1mployability: Whenever we qualify, we normally expect the world must provide us opportunities based on our degrees and qualifications. Whereas the employer would expect rare skill set, if giving an opportunity for us. It is important to for every student to enhance life skills along with qualifications... then alone one can command respect and honor in the industry whether in employment/service.

E2ducation is continuous: We often think that once we qualify, that is the END for our learning. Dear Students, please remember Education is continuous and we are student till we die. This is what even our former President, Radhakrishnan told to the press friends when someone questioned him post his retirement as President – why is that he is still in the library reading books at such age. Hence students, please not to stop education. Think of adding more and more qualifications and enhancing skills and knowledge.

P1rofessional Development Program: This is yet another important aspect of a professional. Today, no one can say that he knows everything in statutes. They are becoming very dynamic. Even if you are disconnected for 24 hours... you are kept far away in the industry. The best way for success is to attend all PDP Sessions without fail and get knowledge about what is new. Never think that we have nothing to know new in professional life. If you think like that, that is going to be end for success in life.

Hence C3 + E2 + P = Success

All the very best

CS Vasudeva Rao Devaki

Wish to be with you always in profession



ARTICLES

IMPORTANCE OF TRAINING

- By Souvenir Committee

The Company Secretaries have made an enviable mark in the field of corporate laws, and have secured a discernible position in the present day corporate sector. In today's dynamic business environment where regulatory changes are occurring at a break neck speed, it is imperative that the CS should be geared up and equipped to handle the mantle efficiently and effectively in any complex situation right from the word go. The profession has undergone the required metamorphosis and has taken a giant leap forward. It is therefore absolutely essential that a student immediately on attaining the membership is in a position to stand and deliver what is expected out of him/her. The ability to deliver will stem only when is backed by tremendous capabilities, which enables to conquer newer professional horizons as well.

There are two key pre requisites for a student transforming into a professional, one is the strong conceptual clarity and the other is the practical training. The company secretary course is designed in such a manner that while the emphasis on the academics provides an in depth knowledge and aids in understanding the concepts the variety and wide range of practical training programmes carved by the institute eventually transforms a student into a professional thus enabling him to put to use the acquired knowledge, develop and sharpen his skills both personally and professionally. In order to become a true and complete professional who can meet the rigorous demands of the present day corporate world it is imperative that a student undergoes various training programmes like SIP, EDP, 15 months management training, MSOP, attending various conferences and workshops etc., in conjunction with the academics. Training is an excellent platform where the prospective trainee/employee has been delegated with the work without the tag of responsibilities, and makes him apply his thoughts, ideas and theoretical knowledge for the pragmatic problems faced during the training, so that he/she develops the professionalism in his approach. It's a preliminary platform where he/she actually develops inter-personel skills and soft skills by interacting with the various clients, authorities and managements, so on. Training also helps the student to prepare well for the examinations as the most of the questions in these professional examination are much practical oriented, and are based contemporary events and developments in the corporate field.



CS – THE CORPORATE LEADER

- By P Vishnu Theja

Student, CS Professional Programme Passed
vishnu_pellakuru@yahoo.com

There are two types of people in this world- 1) People who are born to lead, 2) People who follow the leader. And in contemporary Corporate Culture, the need for this distinction is now more essential than ever before. And who else is more capable of leading from the front than the man who is its backbone in all its essence. Yes you guessed it right! We are talking about the Company Secretary- the Jedi of the corporate world- if I am allowed to romanticize the profession!!

The needs of the many far outweigh the needs of a few. This maxim is perhaps the most relevant one to the present corporate scenario. The interests of the Stakeholders outweigh the interests of merely a group of interested parties such as the board of directors. The company is bigger than the board. With the increase in the number of stakeholders, traditional forms of governance have lost their relevance. As the world evolves so does the corporate. And it is in this state of affairs that everyone looks to one man – a beacon of light in an ocean of darkness and out of that necessity a leader emerges- the Company Secretary. As Napoleon Bonaparte said, **“A leader is a dealer in hope.”**

The CS is no longer is no longer a 'Yes Man' for his bosses where in his role is only limited to **“Fill, File and Forget.”** The tables have turned and in what a fashion indeed!! It is the Corporate now that look to the CS to guide them through the rough waters of the corporate turmoil.

The stakeholders trust the CS with the responsibility of keeping their interest relevant to the erstwhile 'All Power Vested Board' in their decision making process. The CS leads the Company towards a better Corporate Governance. Being self-less is one of the attributes that continues to elude several leaders. This would be a good time to quote John. F Kennedy- **“Ask not what the country can do for you but ask what you can do for your country”** This is the driving force behind Corporate Governance and I would not be exaggerating if I said the CS is Corporate Governance personified!!

The role of a CS has undergone ample changes. He is now the **'Eyes and Ears'** and 'voice' of the company. He is entrusted with the responsibility of addressing the stakeholders and Government authorities and act as a bridge for communication between the company and the outside world.

As Aristotle said, “He who has never learned to obey cannot be a good Commander”, The CS leads by example and sets standards for others to follow. This includes the Board of Directors, Top Management, employees etc.

To quote Uncle Ben from the Spider-man franchise, “with great power comes great responsibility”- This saying has relevance not only in the world of Superhero movies but also to Corporate Professionals. A leader should not take for granted his position just because he was put there. He should discharge his duties with the utmost integrity and independence. As long as this is intact, rest assured, the company is in very good hands even if it is not making profits since the companies have moved from the concept of 'Profit maximization' to 'Wealth maximization'.

In the light of several high profile scams taking place around the world, the common populace has only a single ray of hope – An independent professional with the utmost integrity and leadership skills. When the going gets tough, the tough get going! Rather than looking for an easy way out of problems, the leader should take the bull by its horns and deal with it head on and who else to fill these big shoes than the CS who bring his leadership skills into play in times of turmoil.

Nowadays employees of organizations have developed a sense of ownership and belongingness to their organizations. As



13th All India Students Conference of Company Secretaries

such the age-old concepts of management wherein employees are treated inferior to the board can no longer be adhered to. Leadership skills of a Professional are required to maintain the subtle employer-employee relationship. “The real leader has no need to lead, he is content to point the way” as Henry Miller would say.

If we digress a little bit, we can take time to appreciate the efforts of ICSI in bringing India in to the limelight by spearheading in various Corporate Governance initiatives. The world has come to know that India has arrived and we are here to stay for good! As we aspire to become members of such an elite Organization, that in itself is a driving force to outperform our counterparts from other countries.

If the Leader can break the shackles of rigid principles and dogmatic management styles, he can embrace the idea of good corporate governance and find more pragmatic solutions to the problems faced by the corporate world.

There is a lot of fuss going on as the role of a Company Secretary has expanded to new horizons. Be it a risk and compliance professional or any other avenues, unless the CS is willing to accept the fact that he is no bigger than any other employee of a company, the entire deal would end up being a big façade!

Believe it not – our society is not as evolved as we would love to believe it to be! And without a proper sense of Direction and leadership skills it is but a house of cards waiting to collapse! It is up to us- Yes the students, the future of the profession as we would like to call them, to take the mantle from our predecessors and take the corporate world in the right direction! And by the looks of things that direction is only headed up!!

I would like to conclude by quoting John Quincy Adams- “If your action inspires others to dream more, learn more, do more, you are the leader”!! So put that enthusiasm of yours to good work and aim to excel in whatever it is that you do.

With Best Compliments



Ahalada Rao V. & Associates Company Secretaries

Flat No. 113, Block - B, Sri Datta Sai Commercial Complex,
Opp: Sapthagiri theatre, RTC 'X' Roads, Hyderabad - 500 020
Ph: 040-66623101 , Mobile: +917702227041

**Url: www.ahaladaraoassociates.com
e-mail id : ahaladarao.associates@gmail.com
Contact@ahaladaraoassociates.com**

With Best Compliment From

**Options
Multi Colour
Off Set Printers**

11-4-657/2/A, Lakdikapool,
Hyderabad-500004

Ph-9849100830.



COMPANIES BILL –2011- ROLE OF CS AS A STRONG LEADER

Gourav Choraria

Student, CS Professional Programme
choraria.gourav@gmail.com

“Leadership is a function of knowing yourself, having a vision that is well communicated, building trust among colleagues, and taking effective action to realize your own leadership potential.”

Warren Bennis.

INTRODUCTION

Many people are successful but few are successful leaders. How do we define 'leadership' in this scenario? An in-depth and widely applicable definition can describe leadership as the process of influencing people by providing purpose, direction and motivation, while operating to accomplish the mission and improve the organization.

Another of our favorite definitions of leadership is by Warren Bennis.

Leadership is a function of knowing yourself, having a vision that is well communicated, building trust among colleagues, and taking effective action to realize your own leadership potential by Warren Bennis.

Now, when we say good corporate leader what do we mean by a good corporate leader?

Are there any definitions of what good corporate leader is or what is a bad corporate leader??

I guess that depends upon one's own perception of what is good or what is bad.

One of the effective definitions given by John D. Rockefeller is:

"Good leadership consists of showing average people how to do the work of superior people."

To be a good corporate leader, you must be committed to the course of your company. You must put in equal hours or even work more than your employees. Employees are often inspired by leaders who are always in the field.

When we think of entrepreneurs such as Richard Branson, John D. Rockefeller, Dangote, Bill Gates and Mukesh Ambani, we get fired up in the spirit. These men are good corporate leaders and entrepreneurs who dominated their niche because they possess the spirit of leadership.

You must have the ability to create challenging visions. One true attribute of a good corporate leader is the ability to fashion goals and visions for the Company. As a leader, you must see beyond the present. You must be able to anticipate and foresee the future.

Self-imposed standards such as discipline, punctuality and integrity will help you become a formidable corporate leader. Your employees must know you as a leader that lives by principles.

Now, why do we talk that company secretary should be a leader?? Why should he possess such quality of leadership??

Company Secretary is a Key Managerial person in a Company. He is part of senior management in a Company involving in key decisions of the Company, which decides the direction for the Company. In addition to ensuring proper compliance with law, Company Secretary is also a leader by playing a key role in decision making in terms of advising the Board of Directors while making key decisions.



ROLE OF COMPANY SECRETARY IN COMPANIES BILL, 2011

Inclusion of Company Secretaries in the definition of Key Managerial Personnel

“Key Managerial Personnel”, in relation to a Company, means:

- (i) The Chief Executive Officer or the managing director or the manager;
- (ii) The Company Secretary;
- (iii) The Chief Financial Officer if the Board of Directors appoints him; and
- (iv) Such other officer as may be prescribed;

The definition of “Expert” given in clause 2(38) also includes Company Secretaries.

As per clause 203 of Companies Bill, 2011, every company belonging to such class or classes of companies as may be prescribed shall have the following whole-time key managerial personnel:

- (i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-Time Director; and
- (ii) Company Secretary [Company Secretary here means a Member of the Institute of Company Secretaries of India.

Removal of defense regarding appointment of CS

Under the present Companies Act, 1956, the Companies with poor financial conditions could take a defense with respect to non-appointment of Company Secretary. But under the Companies Bill, 2011, defense of poor financial condition has been removed. This means all the Companies to whom provisions with respect to appointment of Company Secretary are applicable shall mandatorily appoint a Company Secretary irrespective of financial condition.

Provision of penalty for non-appointment of CS

If a company does not appoint a Company Secretary, the penalty proposed is:

- ❖ On company – one lakh rupees which may extend to five lakh rupees.
- ❖ On every director and KMP who is in default – 50,000 rupees and 1,000 rupees per day if contravention continues.

Increased role in Annual Return of the Company

As per clause 92 of the Companies Bill, 2011, every company shall prepare its Annual Return in the prescribed form containing the particulars as they stood on the close of the financial year similar to Section 159 of the Companies Act, 1956.

New Signing provisions at a glance:

Now Annual Return is required to be signed by:

- (i) A director and the Company Secretary, or where there is no Company Secretary, by a Company Secretary in whole-time practice.
It means that now in respect of all the companies, whether private or public, listed or unlisted, if no Company Secretary is appointed by the company, the Annual Return is compulsorily required to be signed by the Company Secretary in practice.
- (ii) In case of listed companies and companies having such paid-up capital and turnover as may be prescribed, the Annual Return is also to be signed by a Company Secretary in whole-time practice certifying that the annual return states the facts correctly and adequately and that the company has complied with all the



provisions of the Act, in the prescribed form.

It means, in case of a listed company, even if the Annual Return is signed by the Company Secretary in employment of the Company, it is further required to be signed by the Company Secretary in Whole time practice.

Even if the company is not listed, the Annual Return is required to be signed by the Company Secretary in whole time practice in addition to the Company Secretary in employment, if the company has such paid up capital and turnover as may be prescribed.

- (iii) In relation to a One Person Company and Small Company, the annual return is required to be signed by the Company Secretary or where there is no Company Secretary, by one director of the company.

Functions of a Company Secretary

Through clause 205, functions of a Company Secretary have been proposed for the very first time, which shall include,

- (a) To report to the Board about compliance with the provisions of Companies Act and the rules made there under and other laws applicable to the company;
- (b) To ensure that the company complies with the applicable secretarial standards issued by ICSI and approved by Central Government;
- (c) To discharge such other duties as may be prescribed.

This shows that the law makers are quite serious regarding the position of Company Secretaries in the corporate and this is the reason why major responsibilities are prescribed for Company Secretaries in Companies Bill, 2011. For the Growth of profession, it is really good and welcome approach from Government.

Introduction of Secretarial Audit

Secretarial Audit was very much there in Listed Companies. However in Companies Bill, 2011, the parliamentary Standing Committee also recommended Secretarial Audit for listed as well as company belonging to other class of companies as may be prescribed.

Clause 204 of the Companies Bill, 2011 explains the proposed provisions relating to Secretarial Audit which are as follows:

- a. Every listed company and a company belonging to other class of companies as may be prescribed shall annex with its Board's report a Secretarial Audit Report, given by a Company Secretary in Practice, in such form as may be prescribed.
- b. It shall be the duty of the company to give all assistance and facilities to the Company Secretary in Practice, for auditing the secretarial and related records of the company.
- c. The Board of Directors, in their report shall explain in full any qualification or observation or other remarks made by the Company Secretary in Practice in his report.

Penalty: If a company or any officer of the company or the Company Secretary in Practice, contravenes the provisions of this section, the company, every officer of the company or the Company Secretary in Practice, who is in default, shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

Introduction of Secretarial Audit proves that Government is serious about good Corporate Governance. That is why Secretarial Audit is made mandatory by an independent professional i.e., a Company Secretary in Practice which is a very good move for good governance and for the profession of Company Secretary.



