



**ICSI CODE OF CONDUCT AND ETHICS
FOR COUNCIL MEMBERS AND
SENIOR MANAGEMENT
OF THE INSTITUTE**



**THE INSTITUTE OF
Company Secretaries of India**

भारतीय कम्पनी सचिव संस्थान

IN PURSUIT OF PROFESSIONAL EXCELLENCE

Statutory body under an Act of Parliament

(Under the jurisdiction of Ministry of Corporate Affairs)

ICSI CODE OF CONDUCT AND ETHICS FOR COUNCIL MEMBERS AND SENIOR MANAGEMENT OF THE INSTITUTE

(As approved by the Council in its 275th Meeting dated 26th-27th March 2021; amended by the Council in its 286th Meeting dated 21st July, 2022, 313th Meeting dated 19th December, 2024 and 325th Meeting dated 11th January, 2026)

INTRODUCTION

In an evolving governance environment marked by heightened expectations from members, students, regulators, government, and other stakeholders, those entrusted with policy formulation and decision-making responsibilities are expected to adhere to the highest standards of ethical conduct, integrity, and accountability. Recognizing this imperative, the ICSI Code of Conduct and Ethics for Council Members and Senior Management (**hereinafter referred to as the “Code”**) has been framed to establish a clear and consistent framework of ethical principles and behavioural standards.

The Code is designed to assist in defining appropriate personal and professional conduct, to provide guidance in the identification and resolution of ethical issues, and to help the Members of the Council and the Members of the Senior Management of the Institute to maintain a culture of honesty, integrity, transparency and accountability. The principles embodied in this Code are fundamental to the credibility, effectiveness, and reputation of the Institute of Company Secretaries of India, and are vital to safeguarding the interests of its Members, students, and the wider ecosystem, including government, regulators, trade and industry, and other stakeholders.

The provisions of the Code are supplementary to, and not in substitution of the Code of Conduct applicable to the



Members of the Institute and the Code of Conduct prescribed under the ICSI Service Rules, 1979 for Members of the Senior Management. Every Council Member and Member of the Senior Management must comply with the Code in letter and spirit.

For the purpose of this Code, ‘Senior Management’ would comprise all functional heads.

APPLICABILITY OF THE CODE

The Code applies to the Members of the Council (excluding Government Nominees) and the Members of the Senior Management of the Institute. The Code also applies *mutatis mutandis* to the Members of the Regional Council and Members of the Managing Committee of Chapters. In the case of Regional Councils and Chapters, the term “Council Members” wherever appears in this Code shall be read as “Members of the Regional Council” and “Members of the Managing Committee of Chapters” respectively.

STRUCTURE OF THE CODE

The Code has been broadly categorized into the following six segments:

PART I – Commitment to the Institute

PART II – Commitment to Stakeholders

PART III – Commitment to Each Other

PART IV – Compliance with the Code and Waiver

PART V – Schedules

PART VI – Format of Schedules

PART I – COMMITMENT TO THE INSTITUTE

1. CONFLICT OF INTEREST

Each Council Member and every member of the Senior Management should avoid any conflict of interests with

that of the Institute. A 'conflict of interest' exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Institute, or stands to influence, or could reasonably be perceived to influence, the objectivity and impartiality with which they discharge their duties to the Institute. Conflict of interest may also arise when a Council Member or a Member of the Senior Management (including their family members), or an organization with which they are affiliated, receives any benefit or advantage, by virtue of the position held within the Institute. The Council Members and the Members of the Senior Management must avoid situations involving actual or potential conflict of interest.

Any situation that involves or may involve a conflict of interest must be promptly disclosed. No transaction, which involves actual or potential conflict of interest, should be undertaken by Members of the Senior Management without prior approval of the Secretary, ICSI and in case of Council Members, without the approval of the Council. The disclosure made and/or the approval granted shall be taken note of by the Council.

