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FOCUS

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"प्रगतिश्च विकासश्च जीवनं जीवनं खलु।"

MONTHLY BULLETIN OF WESTERN INDIA REGIONAL COUNCIL OF
THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Regional Conference on 6th & 7th August

Theme : Emerging Dimensions of the Profession



ICSI Organised Road Show on IPO / FPO Certification in NSE



From L to R S/Shri Satanu Sinha, Ananthasubramanian, Shri Vinayak Khanvalkar, Shri Nesar Ahmed



Shri S. N. Ananthasubramanian, Central Council Member



Shri Vinayak Khanvalkar, President, ICSI



Key Professionals for the Road Show



ICSI delegates are making a representation to Ms. Chitra Ramakrishna, MD of NSE



Shri Mahavir Lunawat responding to Q & A Session

SCM on Secretarial Audit of MCA Voluntary Guidelines in Central Suburb in Ghatkopar



From L to R S/Shri Ananthasubramanian, Mahavir Lunawat, D. Kamat, N. L. Bhatia & Ananthasubramanian



SCM on Areas of Practice in WIRC



Shri Atul Mehta, Dr. S. K. Jain & Ajay Kumar on Areas of Practice

Half Day Programme on Stamp Duty in WIRC



Shri M. V. Phadke, General Manager of IDBI Bank, on Stamp Duty:



From the Chairman

Dear Professional Colleagues,

I hope, you all will be enjoying the summer vacation with your family and many of us would have been on a holiday in search of a colder place in the Himalayas and why it should not be when there is such a heat being shed from the sky. Probably yet another message by the nature that look if you do not take care of me, I will be like this and will continue to be so. Let us all make efforts to curb global warming as much as possible.

Friends, our survival has lot to do with the surrounding environment and sooner we acclimatize, it would be better. For the professionals, there is always a need that he remains on the learning spree and his thirst to acquire knowledge should never get quenched. The Supreme Court has given its hung verdict on National Company Law Tribunal (NCLT), it has opened on the one side, a very lucrative vistas for the practicing fraternity while has disappointed the profession by not making eligible Company Secretaries to be the technical member of NCLT. Let us for the time being ignore this anomaly and concentrate on our efforts and energies in making most out of the new avenue that is niched upon advent of NCLT.

Friends, it would be now imperative for us to hold maximum possible programs to equip our members with the court-craft pertaining to the appearance before NCLT. We at WIRC also will be striving to hold relevant programs across the region and I am sure that you all will make the most out of it.

You will recall that in my previous communications, I have appealed to all of you to generously contribute towards the building fund of our own WIRC, but the response is not encouraging. It would be my humble request to all of you to please come forward and stand together for the cause as only together with you all, we can successfully make it. The form for donation is available at the WIRC office, which can be had by sending an email either to me at vvv707@gmail.com or at prog.wirc@icsi.edu.

The WIRC's Annual Regional Conference is scheduled on 6th & 7th August, 2010 at Vadodara and I am sure that you all must have blocked these dates in your diary for the same. I through this communication would like to request you to kindly suggest the sub-theme for this Conference as it would be our endeavor to make this conference the way you wanted it to be. I eagerly await your inputs for the same.

With best wishes,

Vishvesh V. Vachhrajani,
Chairman, ICSI-WIRC

Date : 15th May, 2010

Place : Vadodara

Editorial Board : CS Vivek S. Sadhale (*Editor*), CS Ashish Doshi, CS Vishvesh V. Vachhrajani, CS Mahavir Lunawat.



CASE LAW DIGEST

by CS Ajay Kumar, Mumbai

A Bird's-Eye View : Recent Judgments on Company Law

1. AMALGAMATION

Petitioner-companies, i.e. transferor and transferee-company, sought for sanction of their scheme of amalgamation. Board of directors of Petitioner-companies had approved and accepted said scheme. Meetings of equity shareholders, secured and unsecured creditors of both companies were ordered to be dispensed with – Official Liquidator did not object to said scheme. Regional Director raised an objection that exchanger ratio of allotting 50 equity shares of Rs. 10 each by transferee-company for one equity share of Rs. 100 each held in Transferor-company *prima facie* appeared to be on a higher side. Objection raised by Regional Director relating to exchange ratio of shares to be allotted could not be sustained in light of observations made by Supreme Court in *Miheer H. Mafatlal vs. Mafatlal Industries Ltd.* [1996] 10 SCL 70. Since scheme would be beneficial to Petitioner-companies and would result in better and more efficient operation of transferee-company post-amalgamation, same was to be sanctioned. – PRAMOD FOODS (P) LTD., IN RE [2009] 94 SCL 110 (KAR.)