Compulsorily application of Secretarial Standards

For the first time, the Secretarial Standards have been introduced and provided statutory recognition in the Act.

As per clause 118(10) of the Companies Bill, 2011:

“Every company shall observe Secretarial Standards with respect to General and Board Meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980 and approved by the Central Government.”

As per clause 118(10) of the Companies Bill, 2011 it is duty of the Company Secretary to ensure that the company complies with the applicable Secretarial Standards.

It is completely a new beginning for Company Secretary Profession.

In the Companies Bill, 2011, due recognition has been given to the Company Secretary professionals and the Institute of Company Secretaries of India. It is the beginning of a new era where non financial standards have been given importance and statutory recognition along with Accounting Standards.

Some other provisions giving recognition to the profession of Company Secretaries

A. Professional assistance to Company Liquidator (Clause 291)

The Company Liquidator may, with the sanction of the Tribunal, appoint one or more professionals including Company Secretaries to assist him in the performance of his duties and functions under the Act.

B. As per Clause 140 of the Companies Bill, 2011, A Company Secretary in practice shall immediately report to the Central Government, if they have reason to believe in pursuance of their duties that an offence involving fraud is being committed against the company.

C. Clause 432 of the Companies Bill, 2011, provides that a party to the proceeding may appear in person or authorize a Company Secretary or Legal Practitioner to present the case before the Tribunal or the Appellate Tribunal.

D. As per Clause 140 of the Companies Bill, 2011, a Company Secretary engaged in the formation of a company, shall declare that all requirements of the Act and rules in respect of registration and the matters precedent or incidental thereto have been complied with.

E. Higher amounts of Penalties proposed

Most of the penalties have been enhanced with maximum and minimum quantum of penalty for each offence with deterrence for repeated defaults. This would result in better compliance of law by companies through more and more reliance on services of professionals like Company Secretaries.

Conclusion

We can conclude that lot of good provisions have been proposed like applicability of Secretarial Standards. Revised framework for regulation of mergers and amalgamations, insolvency, rehabilitation, liquidation and winding up of companies offers great scope for Companies Secretaries not only to act as liquidator/administrator but also to represent the various stakeholders before the Tribunal. It is quite visible that to promote good governance, detailed disclosures are contemplated under the proposed Bill for the compliance of which the companies would look forward to professionals including Company Secretaries.



With Best Compliments from



SHAILI PARADIGM INFRATECH PVT LTD

a reliable infrastructure company.



Corporate Office :

4th Floor, Plot # 130, Inwinex Towers, Road No-2,
Banjara Hills Hyderabad-500 034, Andhra Pradesh, INDIA.

Tel : +91 40 4444 6060 Fax : +91 40 4444 6070

Email : support@shailiinfra.com

Visit : www.shailigroup.com



EMERGING AVENUES & NEWER VISTAS-FUTURE

TRANSFORMATION OF CS

- By **J. TARUN SAI**

Student, CS Foundation Programme
jtarunsai@gmail.com

COMPANY SECRETARY

- ❖ Company Secretaries have been among the most valued professionals in terms of importance and impact. Creating a brand new avenue for students of commerce, the Company Secretaries Act, 1980 came in with the intention of academically and professionally structuring the role of a Company Secretary in a Company.
- ❖ Despite the name, the role of a Company Secretary is not a clerical or secretarial one in the usual sense. In fact, a Company Secretary is typically a senior managerial person in the corporate structure ensuring efficient administration of the Company and certifying the Company's compliance with the provisions of the Act. A Company Secretary helps the Company to comply with the Act, avoiding failures to comply which can be very debilitating.
- ❖ **The company secretary**
- ❖ Is a vital link between the company and its Board of Directors, shareholders, government and regulatory authorities and all other stakeholders.
- ❖ Ensures that Board procedures are followed and regularly reviewed and provides guidance to Chairman and the Directors on their responsibilities under various laws.

Changes made by the Companies Bill, 2011:

With the introduction of the Companies Bill, 2011, their importance in corporate operations is significantly increased.

- a. As per Clause 2(51) of the Bill, the definition of "key managerial persons" includes a Company Secretary apart from the MD, CEO and CFO.
- b. Certain categories of Companies (most likely to include all listed Companies) will compulsorily have to appoint a Company Secretary.
- c. In fact, if a Company Secretary's post is left empty for a period greater than six months at any time, a company can be penalized up to Rs. 5 lakh and every director and key managerial persons can be fined to a tune of Rs. 50,000 with an additional Rs.1000 for every day the violation continues.
- d. **Removal of defence regarding appointment of CS:** under section 383A of the companies act,1956, a defence of "poor economic condition" was available regarding non-appointment of Company Secretary. By companies bill, 2011, the same has been removed. Now a company falling in the criteria to appoint CS, cannot escape its liability to appoint a company secretary just because of poor economic condition.



e. **Increased role in annual return of the company**

❖ Private practice: A qualified professional can set up his/her own private practice as a practicing company secretary. Apart from the statutory opportunities that would be available to a company secretary, one can play the role of a consultant for any organisation relating to the functions of accounting, taxation, auditing, cost management etc.

❖ **Statutory opportunities:**

f. Pursuant to Provision VII of Clause 49 of the Listing Agreement, Practicing Company Secretaries have been authorised to issue Certificate regarding compliance of conditions of Corporate Governance as stipulated in the clause.

g. Under Sec 161 of the companies Act, the annual return of a listed company is compulsorily required to be signed by a whole - time practicing company secretary.

h. A company secretary in practice is recognised to issue compliance certificates and attest documents under

a. Companies Act 1956.

b. The Securities and Exchange Board of India Act, 1992 (SEBI).

c. The Securities Contracts (Regulations) Act, 1956 (SCRA).

d. Depositories Act, 1996.

e. Exim Policy.

❖ As per my understanding it is completely a new beginning for 'COMPANY SECRETARY' profession.

❖ It is the beginning of new era where non-financial standards have been given statutory recognition besides financial standards.

❖ It is quite visible that to promote good governance, detailed disclosures are required and for the compliance of which the companies would look forward to professionals including company secretaries.

❖ This clearly depicts the greater importance and increasing responsibilities of a COMPANY SECRETARY in the days to come. Hence it is clearly evident and quite apt in saying that company secretaries have emerging avenues and newer vistas in the days to come.





13th All India Students Conference of Company Secretaries



THEME: EMERGING AVENUES AND NEWER VISTAS -FUTURE

TRANSFORMATION OF A COMPANY SECRETARY.

-by Sona Rajora

Student, CS Professional Programme
rajorasona@ymail.com

Before discussing about the emerging avenues of a company secretary I would first like to tell you about historic position of a Company Secretary. Earlier a company secretary was a mere servant, his position was that he has to do what he has been told and he cannot participate in the management of the company affairs and cannot negotiate contracts on behalf of the company.

But with the passage of time fortunately the position of a Company Secretary is changed. He is no longer a mere clerk and has extensive duties and responsibilities. He can even enter into contracts on behalf of the company which has been authorized by the Board.

But just tell me even though the position of a Company Secretary has changed, does a Company Secretary got the status what it deserves? The answer is definitely "No" because still the CS's are called as glorified clerks. Still there is a perception that work of a CS is just restricted to filling of forms, communicating with various authorities, taking approvals, complying with regulations and advising the clients. But let me make it very clear to you that there are lot more areas where a CS's can explore themselves.

Its not just a clerical or paper work which a company secretary do, its all about his intellect, expertise, and knowledge which he uses in his profession to provide "THE BEST" services.

VALUATION:

For instance in case of valuation of shares, whether it is in mergers, amalgamations, acquisition, takeover, there is always controversy regarding it because investors want higher valuation and promoter aims for lower valuation Though valuation is done by a Chartered Accountant what a CS can do is after analysing various methods of valuation and using intelligence and skills he can come out with a best idea which not only satisfy investors and promoters but also ensure the compliance as well.

Example: Don't you think so its very great for a private company when a listed company merges with it. In case of amalgamation of listed entity LGS Global with privately held digital marketing player Ybrant Digital, which is now Ybrant Digital Limited.

The face value of the shares of the company have also been changed from Rs 10 per share to Rs 2 per share for accounting purposes and it didn't affected the shareholding of the investors. .Doesnt it sounds great? ***This is the power of corporate actions***

MERGERS AND AMALGAMATIONS:

Now a days, Mergers and Amalgamations are emerging corporate actions Every week or fortnight there is a news about a merger, demerger or amalgamations and acquisitions A CS is not just for filling applications and liaising with statutory authorities for approvals but he is the person who initiates the scheme right from the beginning till the end which is a very challenging job.

A client will simply comes and ask I want to do merger or demerge my company with or into another, rest of all depends on



13th All India Students Conference of Company Secretaries

us how do we tackle the situation. There are many ways of doing the same thing. A CS is one who advice the best possible way which saves time, money and efforts and at the same time comply the respective laws. For instance Buy-Back of Shares can be done through section 77A or by following the code of section 390-395. It's the CS who advice the client which is best suitable for him and if a client is already doing a corporate action u/s 390-395 its always better to combine other actions like buy-back, preferential allotment u/s 81(1A), reduction of capital u/s 100-105.

TAXATION ASPECT:

Taxing is nothing but transferring a part of your income to Govt Its obvious that a promoter would like to save some amount of income and thus tax planning is necessary even in case of merger and amalgamations because stamp duty to be paid on conveyance deed varies from state to state. Now what do you think who should do this tax planning ?? a CA ? 'NO' not at all. Its none other than a CS. It's the CS who advice on tax implications on transfer of assets and payment of stamp duty.

CUSTOMS AND EXCISE DUTY:

Usually taxation is the field of a CA but let me tell you CS has many opportunities in this area also. When a company is dealing with imports or exports, it has no knowledge of procedural aspects and hence it approach people who can do this work on behalf of them. So answer me they can approach for procedural aspects to even brokers or agents right ! so tell why they should approach a CS? Whats special about them?

The answer is besides making applications and taking approvals from custom authorities. What is needed is tax planning which a CS can definitely do better because he is well versed with tax laws. And as imports and exports involves foreign exchange, a CS can advice you with regard to foreign exchange limits and RBI /FIPB approvals. He can show you the way where the transaction is within the limits and you can easily carry out your dealings without any hindrances.

NCLT: If the **Companies Bill 2011** is approved the most awaited vista of a CS would emerge. It will definitely give a new dimension to the profession of a CS. It will smoothen the life of a CS as it will be a one-stop solution for all approvals and negotiations because **NCLT** will become a single window system.

Now a question to all the girls sitting overhere WHO CAN UNDERSTAND YOU BETTER?? Men or Women.....

Obviously its women who can understand the women better!!!!

In the same way connect this to our profession. Yes it's the only and only a CS who can better give explanation or defend its company. If the NCLT comes into picture then a CS gets the authority to represent the company before the judicial authorities in pleadings and proceedings. Isn't it a great opportunity for a CS? Definitely yes!!!!

ENVIRONMENT LAWS:

Just tell me one thing as a CS will you ever think of entering into environment sector. Na never right!! Because you are so much stuck with the company law that you don't think beyond companies but as you all know it's a mandatory requirement that a Central or State Pollution Control Board must have a full time CS. Then why not be the member of such Boards and bring a revolution in industrial era.



With Best Compliments from



BHARAT

INSTITUTIONS



THE ROLE OF A COMPANY SECRETARY IN FILM INDUSTRY.

SUJANA NANDULA.

CS Qualified

sujananandula@yahoo.com

INTRODUCTION TO INDIAN CINEMA:

India with its rich and varied heritage has had an appealing history in the past. Apart from its history and culture, India has been acknowledged as a talented country with its highest applaud given to its art. Indian Art has been classified into various forms and one of the most popular forms is the Indian Drama. Indian drama and theatre is perhaps as old as its music and dance.

But Film making is a herculean task as it involves lot of technical, literary & musical expertise, monetary aspect, and many more along with the human force as well. All these needs to be planned, coordinated, delegated, and pursued from time to time for a film to come out successfully.

There are various key aspects of film making which needs to be taken care of by the movie makers with utmost concern apart from their script, cast, currency, music, locations, etc. A lot of litigations & controversies arise in due course for the producers, directors, music & composers who may be unaware of handling such situations. There needs to be an expert who can smell the forthcoming situation beforehand, advise them and guide them to come out of such pitfalls meticulously.

NEGOTIATING FILM CONTRACTS

Traditionally, the Indian film industry has been social relationship centric, under which the arrangements/agreements were either oral or scantily documented and the disputes were usually resolved without going into arbitration or litigation. This, however, meant absence of proper chain of title documentation leading to uncertainty in the flow of rights. Only in the past few years, the Indian film industry has woken up to the need for written contracts and protection of intellectual property rights.

A negotiated and usually legally enforceable understanding between two or more legally competent parties shall be binding on the parties to it.

A few agreements required to be made by the Film Industry include:

1. Literary acquisition agreements
2. Agreements with actors, writers, music composers, director and crew
3. Investor financing agreements
4. Agreements with banks and financial institutions:
5. Music agreements
6. Distribution Agreements
7. Theatrical and other distribution rights agreements
8. Merchandising agreements & Agreements with laboratories.

HUMAN RESOURCES MANAGEMENT (HR).

All organizations have people -- they have human resources. The Human resource management is the management of an organization's workforce, or human resources.

The man power in film Industry generally include Producer, Director, Star cast, Choreographer, Editor, Production manager, Executive producer, Script writer, Stunt coordinator, Art director, Accountants, Camera crew, Light man, Office assistants, Car drivers etc and many more. There needs to be a well framed HR policy to select, recruit, assign, delegate,



co-ordinate, motivate, appraise, & check all the employees in the film industry as well to bring out their best.

INTELLECTUAL PROPERTY RIGHTS.

SCRIPT

Script creation is one of the early steps in making a film. The process involves conceptualization of idea, creation of a concept note, followed by preparation of the storyboards and script.

Some of the issues that may arise at this stage are as follows:

- A. Theft of idea, story and script (Infringement of copyrights)
- B. Disputes arising out of insufficient documentation
- C. Grant of rights to multiple individuals
- D. Adaptation and remake rights

COPYRIGHT PROTECTION FOR CONCEPTS, SCRIPTS & SCREENPLAYS

The Copyright Act provides for the procedure for registration of copyright in literary work. Such registration only serves as prima facie evidence of the ownership of copyrights.