2. ATTENDANCE AND PARTICIPATION IN THE MEETINGS

Each Council Member shall strive to attend all Meetings of the Council or the Committees thereof, of which he/ she is a Member and participate conscientiously so as to contribute for the development and regulation of the profession of Company Secretaries.

3. PROFESSIONAL OPPORTUNITY

The Council Members and Members of the Senior Management shall not exploit for their own personal gain, opportunities that are discovered through the use of Institute's property, information or position unless the opportunity is disclosed fully in writing to the Council and the Council permits to pursue such opportunity.

The Council Members and the members of the Senior Management are specifically prohibited from:

- (a) Taking for themselves personally any opportunity that properly belongs to the Institute or is discovered through the use of Institute's property, information, name or position;
- (b) Using Institute's property, information, name or position for personal gain; and
- (c) Competing with the Institute in any manner directly or indirectly.

4. CONFIDENTIALITY

The confidential information of the Institute constitutes a valuable institutional asset and is to be treated with the highest degree of care, discretion, and responsibility by all those who are privy to it by virtue of their position.

Confidential information encompasses all non-public information relating to the Institute, including but not limited to, information pertaining to Members, students, and employees; deliberations and decisions of the Council; strategic plans, proposals, and future initiatives; details of associates, affiliates, empanelled entities, and stakeholders; as well as financial data, records, and communications. Further, any information whose unauthorized disclosure could reasonably be expected to prejudice the interests of the Institute shall be treated as confidential, irrespective of whether it is expressly marked as such.

All confidential information shall be used exclusively for the benefit of the Institute and in furtherance of the objectives of the profession. Every Council Member and Member of the Senior Management is personally responsible for safeguarding the confidentiality of such information that comes to their knowledge or custody in the course of their association with the Institute.

Confidential information, whether conveyed through discussions, documents, data, or any other medium shall not, under any circumstances, be disclosed, shared, transmitted, or otherwise made available to any person, directly or indirectly, without proper authorization.

5. USE OF INSTITUTE'S ASSETS

Assets of the Institute encompassing physical property, financial resources, intellectual property, digital infrastructure, data, and goodwill, are held in public trust and must be managed accordingly. Every Council Member and Member of the Senior Management bears a collective and individual responsibility to protect the assets of the Institute and to ensure that they are used prudently, appropriately, and solely in furtherance of the objectives of the Institute. They shall at all times exercise due care, diligence and stewardship in relation to the assets of the Institute.

6. KNOWLEDGE OF RULES, REGULATIONS, AND PROCESSES

Council Members and Members of the Senior Management shall proactively familiarise themselves with and remain updated on the provisions of the Company Secretaries Act, 1980, the Company Secretaries Regulations, 1982, as well as all applicable rules, policies, standard operating procedures, guidelines, and directives governing the functioning of their respective roles. They shall discharge their duties with due care, diligence, competence, and professional judgment. Failure to comply with applicable provisions on account of lack of awareness or understanding shall not be accepted as a valid justification or defense for any act of omission, commission, non-compliance, or misconduct.

7. INSIDER INFORMATION

Council Members and Members of Senior Management are prohibited from using, or disclosing to others, any insider information prior to its public release or before it has been

sufficiently disseminated to enable those receiving it to make an informed evaluation.

'Insider information' for this purpose, means any information which is not in the public domain and which is capable of influencing the decisions of Members, students, or other stakeholders in relation to the Institute, or other professional matters.

Council Members and Members of Senior Management must be aware that misuse of sensitive or non-public information is a serious breach of the Code.

8. ACTING IN THE BEST INTEREST OF THE INSTITUTE

All Council Members and Members of the Senior Management are expected to conduct themselves in such a manner so as to uphold the grace, dignity and professional standing of the Institute. Council Members and Members of the Senior Management shall, at all times, act in good faith and in the best interests of the Institute and shall ensure that their decisions, actions, and conduct are guided solely by the objectives and reputation of the Institute, free from any personal considerations, extraneous influences, or circumstances that may compromise, or appear to compromise, the interests of the Institute.

9. DUTY OF CARE AND DILIGENCE

Council Members and Members of the Senior Management shall discharge his/ her duties and fulfill his/ her obligations to the Institute with due care, diligence dignity, honesty and integrity and shall confirm to the highest moral and ethical standards at all times.

10. POLITICAL ACTIVITIES

Council Members and Members of Senior Management who choose to engage in political activities must do so strictly in their personal capacity as private citizens. They must ensure that their participation cannot be construed, directly or

indirectly, as representing the views or position of the Institute. Members of Senior Management are additionally prohibited from engaging in any political activity during working hours.

Council Members and Members of Senior Management must not, under any circumstances, use the assets, resources, or facilities of the Institute for any political purpose, nor shall they make any political contribution, whether financial or otherwise, directly or indirectly, on behalf of or in the name of the Institute.

11. RESPONSIBLE USE OF ARTIFICIAL INTELLIGENCE

Council Members and Members of the Senior Management shall ensure that the adoption and use of Artificial Intelligence (AI) and automated decision-making tools within the Institute are conducted with the highest standards of ethics, transparency, and accountability. Members shall remain committed to 'Human-in-the-Loop' oversight, ensuring that AI remains a tool for augmenting professional excellence rather than a replacement for ethical stewardship and personal accountability.

12. SOCIAL MEDIA PROTOCOL

Council Members and Members of the Senior Management shall strictly ensure that their social media usage is governed by the overarching principles of professional integrity, confidentiality, and the preservation of the Institute's reputation. Council Members and Senior Management are required to exercise extreme caution to ensure that their digital footprint does not tarnish the image of the Institute or the profession. Posting of any content that undermines public confidence, criticizes the Institute's policies, or involves the harassment of colleagues and stakeholders is strictly prohibited.

13. COLLECTIVE RESPONSIBILITY

Each Council Member shall at all times honour, propagate and support the decisions taken or policies adopted at the



Meetings of the Council or any Committee thereof irrespective of his/ her dissent or personal disagreement on the matter.

Difference of opinion / perceptions, if any, amongst the Council Members must be discussed internally and be resolved amicably.

PART II – COMMITMENT TO STAKEHOLDERS

14. FAIR DEALING

Each Council Member and Member of the Senior Management shall engage with the Members and students of the Institute with utmost fairness, honesty and respect. No Council Member or Member of the Senior Management of the Institute should take unfair advantage of any situation through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice.

15. ANTI-BRIBERY AND ANTI-CORRUPTION

Council Members and Members of the Senior Management shall comply with the applicable anti-corruption and antibribery laws and they shall not indulge in any act or practice which results into breach of such laws. Bribes and/or other payments of this nature in cash or kind to gain undue advantage is strictly prohibited, irrespective of whether payments or offers are made directly or indirectly.

16. GIFTS AND BUSINESS ENTERTAINMENT

Council Members and Members of the Senior Management shall, under no circumstances, solicit, accept, or agree to accept, for their own benefit or for the benefit of any other person, any gift, payment, favour, or anything of value from any individual or entity that is engaged in, or seeking to engage in, any professional dealings with the Institute, where such acceptance may be perceived as intended, directly or indirectly, to influence the exercise of any business or

professional judgment. However, invitations extended by service providers, including vendors and suppliers, may be accepted where the nature and occasion of the invitation are of a professional character, and where declining would reasonably be regarded as discourteous or damaging to an otherwise appropriate institutional relationship.

17. DEVELOPMENT OF ETHICAL CULTURE

Every Council Member and Member of the Senior Management shall strive to promote and encourage development of ethical culture in the Institute and the profession of Company Secretaries.