To create evidence of creation of the concept notes / script, some of the recommended steps are -

- ❖ to apply for the registration of the script with copyright offices,
- ❖ to register with the writer's association/s,
- ❖ to mail the script (as discussed below)

TITLE OF THE FILM

The title of the film is one of the key assets of the film. A film is usually tentatively titled at the pre-production stage and procures a definite title at a later stage. The title of a film has been one of the most disputed aspects of a film in recent years.

TRADEMARK

In general, titles are protected according to the fundamental tenets of trademark and unfair competition law. The registration of a trademark constitutes prima facie validity of the same in legal proceedings.

LYRICS

The lyrics or the words in a song are protected as a piece of literary work.

The musical compositions including background scores are protected as musical works. It means the works consisting of music including any graphical notation of such work but does not include any words or any action intended to be sung, spoken or performed with the music, like lyrics of the songs.

MUSIC

Music has always been the soul of Indian cinema and considerable time, energy and money is expended to create the same. Infringement of lyrics and music has long been the bone of contention in the Indian film industry. However, of late, the right holders have begun to approach the courts to seek justice and have contested the infringers fervently.

VENTURE CAPITAL & FOREIGN DIRECT INVESTMENTS.

Until early 2001, the focus of Venture Capital Investors in India was on the Information Technology sector. However, with the slowdown in the technology sector, the venture capital investors have diversified their interest into other high potential sectors including the Media and Entertainment sector.

Within the Entertainment sector, while IT related services as post-production services, animation, etc. have been attracting interest from Venture Capitalists (VC's) & Foreign Direct Investments (FDI), the case for venture financing in films is becoming more and more compelling.

The reasons for this interest in Films, stems out of several factors which are as follows:



13th All India Students Conference of Company Secretaries

- ❖ Industry status given to the film sector has made this sector eligible for clean institutional funding and is now being perceived as an organized sector;
- ❖ Entry of new breed of producers who have shown their clear preference for institutional funding as against funding from private financiers who charged exorbitant interest rates;
- ❖ Slow shift in the viewers preference from a star based system to substance based thereby opening up more opportunities for new talent thereby reducing the risk of the projects which were otherwise exposed to the vagaries of stars;
- ❖ Growing professionalism amongst the stars thereby moving away from hand-shake arrangements to more formal legal agreements;
- ❖ Growing popularity of Indian films in the international markets thereby widening the market base for the Indian films and also reducing the geographical risk to that extent;
- ❖ Introduction of film insurance products and concepts of completion guarantees which reduce the risk of the financier on account of delays and cost over runs;
- ❖ Improved entertainment infrastructure in terms of multiplexes have improved the viewership and rise in ticket prices combined with higher disposable income has resulted in higher potential revenues;
- ❖ Additional sources of revenues through in-film advertising, merchandising, efficient distribution mechanism on different mediums including satellite, cable, internet, etc.
- ❖ Increased market savvyness of the Indian producers in marketing their projects in the overseas markets; and
- ❖ Opening of the film sector to foreign investment thereby providing international funding to flow into this sector.

CORPORATISATION OF FILM INDUSTRY.

Corporatization of the film industry has been one of the most contested issues. India is the highest producer of feature films in the world and will continue to be so because of its linguistic diversity which is unique to the country.

The film industry, for the largest period of time remained an unorganized sector. Though during initial years, the studio system prevailed. Under the system, actors were employees of the studio in its payroll. However, as the industry grew in size the actors started to charge more hence became impossible for studios to keep them exclusively. The actors became freelancers who worked with a producer for a film. He was free to do films with any producer at any time. This ultimately led to the death of the studio system which was replaced by independent producers. The finances were completely bore by the producers and were often a shoddy area as it was undisclosed. Black money was pumped into the system which led to high rates of interest. The underworld was infamously associated with the film industry as it became evident with many incidents over the years.

ROLE OF A COMPANY SECRETARY IN FILM INDUSTRY:

The Role of a Company Secretary in Film Industry in brief shall be listed as under:

Vetting & Drafting of Agreements.

Incorporation of Body Corporates, Joint Ventures, Partnership Firms, etc.

Fund Raising procedures.

Loan Documentations.

Human Resources Management & Administration through Film Chamber Of Commerce, Movie Artists Association, etc

Liaisoning Agent

Matters related to Taxation - Income Tax, Service Tax, etc.

Intellectual Property Rights & Registration.

Labour Law Compliances

Issues relating to Factories Act, Industrial Disputes Act, Contract Labour Act, etc.

Outpatient Centre of CARE Banjara opening shortly



CARE
HOSPITALS

Convenience - Collaboration - Cutting Edge

CARE is one of the fastest growing hospital chain in India, engaged in providing primary as well as tertiary healthcare services. It is a hospital chain that is founded and managed by professionals with a mission and a passion for providing healthcare for the needy. At CARE, the growth has been phenomenal. From a 100-bed single specialty Heart Institute facility focusing on Cardiac care in Hyderabad, CARE Hospitals has become a multi-specialty hospital chain comprising of 1600 beds across 13 hospitals.

CARE Hospitals

Banjara Hills : Road No.1, Banjara Hills, Hyderabad - 500 034. Tel : 040-3041 8888
Nampally : Exhibition Grounds Road, Nampally, Hyderabad - 500 001. Tel: 040 - 3041 7777
Musheerabad : D.No. 1-4-908/7/1, Opp. Raja Delux, Musheerabad, Hyderabad - 500 020. Tel: 040-3021 9000
Secunderabad : Near Clock Tower, Secunderabad - 500 003. Tel : 040 - 3011 4500/555
website : www.carehospitals.com, e-mail : info@carehospitals.com

With Best Compliments



A.S.RAMKUMAR & ASSOCIATES
COMPANY SECRETARIES

Suit No 1c, 1st Floor, Yeturu Towers,
6-2-47, A.C.guards, Hyderabad-500004.
Email :- asramkumarcs@gmail.com

Ph :-040-23317693,23327457



COMPANIES BILL 2011 AND ROLE OF COMPANY SECRETARY

By- Arun Anthony

Student, CS Professional Programme
antony.arun018@gmail.com

The concept of replacement of the companies act, 1956, from the beginning aimed at the modernization of the corporate regulation, with the changing concepts of business. The most popular areas in the proposed bill are the concepts of e-governance, corporate social responsibility (CSR) and enhanced accountability. The bill also has due concern to avoid recurrence of corporate scandals such as the Satyam. For that additional disclosure norms were included in the bill, some of them are mandatory rotation of audit firms, regulation of related-party transactions, protection of minority shareholders and enhancement of penalties. A mandatory slot for a women director on company boards are all new proposals in the bill.

The proposed companies bill have traveled a lot to reach its present form, a small background would help us to understand this more clearly. Work on a new Companies Bill started in 2004 when MCA appointed J.J. Irani, to head the expert group to draft the new Companies Bill. Companies' Bill 2008 was introduced on 23 October 2008 in the Lok Sabha to replace existing Companies' Act 1956. But due to the dissolution of the 14th Lok Sabha, the Company's Bill, 2008 had lapsed. Then in the year 2009, companies' bill, 2009 was reintroduced with minor modifications to Companies' Bill, 2008. On 3 August 2009 this proposed bill was referred to standing committee on finance of the parliament (the SCF) for examination and to report. Again in 2011 Companies' Bill 2011 was introduced in the Lok Sabha on 14 December 2011, now The Bill, which was introduced in Parliament in the winter session, was referred back to the committee to suggest further changes after the main opposition, the Bharatiya Janata Party (BJP), opposed the draft law.

The company secretary profession has got many gilt-edged areas to be noted in the new bill.

The role has been widened in the new bill. This can be explained with the help of clauses taken from the new bill. The following paragraphs explain the different areas with reference to the new bill.

The definition of Key Managerial Personnel and expert also includes a CS, this is something worth noting. A company secretary is recognized as an "expert" and as a "Key Managerial Personal" as per clause 2(38) and 2(51) respectively

Also clause 203 dealing with appointment of key managerial personnel makes the appointment of CS mandatory. The new Bill intends that the Company Secretary play a wider role in terms of policing the activities of a company, in addition to merely certifying their actions.

For the non appointment of a CS the defaulting companies used to rely on the clause 383A taking defense under "poor economic condition". Now as per the new bill this defense cannot be taken so the appointment of a CS in companies falling under the prescribed class should mandatorily appoint a CS.

Penalties for non appointment of CS is included in clause 203(5), the penalty has been increased the penalty for company is not less than 100,000 to 500,000. On every director or KMP in default 50,000 and 1,000 rupees per day if contravention continues.

Definition of company secretary and practicing company secretary are given in section 2(24), 2(25) respectively according to section 2(24) "Company Secretary" or "Secretary" means a company secretary as defined in clause (c) of sub-section (1) of section 2 of the Company Secretaries Act, 1980 who is appointed by a company to perform the functions of a company secretary under this Act.



13th All India Students Conference of Company Secretaries

According to section 2(25) "Company Secretary in Practice" means a company secretary who is deemed to be in practice under sub-section (2) of section 2 of the Company Secretaries Act, 1980.

The important role of a CS can be seen from the formation of the company and the preparation of basic documents such as the prospectus. A CS can do a lot more in the formation and incorporation of the company in the new bill; he can be a helping hand in the case of legal requirements and compliances. Clause 7 deals with incorporation of companies according to section 7(1) (b) a declaration in the prescribed form by an advocate, a chartered accountant, cost accountant or company secretary in practice, who is engaged in the formation of the company, and by a person named in the articles as a director, manager or secretary of the company, that all the requirements of this Act and the rules made there under in respect of registration and matters precedent or incidental thereto have been complied.

Also according to section 26(1), (matters to be stated in prospectus) every prospectus issued by or on behalf of a public company either with reference to its formation or subsequently, or by or on behalf of any person who is or has been engaged or interested in the formation of a public company, shall be dated and signed and shall include with other requirements name and address of the company secretary

In the new bill the role of a CS in filing of Annual Returns is also worth mentioning as per clause 92(1), (2) the annual return must be verified and signed by a director and the company secretary, or where there is no company secretary, by a company secretary in practice. Provided that in relation to One Person Company and small company, the annual return shall be signed by the company secretary, or where there is no company secretary, by the director of the company. (2) The annual return, filed by a listed company or, by a company having such paid-up capital and turnover as may be prescribed, shall be certified by a company secretary in practice in the prescribed form, stating that the annual return discloses the facts correctly and adequately and that the company has complied with all the provisions of this Act

The inclusion of the functions of a company secretary in clause 205 is an important aspect to be noted as this could be taken as the government and the law makers are also helping the profession to grow further, and this is a good move from their part. According to clause 205. (1) The functions of the company secretary shall include,-

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

Compliance with secretarial standards of the ICSI is also required as per the new bill. as per clause 118(10) Every company shall observe secretarial standards with respect to general and Board meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980, and approved as such by the Central Government. The statutory declaration given in the bill really uplifts the recognition of Institute of Company Secretaries of India and its Secretarial Standards. And also it is a statutory duty of a CS to check and make companies comply with the standards.

Role of a CS in secretarial audit have been widened it can be witnessed in clause 204 read as follows

- (1) Every listed company and a company belonging to other class of companies

as may be prescribed shall annex with its Board's report made in terms of sub-section (3) of section 134, a secretarial audit report, given by a company secretary in practice, in such form as may be prescribed.



13th All India Students Conference of Company Secretaries

(2) It shall be the duty of the company to give all assistance and facilities to the company secretary in practice, for auditing the secretarial and related records of the company.

(3) The Board of Directors, in their report made in terms of sub-section (3) of section 134, shall explain in full any qualification or observation or other remarks made by the company secretary in practice in his report under sub-section (1). Some of the other areas where the importance of the profession of CS are at the time of mergers and amalgamation 232(1) (7), a CS is recognized as a technical member of National Company Law Tribunal 409(3) (d), also as per clause 291(1) a CS also can be appointed to assist the company liquidator with the approval of tribunal.

A simple analysis on the new bill provides that the new bill aims at good governance through more transparency by means of more disclosures requirements and compliances. The role and responsibilities of the company secretaries are being widened in the new bill. This can be taken as a good appreciation to the profession of company secretaries and the Institute of Company Secretaries of India. It is evident from the bill that company secretaries and the institute have done their part excellently from their humble beginning to the present form. This recognition will surely attract more members to the company secretaries' family. Many new avenues are opened and the profession will grow to further heights.



With Best Compliments



INDIAN INSTITUTE OF MANAGEMENT & COMMERCE UG and PG College

Sponsored by Vasavi Foundation - Affiliated to Osmania University

6-1-91, Adj.Telephone Bhavan, Khairatabad, Hyd-500 004.

Ph: 23231542, 23237902

www.iimchyderabad.com E-mail: iimc_hyd@yahoo.co.in

Courses offered

**B.Com.(Hons.) - B.Com.(Comp.)-B.B.A.
B.Com.(General) B.Sc.(M.S.C.) -M.Com.**

**Challa Som Raj Ram
Hon.Secretary & Correspondent**

**K.Raghu Veer
Principal**



COMMUNICATE TO CONQUER

By - Madhu Lakhlan

Student, CS Professional Programme

madhulakhlan@gmail.com

It is rightly said **“Write to be understood, speak to be heard, read to grow.”** Persistently talking isn't necessarily communicating.

Communication is nothing but a medium used by all of us in our daily lives intentionally or unintentionally. For me, communication is a skill through which I interact, connect to different individuals for different purposes. The effectiveness and mode of communication differs from one situation to another.

In simple words, communication skills allow the listeners to make a personality picture of ours in their minds. It reflects our persona.

Every field of life demands particular kind of communication skill, like the way we communicate in our professional life varies from the normal way of communicating. Effective communication skills include gestures, body language, postures, and use of apt words at apt place.

Generally, people who lack good communication skills often face disappointment when they are unable to put across their thoughts properly. Many of us in some stage of life might have come across a friend/colleague who got over rated/promoted over you in spite of you possessing higher technical skills than him, the simple reason for this being superior communication skills. This is a common happening in the corporate world where communication and intrapersonal skills are often rated superior to knowledge oriented skills. In today's period of global recession just being hardworking and talented does not suffice.

At times in life we take the most essential things for granted and do not realize their importance until it is too late. Communication is just like that. There is a vast disparity between Communication & Effective Communication. Most of us think we are communicating but in reality very few communicate effectively. Improper communication can create lot of misunderstandings and create hell lot of problems.