18. ENVIRONMENT PROTECTION AND SUSTAINABILITY

Council Members and the members of the Senior Management shall support and promote environmentally responsible practices in the functioning of the Institute. They shall endeavour to minimize environmental impact through efficient use of resources, reduction of waste, energy conservation, and adherence to sustainability initiatives adopted by the Institute. Environmental responsibility shall be recognised as an integral component of ethical and responsible governance.

PART III – COMMITMENT TO EACH OTHER

19. ENCOURAGING THE REPORTING OF ILLEGAL OR UNETHICAL BEHAVIOUR

The Council Members and Members of the Senior Management should endeavour to ensure that the Institute:

- (a) nurtures a culture where resources feel comfortable raising concerns or seeking guidance from their seniors when faced with uncertainty about the appropriate course of action;
- (b) creates clear channels through which resources can report suspected breaches of applicable laws,



regulations, or the Institute's Code of Conduct and Service Rules to the relevant authority within the organizational hierarchy; and;

- (c) provides resources with the assurance that any report made in good faith will be protected from retaliation in any form.

20. MUTUAL RESPECT AND DIGNITY

Council Members and Members of Senior Management shall uphold a culture of mutual respect, professionalism, and dignity in all interactions. They shall treat colleagues, stakeholders, members, students, and the public with courtesy, fairness, empathy and sensitivity, and shall not engage in any form of discrimination, harassment, intimidation, or disrespectful behaviour, whether verbal, written, or physical.

21. ETHICAL USE OF AUTHORITY AND INFLUENCE

Council Members and Members of the Senior Management shall exercise the authority, powers, and influence vested in them in an ethical, transparent, and responsible manner. Such authority shall be used solely for furthering the objectives of the Institute and not for personal gain, undue advantage, or to improperly influence decisions, processes, or outcomes. Any misuse or abuse of position shall be deemed a serious breach of ethical conduct.

22. WORKPLACE SAFETY

The Institute is committed to providing a safe, secure, and healthy workplace. The Council Members and the members of the Senior Management shall actively contribute to maintaining a work environment free from intimidation, violence and unsafe practices. Prohibited behaviour includes aggressive or hostile behaviour that leads to emotional distress or fear of injury; Threatening remarks; Possessing a weapon on the premises of the Institute; Physical or verbal assault.

23. SEXUAL HARASSMENT

Council Members and Members of Senior Management are strictly prohibited from engaging in any conduct that constitutes or could reasonably be construed as sexual harassment. Sexual harassment includes, but is not limited to, any unwelcome conduct of a sexual nature, whether verbal, non-verbal, or physical. This encompasses unwelcome sexual advances, sexually suggestive or inappropriate remarks or questions, offensive jokes of a sexual nature, unsolicited or offensive physical contact, requests or demands for sexual favours, and the display or circulation of sexually explicit or suggestive material.

Retaliation against any individual who complains of, or reports an instance of, sexual harassment or participates in an investigation of a sexual harassment complaint is prohibited.

The Governance and Compliance Standard on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace, issued by ICSI shall apply in this context.

PART IV – COMPLIANCE WITH THE CODE AND WAIVER

24. COMPLIANCE WITH THE CODE

Council Members and Members of the Senior Management must at all times, respect and comply with the Code in relation to discharge of their duties and obligations as such. During the course of discharge of their duties, if the Council Member(s) or the Member(s) of the Senior Management come across any such instance(s) of violation/ non-compliance of law, rules and regulations, they shall forthwith bring the same to the notice of the President and the Secretary respectively. In case of Regional Councils and Chapters, the term “President” shall be replaced by “Chairman” of the Regional Council or the Managing Committee respectively.



In case of any non-compliance of the Code, the Council may consider the same and take suitable action with regard to non-compliance/ violation of this Code.

25. ADMINISTRATION AND WAIVER

Any waiver of any provision of this Code for Council Members or Members of the Senior Management of the Institute may be granted only by the Council, upon recommendation of the Executive Committee.

PART V - SCHEDULES

26. DISCLOSURE OF INTEREST

Council Members shall disclose their substantial interest at the time of joining the Council of the Institute and shall do so annually in the form prescribed in **SCHEDULE-I** in the month of May of the subsequent year.

*Note: Disclosure of Interest under **Schedule I** shall also be submitted by the Members of the Regional Council and the Members of the Managing Committee of Chapters.*

Members of Senior Management shall provide declaration of interest in the form prescribed in **SCHEDULE- II** at the time of joining service and *annually thereafter in the month of April of the subsequent year.*

*Note: Such declaration in **SCHEDULE- II** shall be provided by: (i) **Heads of all Directorates**, subsequent to obtaining the declaration of interest from regular employees of their respective Directorates; (ii) **Regional Directors / Heads of CCGRTs**, subsequent to obtaining the declaration of interest from regular employees of their respective Regional Office and In-charge of Chapters falling within the jurisdiction of their respective region / respective CCGRTs; and (iii) **Secretary**, subsequent to obtaining the declaration of interest from Members of Senior Management.*

In case of any change in the information, a revised Schedule shall be submitted to the Institute, within 07 days of such change.

27. OATH OR AFFIRMATION BY THE COUNCIL MEMBERS

Every Council Member shall, before entering upon his office, make and subscribe in the presence of the President, ICSI, an oath or affirmation as specified in **SCHEDULE-III**.

*Note: Oath or Affirmation under **Schedule III** shall also be submitted by the Members of the Regional Council and the Members of the Managing Committee of Chapters. In case of Regional Councils and Chapters, the term 'President' shall be replaced by "Chairman" of the Regional Council or the Managing Committee respectively.*

28. MONITORING COMPLIANCE OF THE CODE

Council Members shall give annual certification for the previous year (April to March) with respect to compliance with this Code in the format prescribed in **SCHEDULE-IV** in the month of May of the subsequent year.

*Note: Annual Certification of Compliance under **Schedule IV** shall also be submitted by the Members of the Regional Council and the Members of the Managing Committee of Chapters.*

Members of Senior Management shall provide annual certification for the previous financial year (April to March) with respect to compliance with this Code in the format prescribed in **SCHEDULE-V** in the month of April of the subsequent year.

Any non-compliance of this Code shall be reported by the Secretary, ICSI, to the Council.

29. RESTRICTION ON PRIVATE COACHING

Members of the Council/Regional Council shall not be directly or indirectly, related / connected /interested or through any of their *partner / relative* in any private coaching centre, running classes for the Company Secretaryship Course or serve as faculty thereof or involve in promotional activities for the same.

A Declaration, as per the format in **SCHEDULE-VI**, shall be submitted by the Members of the Council/Regional Council on or before 31st January of each Council Year to the office of the Secretary, ICSI/respective Regional Director, as the case may be.

The Office of the Secretary/Regional Director shall ensure that a copy of such Declarations is placed before the first Meeting of the Council/Regional Council held after 31st January of the Council year; or the Meeting immediately following the receipt of such Declarations for taking note.

Explanation: Relative, for the purpose of Clause 29 shall mean spouse, son, daughter, brother, sister, father and mother, including the Relatives of the spouse.

Note: Members of the Managing Committee of Chapters are required to refer to the provisions of the ICSI Chapter Management Guidelines (by whatever name they may be called), as the prescribed declarations are incorporated therein.

TIMELINES FOR SUBMISSION OF SCHEDULES

SCHEDULE	Members of the Council/ Regional Council/ Managing Committee of Chapters	Senior Management of ICSI	Timelines
SCHEDULE I	✓	X	At the time of joining the Council/Regional Council/ Managing Committee of Chapters & in the month of May thereafter
SCHEDULE II	X	✓	At the time of joining services and in the month of April thereafter
SCHEDULE III	✓	X	At the time of joining the Council / Regional Council / Managing Committee of Chapters
SCHEDULE IV	✓	X	In the month of May
SCHEDULE V	X	✓	In the month of April
SCHEDULE VI*	✓	X	On or before 31st January

**Applicable only for Members of the Council and Regional Council*

Note: Any subsequent change in the information provided in the Schedule must be reported to the Institute, within 07 days of such occurrence.