To be an effective communicator one has to be careful at all the points of communication. Be it a face to face talk, a telephonic conversation, a written mail or any other medium, a perfect communication is one which leaves a powerful impression.

The skill of communicating effectively is of much importance when it is generally underestimated and overlooked.

The significance of communication skills in profession is to promote effectual business practices and to generate the comfort zone for people working together therein. This undoubtedly leads to higher productivity. An organisation with improper means of communication would very much resemble a mentally challenged human. The importance of communication becomes even more vital when we need to accomplish our goals and establish ourselves.

We all use the same words to communicate and express ourselves. But why does it happen that when we are with a person close to our heart communication flows effortlessly and on the other hand, if we are with an unloved person communicating becomes an uphill task?

I have been asking this to myself since long....



13th All India Students Conference of Company Secretaries

Effective communication is one which takes the listeners into consideration, that is to say that the communicator has to step into the shoes of the addressee to understand his point of view and his level of mind set. An effort has to be made to visualise the listener's emotions, feelings and desires. The words have to be moulded in a proper form before they are passed on, to have a desirable impact.


One might be good at communicating with an individual, but the same doesn't apply when he is speaking in public. The most important points to be kept in mind while communicating with a large group of people are:

- ❖ Lay emphasis on YOU approach
- ❖ Boost up the audience by using positive and encouraging words rather than pointing out their deficiencies
- ❖ Lay stress on what is possible instead of what's impossible
- ❖ To receive positive response show interest and pay attention to the audience.

There are no set rules in black and white for effective communication. Each one of us has to deliberately make our own efforts to understand the pettiest of things to outshine. This is the only mantra for lasting success.

Let us all make this difference and Communicate to conquer!!!

With Best Compliments from...



IDEAL

Degree College for Women

COURSES OFFERED

B.Sc	B.Com
Physical Sciences	Regular
Life Sciences	Computers
	Computer Application

100s of Students Placed in
Various MNCs in on Campus Interviews Every Year.

We Know What it Takes to be a Modern Career Woman

Behind Ideal Junior College, Dilsukhnagar
Hyderabad. Ph: 040 - 24150022, 24150222

www.ideal.edu.in



COMMUNICATE TO CONQUER

By - N. Pavan Ramachary

Student, CS Professional Programme
ramachary_mba@yahoo.co.in

"The End of Education is Character"

The ability to communicate is the primary difference between Human beings and all other creatures in this world. As human beings we are regarded as social animals - one needs to be equipped with good communication skills apart from all other basic necessities.

Success of a person - in whatever he/she does i.e. either at the professional front or in personal life is the result of good communication skills. So, one has to develop good communication skills which include listening skills, reading skills, writing skills, speaking skills, presentation skills and soft skills.

In today's era, It is well known that one of the success factors for the development of a nation is having Human Resources with good communication skills, and India has shown the world the strength of its human resources with excellent communication skills, which lead to the Revolution of Voice based BPO (Business process outsourcing) opportunities flooding into the Indian ITES (Information Technology Enabled Services) Sector.

The ability to communicate is one of the best skills that professionals require for their professional growth. "As effective communication is the blood for the life of an organization." For policy making (Vision, Mission, Goals, Objectives) & designing the right strategies for the organization the top management needs true & fair information which is communicated by internal and external sources.

Why a Company Secretary needs to be an effective Communicator?

Company Secretary, the key managerial person who has a vibrant role to play in the corporate world should be an excellent communicator, as he has to communicate with the various stake holders of an organization, redress their grievances, conduct various meetings like Annual General Meeting, Board Meetings. He has to communicate and advise the Directors and the top management regarding the various multifarious issues like compliances, labour issues, intellectual property rights, issues of taxation, environmental protection related matters, etc.

A Company Secretary has to communicate with various regulatory bodies and Government agencies like ROCs, RBI, SEBI, Stock Exchanges, High Court etc. and shall comply with the laws, rules, regulations and notifications for the time being in force.

Significance of Communication skills to a Company Secretary:

A Company Secretary also represents the organization and presents the views of the Company's management in various forums. A Company Secretary shall have the ability to speak for the Company, as the famous saying goes "behind the success of every man there is a women," "Behind the success of every organization there is a Company Secretary. So, one has to develop good communication skills right from the student days.

Experts opine that as Business becomes more complex, it is even more important to have good communication skills. i.e. good command over the language of business communication, with communication becoming more "Real Time" because of constant emailing, it is even more important for professionals in different stages of their carriers to be able to "compose and converse" in universal language effectively.



Effective communication depends not merely on mechanical skills such as correct grammar, but also on the ability to communicate in styles appropriate to different audiences and the ability to know what needs to be communicated, to whom, and when, writing and speaking are fundamental skills, and communication ability is defined by almost all employers as a key element defining employee success.

So, it is pertinent to point here, that students pursuing CS course as aspiring professionals need to first acknowledge the fact that we need to improve communication skills from time to time. We need to do self assessment of the way we interact and the direction in which our professional and personal relations are going. We need to identify and accept our weakness and shortcomings, especially in the area of communication skills and therefore strengthen communication skills so as to communicate flawlessly and effectively.

It is often said that a Good Listener becomes a Good Speaker so, Develop Listening Skills:

A Company Secretary has to compile huge amounts of data into a brief note and also he has to draft various documents, contracts, minutes, notices, board notes etc. A Company Secretary has to interpret large amounts of data into brief meaningful, true and fair information which is the real crux of that data and make it available to the Board in decision making process.

Importance of reading and writing skills:

Soft skill is an ability to influence others and being creative, it is interpersonal skill through which one motivates others to perform a task. A professional's ability to handle the soft skills like influencing, communicating, team management, delegating, appraising, presenting, motivating is recognized as key for the growth of a business and also gives the professional a competitive edge over others to compete for higher positions.

Professional skills may teach one how to meet the job specifications, but soft skills teach one to succeed and exceed the expectations. It is the soft skills that allow you to ensure fructification of your professional skills. An efficient & effective performance of a professional depends on how well a professional handles himself & people around him in his work place.

So, it is imperative for professionals like company secretaries to have wide range of professional as well as soft skills.

Presentation Skills:

For a professional to achieve success in the global competitive environment, it is important for him/her to possess certain abilities; like presentation skills i.e. the ability to communicate effectively to a group of people or at a business meeting. In the present complex Business world which is changing enormously with its globalization and Technology advancements we should know how critical these presentation and communication skills are in presenting the Business proposals and in various Business communications.

There are many who are not comfortable with presentation skills, one becomes panic and nervous when asked to stand up and speak to a group of people. So, as an emerging professional one has to overcome this weakness. We can help our self to come out of this short coming in us by learning the skills of presentation. You can be a good presenter by planning, rehearsing and delivering the presentation with confidence.

One can be a good presenter by learning skills of presentation, but can also be a great speaker if you learn from the mistakes you made in every presentation you delivered.



13th All India Students Conference of Company Secretaries

"Great Speakers start as Poor Speakers"

A Good presentation has:

Content -- Information to be presented

Structure--It has a beginning, middle and an end. It must be in such a way that audience understand it.

Preparing--It must be well prepared.

Introduction is the key element of a good presentation. It is an ice breaker if started with a joke, interesting quotation, story or any activity to make the audience warm up.

Introduction also needs the purpose and objective of the presentation; it informs the audience the purpose of the presentation.

Next, comes the Body of the presentation, do not write it out word for word. All you want is an outline. By jotting down the main points on a set of index cards you not only have your outline, but also memory jogger for your presentation.

Finally, if you want to include visual information that will help the audience understands your presentation. Develop slides, handouts, graphs and charts etc. And as the proverb goes "practice makes man perfect". The important part one needs to take care of is to practice, practice and practice. You should know your presentation so well, that during the actual presentation, you should only have to briefly glance at your notes to ensure you are staying on track. This will help you to boost the confidence in you that you can do it.

Your practice should include a "live" practice in front of family or friends. They can be valuable at providing feedback and gives you a chance to check your shortcomings. You can also practice in front of a mirror to know your body gestures, facial expression and correct the discrepancies in them, as your body also communicates a lot to the audience.

Thus, as emerging Company Secretaries we should be equipped with all the attributes necessary to be a successful professional and to compete with this ever changing complex business world by working harder and smarter relentlessly to achieve progress and excellence.

So, communicate effectively and conquer the world. I conclude with the words of Swami Vivekananda.

"Take up one Idea, make that one Idea your life", Think of it, Dream of it, live on that Idea. Let the Brain, muscles, nerves every part of the body be full of this Idea and just leave every other idea alone. That is the way to success".

Swami Vivekananda.



With Best Compliments from...



KBG Associates

Company Secretaries



COMMUNICATE TO CONQUER

By N. Durga Devi

Student, CS Executive Programme

“Once upon a time there lived a King in the Kingdom of Vaishali; he was left childless for many years. After long years, the prayers of the couple were answered and they were blessed with a Son. There was cheer and pomp in the Kingdom. The joy could not stay longer when a priest arrived to the palace with a message saying “prince would die within a fortnight”, horrified king looked at the priest and shouted “the priest be hanged”. Listening the news the Queen with fear and apprehensions consulted a Monk, after studying the Kundali of the prince approached the king and said “King your son's life span will not be as longer as yours “. Hearing it the king was distressed became speechless and with a sorrow full heart took leave from the Monk.

Both the priest and monk tried to convey the same message, but the way the message was communicated by the monk reached the King rightly which left the monk unharmed.

Communication is an aid used in everyday life, It is to inform or exchange information in an appropriate manner to make the listener understand the objective of the Giver. And it's always a two-way process of reaching mutual understanding, in which participants not only exchange information but also create and share meaning. Communication is the act of conveying information for the purpose of creating a shared understanding. The word “communication” comes from the Latin “communis,” meaning “to share,” and includes verbal, non-verbal and electronic means of human interaction.

"The most basic of all human needs is the need to understand and be understood. The best way to understand people is to listen to them."

There goes a saying by a poet "Think like wise men but communicate in the language of the people."- William Butler Yeats

Communication is part and parcel of our lives. Right from the birth, communication starts from the Mother to the child in the form of non – verbal sign, body language. The love of the mother nourishes the child to understand and grow in a healthy environment and to develop the potentials of communicating verbally. Later the Education aims to assist students in exploring their career interests and to secure a job. Be it a family, society, education, work place communication is an essential part to sustain and to get sustained.

Historically, Communication was given very importance to live in orderly society. Many civilizations communicated their social culture, Administration, polity, religious beliefs, trade etc through paintings, pictographs, carvings, and through literature. As the script was developed the communication crossed over seas and trading flourished between many countries. Sooner the coinage began and acted as a medium of exchange, reducing the barriers and connecting the states with a common media. Historians were well versed with the Art of communicating which made them understand their people and also the other civilizations too.



People communicate with the help of verbal – written word, body language and the use of mechanical technological and optical means. The evolution of technology has accomplished an important role in the research of all forms of communication and as a result there is numerous communicative potential. Digital technology & internet creates a new language which allows people to co operate regardless of country, borders and limits.

Purely the understanding of the message mainly depends:

- ❖ On recipients absorption level.
- ❖ The feelings of interaction that individual receives from the transmitter.
- ❖ The personal emotional condition.
- ❖ The individual physical condition.
- ❖ The effect of environmental factors.
- ❖ The individual culture.

What makes a good communicator?

- An active listener.
- An effective presenter.
- A quick thinker.
- A win-win negotiator.

Good communicator gets an effective and positive feedback which can make him as an effective leader, what is the primary job of any leader, from US President to shop foreman? It is communication. Effective Leadership not only assumes responsibility but also good communication. Take this Gentleman Mr. Obama who sprung as a surprise in the world politics. I have never seen such an "Effective Orator" in the contemporary world politics. How do you think a Candidate who lost his senate elections, on the edge of bankruptcy and about to get divorced by wife could become First Black President of US?? Is it just because of his ideology which he believed in? NO! there were better ideologies than what he propagated. It is because he could not just communicate but effectively communicate and win the hearts of billions of American Citizens.

When we take a ride in the history, we find that the speeches delivered by Martin Luther King, Jr. announcing his dream of racial equality and Winston Churchill's challenging his fellow Britons at the shocking news of France's fall, evergreen and relevant even today. It is not just the content of their speeches that were inspiring but the tone of their voices which could make the desired impact.

Communication differs from Domain to domain and among different age groups. For example take our beloved sport-CRICKET which comes immediately next to roti, kapada aur makhan for Indians. Captain Dhoni does not go to each of the players and tell them what they should do. There won't be any formal communication amongst the team players. It is mostly through gestures and expressions they communicate.

How do you think two kids of toddler age happily play, fight, without even knowing that there would be a language to communicate. GOD has given naturally a mode of communication to every soul on this earth.



13th All India Students Conference of Company Secretaries

It would become my fault if I don't discuss about a mom and child communication. Perhaps it is the only relationship which has got 99% accuracy in reception and understanding between each other.

The point I would like to reiterate is that there is inherent communication amongst people depending on their need.

COMPANY SECRETARY – A CONQUEROR IN THE CORPORATE WORLD

In this globalised era, where everything turns and churns with time and competition, company secretary should possess all the requisites to face the challenges in the corporate world.

Company Secretary is no more a mouth piece of the decisions of the Board of Directors as it used to be before. He is meant to be the guiding force not only for the Board of Directors but also for the stakeholders. The very purpose of enacting a separate legislation and giving a statutory recognition to this profession is to achieve this very objective.

Take an instance where in one of the company's Board meeting the agenda and notice was circulated to discuss in a number wise fashion. Meeting began and at the end of the hour few last items were skipped due to lack of time. The meeting got over but later it was found the last sequential item as per the agenda was a vital item which had to be decided and the board dispersed without taking any decision. And the consequence was a heavy financial loss to the Company. Here lies two major reasons behind the heavy loss - the poor drafting skills of the Company Secretary in failing to bring the vital item up front in the agenda and secondly having a chance to voice the need to deliberate the matter and failing to do so by keeping quiet.

"A Company Secretary without effective communication will be one amongst the stars but company secretary with effective communication will be moon among the stars."

Connecting the Various Laws , Mastering it , and Implementing it as a Compliance Officer itself emphasizes the importance of communication and indeed such quality of communication to connect from top management to the shareholders, various regulatory authorities and foreign investors who looks for investing in the right channel makes a company secretary to stand as a unique from other professionals and grow and conquer as a global leader in the corporate world by making the corporates, law abiding citizens in the true sense

Having said all this, if the company secretaries emphasize on the importance of communication By all means I can proudly say the Vision of the ICSI - "To be global leader in development of professionals specializing in corporate Governance" will be fulfilled in a near future.