PART VI – FORMAT OF SCHEDULES

SCHEDULE-I

INITIAL DISCLOSURE/ ANNUAL DISCLOSURE FOR THE YEAR

[Pursuant to Clause 26 of the Code of Conduct]

I, _____, Member of the [Council/ _____ India Regional Council/ Managing Committee of _____ Chapter]* of the Institute of Company Secretaries of India (ICSI), hereby declare that:

1. I may be deemed to be interested in the following entities as Director, Partner, Proprietor or otherwise holding any position such as owner, promoter:

S. No.	Name of the entity	Nature of Interest / Position Held

2. I, singly or jointly with my relatives** hold 25% or more of the paid-up share capital / entitled to 25% or more share of the contribution or capital or profits/ loss in any of the following entities:

S. No.	Name of the Entity	Particulars of interest

3. I do not attract any of the disabilities under Section 8 of the Company Secretaries Act, 1980.
4. None of the entities mentioned in Serial Nos. 1 & 2

above have entered into any transaction with the ICSI during the financial year ended 31st March, _____ [previous financial year] in which I have a personal interest that may have potential conflict with the interest of the ICSI.

***'Relative' in relation to an individual, means spouse, son, daughter, father, mother, brother and sister.

Signature : _____

Name : _____

ACS/FCS No.: _____ C.P. No. (if any): _____

Place : _____

Date : _____

Note: Any change in the above shall be reported to the Institute, within 07 days of such occurrence.

**Delete/strike off whichever is not applicable*



To

Secretary

The Institute of Company Secretaries of India

Sub.: Declaration of Interest

[Pursuant to Clause 26 of the Code of Conduct]

Sir,

During the Financial Year under report / from the date of joining until the date of signing this declaration:

- (i) I have [carried out/ not carried out]* any pecuniary transactions, with ICSI or any of its subsidiaries/ chapters/ associated bodies either directly or through any of my relatives as per the list given in Annexure hereto.

If yes, give details

- (ii) I'm [interested/ not interested]* directly or indirectly through any of my relatives with regard to any contracts entered into by the Institute with third parties during the reporting period.

If interested, give details

- (iii) My relatives [are/ are not]* employed in regular roles/ contractual basis/ consultancy basis in any of the offices of the Institute, including its subsidiaries, chapters and other associate offices, namely:

If employed give details;

- (iv) I [am/ am not]* directly or indirectly, related / connected / interested or through any of my relative, in any private coaching centre running classes for the Company Secretaryship Course or serving as faculty thereof or involved in promotional activities for the same.

If interested, give details

Signature		Dated	
Name		Employee Code	
Designation			

Note: Any change in the above shall be reported to the Institute, within 07 days of such occurrence.

**Delete/strike off whichever is not applicable*

List of Relatives with respect to the Employees of ICSI

1. Members of a Hindu Undivided Family;
2. Husband and wife;
3. Father: Provided that the term “Father” includes step-father;
4. Mother: Provided that the term “Mother” includes the step-mother;
5. Son: Provided that the term “Son” includes the step-son;
6. Son’s wife;
7. Daughter;
8. Daughter’s husband;
9. Brother: Provided that the term “Brother” includes the step-brother;
10. Sister: Provided that the term “Sister” includes the step-sister;
11. Spouse of Brother or Sister;
12. Children of Brother or Sister or their Spouse.

OATH OF SECRECY**[Pursuant to Clause 27 of the Code of Conduct]**

I, _____, being a Member of the [Council/ _____ India Regional Council/Managing Committee of _____ Chapter]* of the Institute of Company Secretaries of India hereby declare and solemnly affirm to pledge myself to observe strict secrecy with regard to the confidential discussions, proceedings and decisions of the [Council/ Regional Council/ Managing Committee of the Chapter]* and/or its Committees and not to reveal any of the confidential matter which may come to my knowledge in the discharge of my duties as a Member of the [Council/ Regional Council/ Managing Committee of the Chapter]* except when required so to do by the Council or as may be necessary to comply with the orders of a competent Court or when such information is available in public domain.

I further affirm that I shall adhere to the Code of Conduct and Ethics for Council Members and Senior Management of the Institute, as approved and adopted by the Council, and as amended from time to time.

Signature : _____

Name : _____

ACS/FCS No.: _____ C.P. No. (if any): _____

Place : _____

Date : _____

**Delete/strike off whichever is not applicable*

ANNUAL CERTIFICATION OF COMPLIANCE**[Pursuant to Clause 28 of the Code of Conduct]**

“I _____, being a Member of the [Council/ _____ India Regional Council/Managing Committee of _____ Chapter]* do hereby acknowledge and confirm that during the Financial Year _____[previous financial year], to the best of my knowledge and belief, subject to the instances (if any) stated in the Annexure hereto, I have complied, and further have not come across any violation of the provisions of the ‘ICSI Code of Conduct and Ethics for Council Members and Senior Management’/ Company Secretaries Act, 1980, the rules and regulations made thereunder or any of the policies or legal/regulatory requirements of the Institute, as may be applicable to my responsibility.”

Signature : _____

Name : _____

ACS/FCS No.: _____ C.P. No. (if any): _____

Designation : _____

Place : _____

Date : _____

**Delete/strike off whichever is not applicable*

**ANNUAL CERTIFICATE OF COMPLIANCE BY SENIOR
MANAGEMENT****[Pursuant to Clause 28 of the Code of Conduct]**

1. This is to certify that to the best of my knowledge and information, during the financial year [previous financial year], I have exercised all the necessary due diligence in exercise of the powers and the duties conferred upon me, under the ICSI Service Rules, 1979, and all other applicable laws, rules and Guidelines of the Institute.
2. This is to further certify that during the financial year under purview, the standards and procedures prescribed under the ICSI Code of Conduct and Ethics, the Company Secretaries Act, 1980, and directions issued by the Council/Committees have been duly followed. The required systems, controls, and procedures are in place, reviewed periodically, and aligned with applicable laws, Council decisions, and the Institute's objectives.
3. This is to further certify that during the financial year under purview, necessary disclosures wherever required have been made relating to the transactions, if any, done directly or indirectly with a relative or a related party.
4. This certificate is issued after scrutiny of the certificate of compliance submitted by the [*Heads of all the Directorates/ Reporting Officers of the respective Directorate*]* and based upon the due diligence and periodical reviews made by them from time to time.
5. The undersigned acknowledges that [Council Members/Secretary]* will place full reliance on

this Certificate, and that their respective Annual Certification will be issued on its basis.

Signature		Dated	
Name		Employee Code	
Designation			

** Delete/strike off whichever is not applicable*

DECLARATION OF INTEREST**[Pursuant to Clause 29 of the Code of Conduct]**

I, _____, being a Member of the [Council/ _____ India Regional Council]* of the Institute of Company Secretaries of India do hereby solemnly confirm that, I [am / am not]* directly or indirectly, related / connected /interested or through any of my partner / relative, in any private coaching centre running classes for the Company Secretaryship Course or serve as faculty thereof or involved in promotional activities for the same.

The details of such interest [if any] are hereby annexed.

Signature [.....]
Name [.....]
FCS No. [.....]
Date [.....]
Place [.....]

Note- Any change in the above shall be reported to the Institute, within 07 days of such occurrence.

**Delete/strike off whichever is not applicable*