Finally speaking - words carry far more power than we realize. We fling them about, careless, half-hearted, often more caught up in making a good impression than making a difference. But within our words lies the power to change the world, and it's time we started speaking like it.

You're a communicator, whether it is an introspection or on a stage in front of thousands or in a classroom with a handful of first graders. Step up to the task, know your purpose, see the deep needs of our world, and allow the message to have the spotlight.

You just might change history.





COMMUNICATE TO CONQUER

By KARPAKAM.S

Student, CS Professional Programme
karpakam_s@hotmail.com

The title 'Communicate to conquer', itself speaks how important is communication. One of the means to reach out to others is by communicating. Leaders are the best example for the given term. In today's world to be a good leader it is necessary to be a good communicator in the first place. Then, the question arises as to whether being a good communicator alone can make a person a LEADER?? Definitely NO! Being a good communicator is only the first step of the ladder of attaining Leadership, rest of the qualities follow...

Focussing on one of the prime topics of the day, let's understand the reason for having the above theme in today's discussion. We, as corporate leaders will have to be vivid on various grounds, of which communication is one of the essential aspects. Sometimes we take the most important things in life for granted and do not realize their importance until it is too late. So is the case with 'Communication'. It is always essential for us to know how the other person is accepting what is being communicated. You and me are here today as students of ICSI. Tomorrow, we are going to face the world as Company Secretaries. In addition to be qualified as a CS, being aware of the facts of the corporate world, core areas of the profession, etc., it is utmost important to be a good communicator too. Otherwise, whatever you know will go unnoticed at your place of work.

Taking a common example of a rational human being, when we approach a doctor, we expect the doctor to be polite, a good listener to listen to the ailment and also speak softly as to how to heal the wound, etc... At times we come across people (doctors) who are more particular about their service as a doctor and try to be unheard about anything other than the ailment being spoken by the patient. This kind of attitude generally, creates a different impression on the doctor as to he/she does not speak properly, has pride, etc... The reason why I quoted 'a doctor' as an example is most of us would have been to different doctors for self/family/friends treatment and might have come across such situations. There are cases where doctors lose patients as their customers for not being a good communicator.

All of us do understand the importance of communication. But, how far are we able to put in practise. The given topic can be discussed in two aspects:

- 1) Communicate
- 2) Conquer

The above two put together is essential at the time of INTERVIEWS in particular. Sometimes we come across friends, who inspite of great technical skills and had been the best performer at work, get passed over for a promotion against a colleague who may not be that good as he/she at work, but with superior communication skills. This is in case of promotional interviews. Then, we can imagine what would be the situation for a fresher stepping into the corporate, competing others. A common occurrence in the corporate world is where communication and intrapersonal skills often take precedence over knowledge oriented or technical skills.



13th All India Students Conference of Company Secretaries

Coming to the first part of the topic “Communication”, we think, Communication is just like that. We all use the same language to communicate, to express ourselves, to get our ideas across, and to connect with the person to whom we are speaking to. When a business or a personal relationship is working, the act of communicating seems to flow relatively effortlessly. When the same relationship or business fails, the act of communicating can be very frustrating and it becomes an uphill task. There is a huge difference in Communication & Effective Communication. A lot of us think we are communicating but actually very few communicate effectively. Let's take an example –

A woman says, 'My husband who is living in US, is expected to visit home next week.' What if she says with a pause after the word, 'husband'... It will be 'My husband, who is living in US, is expected to visit home next week'. What is the difference? A single PAUSE can mean a lot.... In the first sentence the lady is communicating that her husband is in US and is visiting the following week. While in the next sentence, she is communicating as though one of her husband's is in US. It may be a very small thing to figure out the difference. . That's the relevance of EFFECTIVE communication. The importance of communication skills in your business is to promote effective business practices and allow individuals within the organization to feel comfortable communicating with others, leading to higher productivity at work.

Now, the next part of the topic, 'Conquer'. This word, has many meanings – 'achieving something with force', 'to defeat someone', 'to gain control', 'to succeed', 'to earn love, respect', etc... So what is it that we are giving importance to when we say 'Communicate to Conquer'. It is 'TO SUCCEED'. We are not here to achieve something with force or to defeat any one, but we are entering the corporate arena to make recognition of our own, to enable the corporate to run efficiently.

Considering the theme as a whole, 'Communicate to Conquer', we have a need to understand as to why we, as CS professionals are recognized as KMP (Key Management Personnel) in the corporate. It is 'we' who is going to stand with the company right from its formation until its dissolution. It is 'we' who is going to be part of every decision being taken at the corporate level with regard to the company's policies, meeting the provisions, keeping up the spirits of the stakeholders, etc. So, being strong in our ideas alone does not help us to succeed. We need to be confident to put forward our views and opinions; in such a way that it is acceptable to the management not as to they have no other choice, but because it carries value to the company to follow our thoughts.

Few TAKEAWAYS from this paper:

- ❖ Communicator – a good listener
- ❖ Effective Communication
- ❖ Communicate to Conquer – Communicate to Succeed
- ❖ “WE” as 'Company Secretaries'.
- ❖ Company Secretary's values to the corporate world.





Integrity, Ethics and Core values in Corporate Sector

Rahul D

CS Student

rahulknk192@gmail.com

The importance of ethics in business can be understood by the fact that ethical businesses tend to make much more profits than the others.

Introduction

Company Secretaries represents the interests of all stakeholders of the company. Integrity, ethics and core values are the most important elements of a business. Every business should have integrity, ethics and core values. Many frauds and unfair trade practices in the Corporate sector are happening due to lack of integrity, ethics and core values. In this article the need for integrity ethics and core values are critically analysed and a brief study has been made.

Integrity

Integrity is a concept of consistency of actions, values, methods, measures, principles, expectations and outcomes. Integrity is regarded as the honesty and truthfulness or accuracy of one's actions. Integrity can be regarded as the opposite of hypocrisy, in that it regards internal consistency as a virtue, and suggests that parties holding apparently conflicting values should account for the discrepancy or alter their beliefs. It means that you have developed into a person whose thoughts, words, and actions are congruent, and therefore do not conflict with each other, Like persons companies also have integrity. Business is much related to integrity. In business integrity should be maintained. The business should be simple, moral and accountable. It should protect the interest of all stake holders.

Ethics is the science of morality or the systematic study of moral rules and principles. The term "morality" refers to rules which prescribe the way people ought to behave and principles which reflect what is ultimately good or desirable for human beings. Ethics in business is the one that can regulate the people who are working together. This is also what determined the morale in the business or the company so that when ethical issues arise, the business will not be in chaos. This is something that will control the overall "attitude" of the business. It applies to all aspects of business conduct and is relevant to the conduct of individuals and entire organizations. Business ethics is a form of the art of applied ethics that examines ethical rules and principles within a commercial context, the various moral or ethical problems that can arise in a business setting and any special duties or obligations that apply to persons who are engaged in commerce. Business ethics can be both a normative and a descriptive discipline. .

Following ethics is the best way of doing business and serving society. Every business should have ethics. It's an important value of every business. A business should protect the interest of all its stakeholders. A business uses the resources of society. So it must have a responsibility towards the society. The importance of ethics in business can be understood by the fact that ethical businesses tend to make much more profits than the others. An organization, which is well-known for its ethical practices, creates goodwill for itself in the market.

Core Values

In simple terms, core values are set conceptions that you decide to follow in your life or in a business. They give an understanding to other entities around you about your way of thinking and living. Core values can be used in our daily lives, for living a clean and transparent life and coordinating with other people. Nowadays, core values are the most crucial aspects of any successful business, as they contribute a lot in the growth of a company. Core values are the very significant components of the identity of any business. They are specialized standards set by a company regarding the



13th All India Students Conference of Company Secretaries

method of its functioning, decision making, problem solving, and customer service. The main aim of any company is to make profit, which can easily be achieved if clients and customers are impressed by the satisfaction provided to them from the services. And for letting the clients know about the quality of the business, core values of a company essentially have to be set. There are many advantages that core values bring. The primary benefit of core values is that they let clients and potential consumers know what the company is all about and clarifies the identity of the company. Core values are points to be considered for maintaining proper corporate relations with the media, customers, public, and other business entities. Core values also aid companies in the decision-making processes. In business terms, core values are the rules, regulations, and guidelines that are to be considered for the smooth running of the business. A core value can be anything that the company is best in, such as commitment to providing maximum customer service and satisfaction.

Conclusion

Today's business environment faces many problems such as exploitation of resources, fraud, unfair trade practices etc. The basic reasons behind these problems are lack of integrity, ethics and core values. Ethics, integrity and core values helps to protect the interest of all stake holders, increase the goodwill of the company, earn more profit.



With Best Compliments

We are an integrated Corporate Advisory Company specializing in Company law and allied legal compliances with expertise on Takeovers and Mergers/ Amalgamations with focus on Restructuring/ Integration of businesses.



Asara Management Advisors Private Limited.

Office:
303, Durga Apartments,
Lane adjacent to Yamaha Showroom,
Raj Bhawan Road, Somajiguda,
Hyderabad- 500082

Tel / Fax : 66137278/ 40117278
Email ID: asaraadvisors@gmail.com

A Company driven by expertise and commitment for deliverance.



CS - THE CORPORATE LEADER WITH INTEGRITY, ETHICS AND CORE VALUES

R. Aravind Shrinivas

Student, CS Professional Programme
raravindshrinivas@yahoo.com

INTEGRITY

It is well known that Integrity in simple words means consistency, honesty and truthfulness. It is a quality which should be inculcated in each and every human being.

The famous saying "Honesty is the best policy" pin points the vital role of Integrity in a person and how it influences his/her progress in life including education, career and personal relationships.

Keeping this in mind it is nevertheless important that each and every Company Secretary as an Independent Professional and being a Member of a Prestigious Statutory Professional body should inculcate this precious quality in himself / herself right from his/ her Studentship.

Being a Company Secretary and a Key Managerial Personnel, we need to communicate not only with the Top Management, Board of Directors, Shareholders and other Stakeholders of the Company, but also with the Governmental agencies, Statutory bodies etc. for which we should possess the quality of honesty.

ETHICS

The term 'Ethics' being originated from the Greek word "Ethos" which means 'Character' clearly explains the meaning by itself

**"When Wealth is lost, nothing is lost,
When Health is lost, something is lost,
But When Character is lost, everything is lost"**

- By Kautilya in his "Arthashastra"

Professional Ethics are the moral policies, behaviour and standards expected of Professionals. It includes abiding by the Code of Conduct, Rules, Regulations, Guidelines and Instructions framed by respective Professional bodies, Government and other Regulators.

Company Secretaries being Professionals, should strictly abide by such ethical principles, guidelines, regulations etc from the esteemed institute.

We being the students of such an esteemed profession should gradually equip ourselves with such set of ethical and moral principles.

"Faith in God is incomplete without Love for Humanity"

Company Secretaries shall develop the ethical quality of giving due importance and respect not only to our fellow professionals (members and students of other profession) but also collectively to all the human beings.



13th All India Students Conference of Company Secretaries

A Company Secretary being a key managerial person of a company, he has the right, duty and privilege in influencing the principles and practices followed by the Company. Hence, Company Secretaries can advise the Companies to follow ethical business principles.

CORE VALUES

The 'core values' are principles that guides an organization's internal as well as external conduct. Core values are usually summarized in the mission statement or in a statement of core values.

The main core values are Integrity, understanding, Professional excellence, unity and responsibility. It is clearly understood that Ethics and Integrity are core values. This obviously explains the crucial role played by the core values in the success of a Company

A Company Secretary can be instrumental in formulating or putting in place new core values for a Company and therefore can lay the path for the success of the Company.



With Best Compliments from...



B Chagan Lal & Associates Company Secretaries

H. No. 1-4-879/75/A/1, MCH No. 970, Street No. 8, Bakaram,
Gandhinagar, Near: Vijaya Bank, Hyderabad - 500 080.

Mobile: +91 98858 48210 / +91 99599 88910

e-mail id : bchaganlalassociates@gmail.com



Ethics, Integrity and Core Values of Corporate Leader

By - Vijaya Bhaskara Reddy .K
CS Student
kvbhaskarhcu@gmail.com

“Don't be evil.” Googlers generally apply those words to how we serve our users. But 'Don't be evil' is much more than that....The Google Code of Conduct is one of the ways we put 'Don't be evil' into practice. It's built around the recognition that everything we do in connection with our work at Google will be, and should be, measured against the highest possible standards of ethical business conduct.”

- Code of Conduct of Google Corporation

The global financial crisis that was triggered in the USA in 2008 and which is now haunting the Europe and rest of the world has wide ranging effect on the Economy of various countries. Certainly an important one among such effects is – it brought the Question of Ethics in Business to the centre of the contemporary discourse. Now, hardly there is any part in the world where people haven't discussed the ethical crises of the present-day capitalism.

The resultant people's movements, most famous of them being the Occupy movement, have shaken the conscience of the West, and have questioned some of the most celebrated values of the corporate world such as “Greed”. They have questioned the very capacity of the corporate world to conduct itself in an Ethical fashion. There could be no appropriate juncture than this to reflect upon the theme of Ethics, Integrity and Core Values of Corporate Leadership.

In this paper, I have examined the Ethics of Corporate Leadership as a social and historical phenomenon and derived some broad ethical propositions, rather than prescribing some of the plausible values which a corporate leader could cultivate and nurture further. This was because of the need I felt for understanding of rudimentary aspects of business ethics and to put things in perspective.

Ethics of Corporate Leadership – A Historical Overview

Like in any other walk of life, the business and its leadership are also expected to adhere to certain ethical standards in carrying their business. However, the relation between the ethics and business has always been rather problematic, due to different reasons. From the very beginning, the businesses never considered deontological imposition of ethical standards as a desirable act. A strong opinion has been maintained by business community that business doesn't need to adhere to ethical standards or any other code of conduct, except to the law of the land.

In the 70s, Laissez-faire thinkers such as Robert Nozick and Milton Friedman have vehemently argued that the purpose of business must not be confused with any social or ethical obligation. In his famous New York Times Magazine interview, Friedman argued that – Business of Business was Business and the only social responsibility of the business was to increase its profits, for its shareholders. He maintained that corporate executives and directors are neither qualified, nor do they have the right to do anything other than maximizing profit. All the social responsibilities are responsibilities to the governments and social services agencies, but not to the business, he asserted.



13th All India Students Conference of Company Secretaries

One of the understandable cases made in favour of the businesses is that -they often operate on toughest of the terrains and in roughest of the weathers, facing a lot of hurdles on a regular basis. Standing, size, reputation...nothing can save a company from its ill-fate when it approached. Hence, they must always strive to protect their self-interests.

Ethics of Corporate Leadership in a Changing World

However, the corporations overemphasizing such practical problems and granting themselves the license to behave in an unruly fashion would only form another extreme. The role of the American corporate giants in making of the recent global financial crisis and their behavior during the recession and post-recession periods had made it amply clear that these corporations would always like to have the luxury of non-regulation and in turn non-confirming conduct.

Besides the lessons from the ongoing financial crisis, the other factors such as the expansion of knowledge economy, mounting environmental concerns such as Global Warming, rapid depletion of natural resources like fossil fuel, pressing need for sustainable development, government slow but increasing efforts for environmental protection, raising aspirations of working class and increasing vigilance of the media over the conduct of the businesses have necessitated the corporate world to rethink the fundamental assumptions of business ethics, in a positive manner. Today, the corporations across the world are accepting – at least in principle -that they too have social responsibilities to oblige.

Ethics for Modern Corporate Leader

I would like to share the three broad ethical propositions, which I have derived from discussion so far.

The first proposition is –a corporate leader shall acknowledge “positive societal role of business”. Still Friedman's influence is considerable and many influential business leaders echo with him. For example, still the American Inc. has not still accept the “Global Warming” as a looming reality and it always tries to negate the questions which it think are against to its interests. Hence, the very acceptance of a positive role of business and execution of such thought process would itself make a lot of difference.

The second proposition is – a corporate leader shall develop the “Societal Competence” to understand the social dynamics and relation of his/her business to the society. Björn Edlund, a Dutch public relations specialist observed that all the CEOs he had worked with had felt the real need to orient themselves regarding the role business in society only once they were selected to that position; and lacked the opportunity to develop their “societal competence” along their career path. A corporate leader shall make conscious efforts to develop his/her societal competence so that they can operate the corporations in a more responsible manner.

The third ethical proposition is - a corporate leader shall strive to preserve and enhance his/her ethics and values. The conduct of the business will become impossible without the people within them maintaining certain ethical standards. Indeed, many corporations expect their employees and leaders to observe several values such as honesty, reliability, fairness and self-discipline.

And the most important of them is – Integrity, which is a culmination of character, capacities, skill and attitude of an individual; sum total of all positive traits of a human being. Possessing and maintain such a sound ethic is one of the prerequisite for to become a corporate leader. According to Mr.P.S. Rao, Practicing Company Secretary and former



13th All India Students Conference of Company Secretaries

Member of Secretarial Standard Board, “Integrity of the Corporate Leaders is strength of the capital markets of a country, markets and economies will collapse when Corporate Leaders fails to maintain their integrity.”

Core Values of Corporate Leadership

Core Values of a corporation provide guidance to its all operations and they cover all aspects of respective corporation. In other words, the “core value” is the “core” of the corporation or what that particular corporation is all about! Those values could be stated or unstated and functional or ethical or a blend of both.

According to Steve Jobs, the founder of Apple Corporation, the corporations must be remembered by their core values and such values must remain constant despite the change in the outside world. This statement of Jobs speaks volumes about the centrality of core values to a business corporation.

How does a corporation can identify its core values which would endure the change of the time? Here comes the vision of a corporate leader. As a leader, Jobs fully knew what must be the central value(s) to his corporation and the strength of such value(s) to endure the change.

It was the similar case with several other bright business leaders who created the corporations and wealth out of their passion. They brought their most cherished values into business and redefined the very orientation and purpose of it. Prof. Muhammad Yunus, a Bangladeshi Economist and Noble Peace Prize Winner, had innovated the “Micro Finance”, not because of his expertise in banking, but because he was a value-driven man.

Google is another great corporation that has an exemplary track record in terms of its core values. Don't be evil! - the famous unwritten motto and core value of Google Corporation came out in a meeting when the start-up team members of Google sat down for a meeting to decide upon their core values. Google many a time stuck to its unstated core value. It took the pressure from the governments to protect the privacy of its users, and shutdown the China operations in protest to Chinese government efforts to impose stringent censorship norms, despite the economic loss.

The Code of Conduct of Google Corporation reads as following –

“Don't be evil.” Googlers generally apply those words to how we serve our users. But 'Don't be evil' is much more than that....The Google Code of Conduct is one of the ways we put 'Don't be evil' into practice. It's built around the recognition that everything we do in connection with our work at Google will be, and should be, measured against the highest possible standards of ethical business conduct.”

Core Values of a corporation is nothing but the Core Values of its leaders. While the genuine leaders changed this world by contributing their most treasured values to the business, the counterfeits have rendered the Core Values to mere a game with fashionable slogans. As future corporate leaders, every one of us will have to take sides as to the Core Values of our business. In such occasions, those who are guided by the principles such as creativity, fairness, courage and integrity will make all the real difference.





INTEGRITY, ETHICS AND CORE VALUES FOR AN ORGANIZATION

By-Salman Lanani
CS Student
salman.lalani@rediffmail.com

CORE VALUES

Oxford Dictionary Meaning: The central belief, principles of an organisation or a person.

In a human body heart is the core of all the organs, but other organs are also equally important i.e. they co-exist and make the body function. Same is the case with core values and other values.

Core values are principles that guide an organisation's internal conduct as well as its relationship with the external world.

Core values of an organisation are usually summarised in the mission statement or in the statement of core values.

Some examples of core values:

1. Integrity
2. Value for money
3. Innovation
4. Transparency
5. Equality in hiring
6. Service

INTEGRITY

The oxford dictionary meaning of integrity is the quality of being honest and having strong moral principles (personal and professional).

Accordingly, the principle calls upon the professionals to adhere to honesty and straight forwardness while discharging their respective professional duties.

The following acts of professionals would help comply with the Integrity principle

- ❖ Avoid being involved in activities which would impair the goodwill of the organisation
- ❖ Communicate adverse as well as favourable information with those concerned
- ❖ Refuse any gift or favour which could influence actions taken or to be taken
- ❖ Refuse to get involved in any activity which would adversely affect the achievement of an organizations objective.

ETHICS

The oxford dictionary meaning of ethics is moral principles that control or influence a person's behaviour.



13th All India Students Conference of Company Secretaries

Ethical behaviour implies following number of principles such as honesty, equality, integrity, confidentiality, equal pay etc.

Ethics is the most important part of a person and organisation. It is the basis for the formation of core values of an organisation and integrity is also a part of ethics i.e. it is master set which comprise of core values and integrity.

Gandhiji advised people to follow ethical principles when it came to doing anything.

He listed the following seven social sins each relating to different aspect:

- i. Politics without Principles.
- ii. Wealth without work.
- iii. Commerce without Morality.
- iv. Knowledge without Character.
- v. Pleasure without Conscience.
- vi. Science without humanity.
- vii. Worship without sacrifice.

Advantages of following ethics in an organisation:

1. Improved society
2. Easier Change management
3. Strong teamwork and greater productivity
4. Enhanced employee growth.
5. Ethics programs help guarantee that personnel policies are legal.
6. Ethics programs help to avoid criminal acts of omission and can lower fines.
7. Ethics helps to promote a strong public image.
8. Ethics programs help to manage values associated with quality management, strategic planning and diversity management.

And at last the biggest disadvantage of behaving unethically for a person is that, unethical behaviour results in unspeakable restlessness, tension, secret fear and loss of peace.

Why people behave unethically in an organisation?

Conflict of interest and lack of ethical values are the main reason as to why people behave unethically in an organisation.

A conflict of interest exists when a person must choose whether to advance his or her own personal interests or those of the organisation. For example, a bribe is a conflict of interest because it benefits an individual at the expense of an organization or society. Conflicts of interest need not be financial i.e. they can take other forms also such as causing unhappiness to others, cheating to win a competition, etc.



Unethical practices of an organisation with different Stakeholder which mainly exists due to conflict of interest:

1. **Relationships with suppliers and business partners:**
 - a. Bribery
 - b. Discrimination between suppliers
 - c. Dishonesty in making and keeping contracts
2. Relationship with customers
 - a. Unfair pricing
 - b. Cheating customers
 - c. Dishonest advertising
 - d. Research confidentiality
3. Relationship with employees
 - a. Discrimination in hiring and treatment of employees
4. Management of resources
 - a. Tax evasion
 - b. Misuse of organisational funds
5. Increased risk of employees making unethical decisions
6. Increased tendency of employees to report violations to outside regulatory authorities (whistle blowing) because they lack an adequate internal forum
7. Inability to recruit and retain top people
8. Diminished reputation in the industry and the community
9. Significant legal exposure and loss of competitive advantage in the marketplace.

Mr. Aga Khan in his address to University of Alberta graduates, his Highness explained that it “was the responsibility of the educators everywhere to help develop 'ethically literate' people who can reason morally whenever they analyse and resolve problems, who see the world through the lens of ethics, who can articulate their moral reasoning clearly- even in the world of cultural and religious diversity- and have the courage to make tough choices. And it is clear that the quality of ethical leadership throughout society can in great measure be served by our educational institutions.



With Best Compliments from



DS RAM & ASSOCIATES

**Plot No-407, Nirmal Towers, SAI BABA TEMPLE LANE,
SOMAJIGUDA CIRCLE, HYDERABAD.**

Mobile: 9848243356

With Best Compliments from...



Bhaskara Rao & Co

CS Bhaskar Rao Vemuri

CS Hari Kishore Babu

**Plot No.103, Badam Sohana APTS
Beside Dega Towers, Rajbhavan Road,
Somajiguda Circle, Hyderabad**



PERSONAL AND PROFESSIONAL ATTRIBUTES FOR SUCCESS

By - Sowmya Malladi

Student, CS Executive Programme

Email - sowmya1152@gmail.com

A person's action is ethical only if that person is willing for that same action to be taken by everyone who is in a similar situation. In simple words, treat others, as you would like them to treat you.

A person should never treat another human being simply as a means, but always as an end. This means that an action is morally wrong for a person if that person uses others merely as means for advancing his or her own interests. To be moral, the act should not restrict another people's actions so that they are left disadvantaged in some way.

- *Philosopher Immanuel Kant*

INTRODUCTION

Technology is changing the world at a frightening speed. Professionals should therefore develop competencies that are not only based on sound and proven theories and concepts, but are also laced with practical and contemporary issues and dimensions. They need to be creative and possess and demonstrate qualities and characteristics that they would advocate as signals of success. From effective time-management, self-awareness, self-organization and self-confidence to updating knowledge, networking and effective communication skills – all these should not only be mere percepts and concepts, but possessed, practiced and demonstrated by a professional in his day-to-day life.

DEFINITION OF PROFESSIONAL

When asked to define a “Professional”, many would emphasize on traits such as intelligence, toughness, determination and vision – the qualities traditionally associated with a professional. Such skills and traits are necessary but insufficient for today's professional. Although a certain degree of analytical and technical skills are required for success, yet studies indicate that emotional competency may be the key attribute that distinguishes outstanding professionals from those who are merely average. In today's talent-centric workplace, since there is no dearth of qualified and talented professionals, it makes sense to brand oneself as a unique entity. Branding oneself focuses on creating a unique set of values by identifying the stakeholders' needs and developing strategies to satisfy these needs over a long term. In the middle ages, craftsmen marked their wares with a letter or symbol. This mark assured the customer that they were buying a particular artisan's work and provided a guarantee of quality. Professionals should also project themselves as a brand and strive to develop brand loyalty for themselves.

THE CONCEPT OF COMPETENCIES

Competencies are a collection of characteristics such as skills, knowledge, self- concept, traits and motives that enable one to be successful in his interactions with others at work, home, and in the society at large. Basically, a competency is what outstanding performers do more often; do in more situations; and do with better results than average performers. In today's hypercompetitive environment, a successful professional should have a clear understanding of her/his core competencies, which can be leveraged to gain competitive advantage over competitors. Broadly, core competencies can be defined as a collection of skills that make up the essence of a professional's characteristics. It has three main characteristics namely:

(1) It is a source of competitive advantage and makes a significant contribution to perceived customer benefits;



(2) It can be applied to a wide variety of areas; and

(3) It is difficult for competitors to imitate.

EMOTIONAL COMPETENCIES AND PROFESSIONAL EXCELLENCE

On the other hand, competitive advantage is the ability to perform in one or more ways that competitors cannot or will not match. These competencies should ideally be sustainable over a period of time and if not sustainable these should at least be leverageable. It is desired however that before developing any strategy, the Professional should do a thorough SWOT analysis. SWOT is an acronym, which stands for Strength, Weakness, Opportunity and Threat. The SWOT matrix below illustrates how the external opportunities and threats facing a professional can be matched with his/her strengths and weaknesses. Further, it can also help a professional to devise a set of possible strategic alternatives that might not be otherwise considered.

Professionals must nurture their competencies in the race to stay ahead of rivals. Thus, a professional can outperform competitors over longer periods only if he/she can establish a difference that can be preserved.

Broadly speaking, professionals can remain competitive in their profession by following three basic Strategies:

(i) By continuously developing competencies and integrating one kind of competencies with another to create higher order value for all stakeholders;

(ii) By concentrating on core competencies; and

(iii) By translating core competencies into competitive advantages.

Generally, a professional's work involves making judgments in situations where even knowing all the facts does not make it clear what would be the right course of action. Professionals are therefore required to keep their knowledge up-to-date and continuously improve their technical skills. Although knowledge and other technical skills can be of great use, yet they alone cannot guarantee success in one's professional life. Many non-technical skills are also important, these include the ability to work effectively with others, motivate and guide subordinates, and handle stress, all of which involve emotional intelligence.

EMOTIONAL INTELLIGENCE

The concept of emotional intelligence is an umbrella term that captures a broad collection of individual faculties and dispositions usually referred to as soft skills or inter and intra-personal skills that are outside the traditional areas of specific knowledge, general intelligence and technical or professional skills. It has been emphasized that in order to be a fully functioning member of the society one must possess both traditional intelligence (IQ) and emotional intelligence (EQ). Emotional Intelligence is something that can be consciously learnt, imbibed and improved at any point of time, through self-observance, introspection and experience. Although Emotional Quotient (EQ) is gaining importance and widespread acceptance in measuring individual's capacity for success, it is not likely to supplant Intelligence Quotient. Emotional Intelligence only describes attributes that are distinct from, but at the same time complementary to academic/cognitive intelligence.

EMOTIONAL COMPETENCIES

Emotional Competencies are learned capabilities based on Emotional Intelligence those results from outstanding performance in anything one does.





It consists of (I) Personal competencies and (II) Social competencies.

(I) PERSONAL COMPETENCIES

The personal competencies include competencies such as self-awareness, self-regulation, and motivation and stress management. Self-awareness involves knowing one's internal state, preferences, resources and intuitions. It involves how aware one is of his/her feelings and how one view oneself. The skills needed for this are self-control, trustworthiness, conscientiousness, right attitude and innovativeness. Most often it is not the rewards that make one enjoy work but the creative challenge and stimulation of the work and the opportunity to keep learning. Some of the factors that motivate outstanding performers are achievement drive i.e. striving or working towards improving or meeting an ideal standard of excellence, commitment, Initiative, Optimism and happiness.

(II) SOCIAL COMPETENCIES

Social Competencies constitute skills or competencies that determine how one handles relationships. Those who are competent in this sphere of emotional intelligence understand, interact with and relate well to others in varied situations. They also inspire trust and function well as part of a team. Social competence can be broadly divided into aspects such as Empathy, Social Responsibility and Social skills. Empathy is the ability to sense or be aware of, understand and appreciate the feelings and thoughts of others especially without their saying so. It is the knowing and understanding of what, how and why people feel, think and act the way they do. Empathy in fact represents the basic skill of the social competence aspects of emotional intelligence and includes understanding others, developing others, leveraging diversity, and having political awareness. One must not forget that Professionals are a vital element of the society. The society provides them all the resources for effectively operating in the market space. Thus, they have a great deal of responsibility towards the society. Social responsibility can be defined as the ability to demonstrate that one can be a cooperative, constructive and contributing member of the society at large. By helping others one definitely helps oneself. Competencies that collectively form the social skills are communication, influence, conflict management, leadership, change catalyst, problem solving, building relationships, collaboration and co-operation and team capabilities.

CONCLUSION

It is observed that a Professional often faces ethical dilemmas. Professionals in order to gain something, sometimes keep their morality and ethics at stake. Here, it is important to note that the principles laid down by philosopher Immanuel Kant, can be used as a guide to actions:

(1) A person's action is ethical only if that person is willing for that same action to be taken by everyone who is in a similar situation. In simple words, treat others, as you would like them to treat you.

(2) A person should never treat another human being simply as a means, but always as an end. This means that an action is morally wrong for a person if that person uses others merely as means for advancing his or her own interests. To be moral, the act should not restrict another people's actions so that they are left disadvantaged in some way.

Therefore, it is critical for professionals to act ethically at all times and think integrative across diverse disciplinary perspectives to understand and address real world problems, which are complex, dynamic and uncertain.





PERSONAL AND PROFESSIONAL ATTRIBUTES FOR SUCCESS

By - Shinumon. K

CS Student

bygachristy@gmail.com

The business environment is a combination of ethics, legal practice, best management practices and financial management. Company secretary is the key person who implements all these in an encouraging environment. He represents the interest of all stakeholders of the company. So he should have some professional as well as personal qualities. This article deals with some personal and professional attributes for success.

Desire alone is not sufficient but commensurate effort is also needed, in order to be succeeded. Hard work and sustained effort is the basic factors behind every success. To be a successful person firm determination, burning desire to achieve a clear goal, an appropriate attitude, good planning together with adequate efforts are required. The following are the factors required to be successful in life;

- ❖ Character
- ❖ Optimism
- ❖ Be true to yourself
- ❖ Managing time
- ❖ Communication skill
- ❖ Empathy
- ❖ How to behave with others
- ❖ To encourage creative thinking

1. Character

Character is the most important aspect of a person. It is made up of principles and values that govern the life. Character of a person reflects his personality. True character begins at home. Our families provide the opportunity to nurture it. Character includes integrity, honesty, fairness, and generosity. Who we are more important than who we appear to be. The essential ingredients for character growth are; trust, being loyal to those who are not present, admitting your mistake, listening, empathizing and appreciating. Character is an essential attributes for being successful in life.

2. Optimism

Optimists fare better than pessimists in almost every aspect of life, often achieving more and enjoying greater social success. Optimistic people are also less susceptible to depression and physical ills. The optimist attributes failure to temporary causes. He doesn't let one set back contaminate his whole life. When things go wrong, he looks for a new approach. Mind is the basic factor for success. To have a healthy mind is an important thing for success. So in order to be successful in life a person should have healthy mind which consist of self-confidence and courage.

3. Be true to your self

Integrity means having a personal standard of morality and ethics that does not sell out to expediency and that is not relative to the situation at hand. The following principles should be kept in mind;

- ❖ Stand firmly for your convictions in the face of personal pressure.
- ❖ Always give others that is rightfully theirs
- ❖ Be honest and open about who you really are.

Self-respect and clear conscience are powerful components of integrity and are the



basis for enriching your relationship with others. Integrity means you do what you do because it is right and not fashionable or politically correct.

4. Time management

Time and tide wait for no one. So time should be managed efficiently and effectively. An important principle about time management is, prioritize, decide what you want in your life and put that first. Company Secretary is appointed for ensuring all activities are done in proper time and in an efficient manner. So time management is an attributes for success.

5. Communication skill & Leadership

Great communicators are made and not born. It simply means that communication skills are an essential element of leadership and one cannot become an effective leader without possessing the virtue of communication. The ability to make a connection is central to a leader's success and that can only be achieved with the help of proper communication skills.

It is believed that communication is the most important leadership skill. If we look closely at it, we find most of the leaders spend maximum time of their lives communicating with clients, people, staff, investors, the media and other ones. Even in the corporate world, people like Jack Welch, Steve Jobs, Bill Clinton and Sunil Mittal etc. are believed to possess great communication skills. So communication skill and leadership helps to be successful in life.

6. Empathy

To show empathy is to identify with another's feelings. It is to emotionally put yourself in the place of another. The ability to empathize is directly dependent on your ability to feel your own feelings and identify them. If you have never felt a certain feeling, it will be hard for you to understand how another person is feeling. This holds equally true for pleasure and pain. If, for example, you have never put your hand in a flame, you will not know the pain of fire. If you have not experienced sexual passion, you will not understand its power. Empathy begins with awareness of another person's feelings. It would be easier to be aware of other people's emotions if they would simply tell us how they felt.

7 Encourage creative thinking

- ❖ Approach the issue without preconceived notions and without connecting it to an earlier issue or to its solution.
- ❖ Keep aside your decision till you gather the facts and think about the issue.
- ❖ Be prepared to face some problems.
- ❖ Consult others who are not connected with the issue so that you have different opinions before deciding.

8. Simplify your life

Simplify means becoming aware of the ways, big and small, that we expend money, time and energy, and then taking steps to curb the waste. Simplify the life means live simply live better. A simple life has a different meaning and a different value for every person. For me, it means eliminating all but the essential, eschewing chaos for peace, and spending your time doing what's important to you. However, getting to simplicity isn't always a simple process. It's a journey, not a destination, and it can often be a journey of two steps forward and one backward. In order to be successful in life everybody should led a simple life

Conclusion

There are many ways to be success but hard work and desire is the key elements for success. Being success full in life and in profession are two different things. Those who have reached pinnacles of glory are also undergone difficulties and feelings of helplessness at some point their life. But they have given mind to their life and with their ceaseless efforts achieved happiness and status in life. An intelligent person is one who can face issues courageously and fight. Self-confidence is the strength. So character, optimism, honesty, communication skill, empathy, behaviour, creative thinking, time management and simplicity are the attributes for personal and professional development.





TECHNOLOGY –STRONG ENABLER

By - Priyanka Rajora

CS Student

Email - priyankarajora92@gmail.com

We, we the Company Secretaries are there.....

To connect with people in the corporate world,

To build a relationship out of deeds and agreements and form ventures,

To liaise with corporate institution,

To join and diverse with mergers and amalgamations,

To formulate strategies for negotiations,

To provide an opinion for tax implications,

To open the gates for IPR,

To enter the new vistas of capital market.....

One need,

We, we the Company Secretaries.

Is it possible without technology?

Might be in the pre technology period but when you look at post technology scenario even six years old child is a techno champ, so imagine a corporate world without technological development, such a competent world would be incompetent without techie Company Secretaries.

Now imagine a domestic CS techie housewife Mrs.Heer, getting up in the morning with i-phone and listening to music enjoying herself she opens the electronic gas stove and preparing food within 15 minutes. Her husband Mr.Rockstar Jordan after having lunch calls his wife to consult on the appointment of the Director and guide her to read Company Law book. The dear techie wife says her husband, "Please give me 10 minutes". Husband replies 10 minutes not possible. The dear techie Heer, applying her skills, go for yahoo group and put the query, search on Google and advises the exact remedy. Now Mr. Jordan is successful in complying with the requirements of appointment of Director.

A 10 minutes magic of technology could make wonders then we can imagine a one day nine hours schedule of a Company Secretaries might be ruling the world. The real life situation seems to be so interesting then with the technological updation our corporate life may become more happening and enjoyable.

After knowing the technological aspects it would be interesting to know the meaning of technology in Company Secretaries life .The literal meaning of technology is nothing but practical application of knowledge and an inclusive definition would enhance the word technology more practically. Thus, technology includes all tools, machines, utensils, weapons, instruments, communicating and transporting devices and the skills by which we produce and use them.

What a CS mean by the term technology?

Is it just browsing on M.C.A website, e-filing, e-documentation?

"It's much more"

A CS has to involve his life in a techie world ..



13th All India Students Conference of Company Secretaries

“Faster Communication = Better Communication”

; it requires a CS to be technologically updated. Might be over 30000 CS are ruling the world with their Global Corporate Governance.

But, I have learnt that, the pre technology scenario defeats our background of CS career. In old days people during the seasonal months of form filing and registration used to stand in a queue for 24 hours at ROC offices to submit returns, this takes away even the ethical norms of business as it exceeds the business hours. The poor trainees have to struggle for their career, During IPO's listing process used to take 4 to 5 months. Now the ICDR Regulations kept a minimum limit of 7 days as they understand the increasing pace of technology.

It would be interesting to know how technology upbeats the old scenario and gives a new dimension to the CS career making him a global leader. Technical skills would make the CS grow stronger with competitive global world,

To build a great foundation, firstly we need to have a great techie education system. Looking at the perspective of ICSI providing online coaching, online registration, online payments, we could say that we are on a great verge of building the strong roots for a techie CS. It is making the job easier for students and improving the banking transactions trying to involve a student into the life of Internet. We must salute our ICSI for such a dynamic change. Even, the Internet is a new platform for business relationships.

Let's say you have an electronic contract which you need to distribute to another party over the internet.

With internet tools like www or e-mail, you gain a lot compared to paper work as there is no guarantee that in paper work the contract has been signed or not. No assurance that the contract is authenticated.

Basically, E-contracts are better than the paper work.

By the Companies Act, it is made compulsory that the MOA and AOA must be submitted in computer laser printed documents. Hence, now the Act is becoming stringent towards e-governance of companies.

E-governance is the application of IT to the process of Corporate functioning to bring about SMART GOVERNANCE for better speed efficiency and transparency. We are growing smart by reducing paper work and enhancing Go Green initiative. Hence, I can name our profession as “CS-A nature guard”.

IT is facilitating a lot into the field of CS like in the world of globalization, telecommunication, transportation, transparency and good governance through video conference, digital signatures, E-IPO and much more. Just we need to change our attitude, ability to adopt changes, innovative and creative team to emerge with global scenario and make CS –A Global Leader.

Imagine without e-filing, might be the government officials have asked for bribe to rotate the file further, without DIN a director might have defaulted in filing returns. Hence, a technology by M.C.A portal is transparenting the transactions of defaulting company.

Now we could imagine a happy life of a CS with technology.

By clicking a button you can get a world full of information, a CS doesnot need to go beyond all bulky books to be answerable to Managing Director.

Now we have got all process available at sites such as www.buyback.com, www.section297.com, www.e-ipo.com, etc.

Using information technology a CS acquire a win-win platform. Now we need to be online everytime. See the new



13th All India Students Conference of Company Secretaries

emerging avenues in to technological field , which makes a CS a great Corporate Leader through time management practices.

Do you think that with this technology we can achieve what we are aiming at ?

No, we need to be more technologically grow strong.

I could suggest some ideas for future wellbeing of CS.

We can see a development in science as an unmanned satellite have reached the planet Mars in search of life .

By inspiring with this people I can think of an unmanned corporate world where the data is feeded into a corporate robot to comply with all regulations. I think the CS community would never accept these ideas which would take their bread and butter. But, I aim at techie CS inventing this Corporate Robots.

We could even make online solutions for various legal cases by inserting software having all solutions to the previous judgements. So that people need not depend on Indian Judicial System where a common man has to rub his shoes for justice. An online justice would save his time and money.

This is my dream that we become, "CS -Techie Global Leader".



With Best Compliments from...

Sarojini Naidu Vanita Maha Vidyalaya

(Affiliated to Osmania University)

*Sponsored and Managed jointly by the osmania Graduates
Association & the exhibition Society*

Exhibition Grounds, Hyderabad. 500 001.



Do not follow where the path may lead. Go instead where there is no path and leave a trail.

-Harnold R McAlindon

LEADERSHIP

With great power comes great responsibility

By - Sravya Katta

CS Student

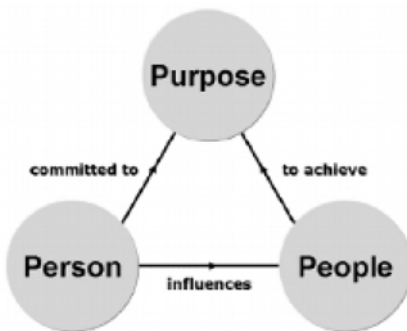
Email - sravyakatta22@gmail.com

In this present world the people around exist to help companies excel the effectiveness of those in charge and that is the company secretary. He is the SUTRADHAR in the true sense of the term meaning SOLUTION. His right advice can ultimately benefit everyone involved in the company by enhancing the trust of corporate which will automatically increase the economic value. The success of the company is often met by allowing those in charge to use a variety of personal talents and leadership skills to help keep the company on the path to a planned vision.

. The Company Secretary must have a deep-rooted commitment to the goal that he will strive to achieve.....

- ❖ He is an individual who blends extreme personal humility with intense professional will.
- ❖ He makes productive contributions through talent, knowledge, skills, and good work habits.
- ❖ He contributes to the achievement of group objectives; works effectively with others in a group setting.
- ❖ He is the person who bridge the gap between the company and the third party.
- ❖ He organizes people and resources towards the effective and efficient pursuit of predetermined objectives.
- ❖ He is the one who takes companies from good results to great results

A leader is "a person who influences a group of people towards the achievement of a goal". A mnemonic for this definition would be 3P's - Person, People and Purpose as illustrated by the following diagram.



"The very essence of leadership is that you have to have vision. You can't blow an uncertain trumpet."

- Theodore M. Hesburgh

Vision:

If there is anything that brings the leader to the top is the vision he had once. A clear, passionate, straightforward yet vivacious vision should be clear in the mind of the leader.

If the vision loses its clinch of a laser you might see a disappearing leader. A dedicated leader with a clear path can think of defeating the obstacles, however If a leader cannot code or decode the vision with clarity, the leadership skills are in the shades of gray. Company Secretary as a leader brings good health to the organisation.



“He is the LAUNCHER to the ROCKET.”

The four pillars of an organization are Leadership, Management, Command, and Control. They are important for every leader and manager to understand because they directly drive the organization. Used properly, the business will grow; used improperly, the business will sink.

The four pillars need to be in harmony with each other. As the diagram below show, when one or more of them is too strong, the organisation falls out of balance:

While all four processes have their place, they are not implemented separately, but rather in concert. In the example of implementing a new social media tool for increasing informal learning:



- o Command communicates the vision or goal to the best people who can implement it. Through the process it also adjusts to new knowledge and refines the vision.
- o Management allocates the resources and helps to organise the activities that will make it a reality. This is normally a continuous process, rather than a single activity.
 - “Management is doing things right, leadership is doing the right things”
- o Leadership helps to guide, coach and motivate the people to do their best throughout the entire process.
- o Control reduces risks, which in turn makes the process more efficient.

If you don't believe in the messenger, you won't believe the message.

Studying the characteristic of leadership is useful because we tend break things into characteristics to make big concepts easier to handle.

1. **Empathy:** Creating a legitimate rapport with your staff makes it less likely to derail the group. When your team knows that you are empathetic to their concerns, they will be more likely to work with you and share in your vision.
2. **Consistency:** By setting an example of fairness and credibility, the team will want to act the same way.
3. **Honesty:** Those who are honest, especially about concerns, make it far more likely that obstacles will be addressed rather than avoided. Honesty also allows for better assessment and growth.
4. **Direction:** By seeing what can be and managing the goals on how to get there, a good leader can create impressive change.
5. **Communication :** Communication is often a key strategic enabler in today's highly competitive world. It involves communication with both internal employees and also externally with customers, business partners and other stakeholders. A well-managed, sustainable and consistent communication agenda or initiative can reap long-term dividends for a company. Annual shareholder meetings are well-attended, and shareholders feel positive about the long-term prospects and profitability of the company.
6. **Flexibility:** Not every problem demands the same solution. By being flexible to new ideas and open-minded enough to consider them, you increase the likelihood that you will find the best possible answer.



7. Conviction: A strong vision and the willingness to see it through is one of the most important characterizes of leadership. The leader who believes in the mission and works toward it will be an inspiration and a resource to their followers.

The leaders don't think "I." They think "we"; they think "team"

Leadership sometimes could be very intriguing. Everyone knows the challenge and complexity of leadership. Everyone knows the enormous demands placed on a leader. Of course, there is recognition and adulation also for leaders. But, when will it come? Leaders are celebrated when they become successful in what they take up. In the sense, they are celebrated after they travelled the path. However, can we imagine the troubles and sacrifices that a leader would have encountered during the journey?

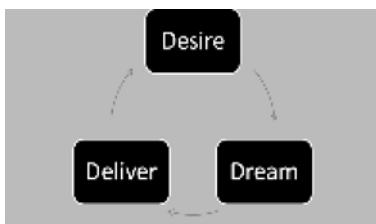
What prompts a person to plunge into leadership, knowing very well the travails of such a path? Adulation is not guaranteed at the beginning of the journey. In such a scenario, what keeps a leader going? Why do they take up leadership as a responsibility?

3-D Model offers a conceptual model to understand the essence of leadership in a simplified way. The proposition here is that the journey of leadership begins and continues with these 3 Ds viz., Desire, Dream and Deliver.

Desire: It is the compelling urge of an individual to make a difference in the chosen area. For a person driven by a deep desire, it is the passion to perform that offers enormous energy to carry out the pursuit of leadership.

Dream: While desire gives the necessary momentum to take the plunge, it is the dream that offers a better articulation for the pursuit of leadership. It helps channelling the energy towards a set direction.

Deliver: In order to see the results on the ground, a person needs to drive multiple stakeholders on a sustained basis. The energy and skills of a leader will be put to test during this phase.



Consider giving up any ONE of the three Ds and visualize how such leader will fare. It will offer interesting scenarios for self analysis for a leader. Consequent to such deep introspection, he can devise ways to address any gaps and emerge as effective leader.

Leadership Development Wheel

Though Leadership is defined in many ways, most contemporary definitions directly or indirectly focus on the impact of those in leadership positions on their organisation and its members. In view of such definitions, managers cannot be considered to "lead" unless they in some way transform shape or influence the organisational context of members and the way in which they approach their work and interact with one another. The effectiveness of the leader, therefore, depends on the magnitude and direction of - as well as the strategies used to achieve - this impact.



"If we always do what we have always done, we will probably get the results that we have always got".
-Rosabeth Moss Kanter

"The task of the Company Secretary is to get the company from where it is

To where it has not been"



Leadership from the front

BY- M.Rakhee Jain

Student, CS Professional Programme

Email - rakheejain1010@gmail.com

When we think of great leaders, we think of Mahatma Gandhi, swami Vivekananda, Sardarvallabhai Patel, Nelson Mandela, Martin Luther King Jr., Abraham Lincoln, and Gandhi. Leaders are the ones who are strong enough to shoulder responsibilities, but sensitive enough to understand the common man's problems. Leaders are one who are tough enough to fight, tender enough to cry, human enough to make mistakes, humble enough to admit them, strong enough to absorb the pain, and resilient enough to bounce back and keep on moving.

How many of us have experienced a workplace situation where a so-called "leader" was never to be found. When things got tough and someone needed to step-up, he or she was invariably off having coffee somewhere, or muttering a host of excuses/ reasons as to why they couldn't actually do what was needed at the time. Most of us know and would have also experienced such situations quite often.

When we take a leadership role (formally or informally), others look at us for vision and direction especially in tough times. As we are all aware, Company Secretary is a high profile, managerial position in companies. Thereby we have the responsibility to direct the board of the company to work in accordance to the governance and corporate laws of the country. Our role here is to be a Global Leader in development of Professionals Specializing in Corporate Governance.

Our responsibilities as Company Secretaries do not stop at the senior managerial or board level. We need to ensure proper running of the administration of a company which involves looking into contracts formed with customers or regulatory bodies, property administration, overlooking the management of employee benefits schemes such as pension funds or employee shares, insurance administration, financial accounts and so forth.

As such we have a wide range of responsibilities upon our shoulders. It is not enough if we just relate our responsibilities to our profession and fulfill them. To derive real success, we need to have a sense of realization and awareness not only towards the above said responsibilities but also realize the importance of our role in the broader sense of overall development of the society.

Strong leadership in adverse times helps win the trust of the stakeholders, making it more likely that they will stand by in the hour of need. As leaders who dream of growth and progress, integrity is our most wanted attribute.

Playing the role of leaders, we have a great role to motivate and inspire people around us. We should have the ability to influence a group towards the achievement of goals. We should be able to make realistic assessments of the environmental constraints and resources needed to bring about change.

Leadership is about making people say, 'I will walk on water for you.' It is about creating a worthy dream and helping people achieve it. This, to a great extent depends on the fact that, how much trust can we build among people. And to create trust, the leader has to subscribe to a protocol of behavior that enhances the confidence, commitment and enthusiasm of the people.

By setting an example, we can portray true leadership at all the fronts and make valiant efforts to pave way to the overall development of the profession and the nation in the broader sense. If our body language is not strong in the sense of



13th All India Students Conference of Company Secretaries

commitment to what we are saying – then those who will be receiving it will not have the confidence, the commitment or the desire to put them at risk or beyond the norm.

A competent leader can get efficient service from poor troops, while on the contrary an incapable leader can demoralize the best of troops.

As we realize that leadership is one quality that we, as Company Secretaries, need to possess to achieve all-round development, we realize that attaining leadership qualities is not that easy. A leader must be a man of Integrity, Dedication, and humility, Openness, Creativity, Fairness and Assertiveness. These qualities are gained only through constant efforts and practice.

Dedication means spending whatever time or energy is necessary to accomplish the task at hand. A leader inspires dedication by example, doing whatever it takes to complete the next step toward the vision.

Humility recognizes that they are no better or worse than other members of the team. A humble leader is not self-effacing but rather tries to elevate everyone.

Openness means being able to listen to new ideas, even if they do not conform to the usual way of thinking. Good leaders must be able to suspend judgment while listening to others' ideas, as well as accept new ways of doing things that someone else thought of. Openness builds mutual respect and trust between Colleagues and followers, and it also keeps the team well supplied with new ideas that can further its vision.

Creativity is the ability to think differently, to get outside of the box that constrains solutions. Creativity gives leaders the ability to see things that others have not seen and thus lead followers in new directions.

Fairness means dealing with others consistently and justly. We must check all the facts and hear everyone out before passing judgment. We must avoid leaping to conclusions based on incomplete evidence. When people feel they that are being treated fairly, they reward us with loyalty and dedication.

Assertiveness is not the same as aggressiveness. Rather, it is the ability to clearly state what one expects so that there will be no misunderstandings. We must be assertive to get the desired results. Along with assertiveness comes the responsibility to clearly understand others expect from us.

As we are the Global Leaders we should be able to adapt their style for varying situations and to meet the needs of different people because most of Successful Leaders have lots of Personal Impact.

Challenge yourself to question: what are you willing to do, to succeed with your vision and get the job done? Are you willing to ask yourself the difficult questions and make decisions?

- ❖ Set an inspiring example
- ❖ Think fast on your feet
- ❖ Stop making excuses
- ❖ Take care of your team (so they'll take care of you)
- ❖ Respond without overreacting
- ❖ Stay cool while dealing with crises
- ❖ Have the courage to achieve your goals





13th All India Students Conference of Company Secretaries

WITH DEEP GRATITUDE AND THANKS

I am glad to inform that this conference had attracted huge number of delegates from all over the country. The irresistible response, encouragement, help and co-operation received from members, students, corporate and others goes to prove that they are much interested in the growth and development of the profession.

I express my sincere thanks to the dignitaries who have sent messages wishing the conference all the success. Their messages will certainly stimulate us and redirect ourselves to the cause of the profession.

From the bottom of my heart, I express my sincere thanks to the following dignitaries for their gentle presence at the 13th All India Student Conference:

1. Sri Uttam Kumar Reddy, Minister of Housing, Government of Andhra Pradesh
2. Sri Faizan Mustafa, Vice Chancellor, Nalsar
3. Sri Sri Chinna Jeeyar Swamiji

With the cherished desire that the deliberations and the conclusions of the conference to bring value addition to the working knowledge of the delegates, we have enlisted the support of Students, eminent experts, seasoned professionals to address the technical sessions and we express our sincere thanks to :

1. CS Nesar Ahmad
2. CS P V S Jagan Mohan Rao
3. CS Datla Hanumantha Raju
4. CS Rasheda Adenwala
5. CS A G Ravindra Nath Reddy
6. All student speakers

I am indebted to the following sponsors, for their unstinted support:

1. Kalamandir
2. Bharat Group of Institutions
3. Witness Live for magazine support
4. All other sponsors who lend us a helping hand

My gratitude to the following:

- ❖ President, Vice President, Secretary & CEO of the Institute
- ❖ The Central Council Members
- ❖ Chairman SIRC and the Council Members of SIRC
- ❖ Managing Committee of the Hyderabad Chapter
- ❖ Chairman and Members of Various Sub- Committees of the 13th All India Student Conference
- ❖ Members of Hyderabad Chapter
- ❖ P S Rao Associates for organizing the Mock Board Meeting
- ❖ R & A Associates who organized the Mock Annual General Meeting
- ❖ Vishnu Teja, Gaurav Choraria and all other Student leaders and active students who organized the conference
- ❖ Officers and Staff at ICSI-Hyderabad Chapter Office, Hyderabad led by CS Chandrasekhar, Executive Officer
- ❖ Management of Global Peace Auditorium
- ❖ Vendors who supported for the conference

If any ones name is not mentioned here, it is not intentional and I thank each one who are directly or indirectly extended help and support in making the 13th All India Student Conference a grand success.

Thanks to one and all.

CS Shujath Bin Ali

Chairman, Hyderabad Chapter of ICSI

With Best Compliments from...

r & a

associates

company secretaries

Head Office

R & A Associates Corporate Legal Services firm
101 Saptagiri Residency, 1-10-98/A, Chikoti Gardens, Begumpet
Hyderabad, India 500016
Phone: 91 40 4003 2244 - 2247, **Fax:** 91 40 4003 2255
Email: rnahyd@rna-cs.com

Some Places of interest at Hyderabad



Charminar

The Hyderabad's best known historical landmark was built in 1591 by Mohammad Quli Qutub Shah to safeguard the city against the outbreak of cholera in the late 16th century. The famous Lad Bazar is also located here where the colorfully stone Bangles and other boutique are available.

Birlamandir - A temple of Lord Venkateshwara Swamy:

A breath taking view of the city can be seen from the top of the temple, a monument of splendor and magnificence in marble.



Golkonda Fort -The capital and fortress city of the Qutb Shahi kingdom

The most remarkable feature of the fort are its acoustics, where by a clapping of hands at the entry gate can be heard at the top of the fort which is 61 meters high. Water was raised by an ingenious system through laminated clay pipes and Persian wheels to cool the roof gardens and high walled palaces.

Birlamandir - A temple of Lord Venkateshwara Swamy:

It has boating facility for a joy ride in the water of Hussain Sagar and in the midst of the lake a 60 feet statue of Lord Buddha, the tallest monolith statue, alongside the Lumbini Park with star attractions of Floral Clock and Musical Fountain.



Various Activities at Hyderabad Chapter of ICSI



5K Green Walk



Career as a CS

Event at Ramakrishna Math



Volunteers for 13th All India Student Conference



Success Meet June 2012 CS Result