2. INVESTIGATION OF COMPANY'S AFFAIRS IN OTHER CASES

Appellant had filed a Petition under section 237 for investigation into affairs of respondent-company on ground that he and his family members who were shareholders of respondent-company had sold their shares to Respondent Nos. 2 & 3 but after sale of shares, conduct of Respondents had changed and they started indulging in various fraudulent activities which demanded investigation. Respondents on other hand pointed out that shareholding of appellant was only 0.0022 per cent and he had purchased shares from open market and within ten days had filed petition. Company Judge had recorded a finding that when sale of Company's properties took place appellant was not a shareholder and he purchased shares in open market almost one year after was competed. Company Judge declined to grant equity relief holding that there was lack of bona fides on part of appellant. On facts, order of Company Judge was not to be interfered with and appeal was to be dismissed. – *G. HARESH CHAND Vs. GEE GRANITES LTD.* [2009] 95 SCL 285 (MAD)

3. COURTS ON SATISFACTION OF CONDITIONS BEFORE IT MAY MAKE AN ORDER UNDER SECTION 397

In order that the court may make an order under Section 397, the court must be satisfied: firstly, that

the affairs of the company are being conducted in a manner oppressive to any member or members and this requires that events have to be considered not in isolation but as a part of a consecutive story; secondly, that the facts would justify making of a winding up order on the ground that it is just and equitable that the company should be wound up; and thirdly, that the winding up order would unfairly prejudice the applicants (s) – *RAJINDER SEHRAWAT Vs. NOIDA FABRICATORS & ENGINEERS (P) LTD.* [2008] 86 CLA 68 (DEL.)

4. RELEVANCE OF CONDUCT OF PARTIES – EQUITY JURISDICTION OF COMPANY LAW BOARD – TENABILITY OF DISMISSAL OF PETITION AT THE THRESHOLD ON GROUND OF PETITIONER NOT COMING WITH CLEAN HANDS – SECTION 397/398

Though it is settled proposition of law that the conduct of the parties is a very relevant factor to be considered in the equitable proceedings under section 397/398, and the court exercising equity jurisdiction cannot ignore the well known maxims of equity, that is, 'he who seeks equity must do equity' and 'he who comes into equity must come with clean hands', it would not be just and fair to dismiss the Petition at the threshold on the ground of alleged unclean hands of the Petitioner where the allegations contained in the petition remain uncontroverted in the absence of any substantiating evidence being produced by the Respondents except giving only bare denials. – *O K AUGUSTY Vs. OFS INDUSTRIES (P) LTD.* [2009] 89 CLA 182 (CLB)

5. POWERS OF PROMOTER TO PROVIDE ASSISTANCE TO OFFICIAL LIQUIDATOR TO PROTECT INTEREST AND PROPERTIES OF COMPANY – SECTION 457

How far assistance barred by the Act. It is true that section 457 vests all powers and authorities in the Official Liquidator and he alone can represent the company in liquidation but the Act nowhere debars the promoters, shareholders or guarantors from rendering proper and effective assistance to the Official Liquidator in pending case filed by or against the company in liquidation. To prevent such person from rendering any assistance to the Official Liquidator is violative of the principles of natural justice. – *RASIKLAL S MARDIA Vs. OFFICIAL LIQUIDATOR OF MARDIA CHEMICALS LTD.* [2009] 89 CLA (SNR.) 2 (GUJ.)



IFRS Corner

A monthly column by CS Rammohan Bhavne and CMA Dr. Anjali Bhavne

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Write queries to mohanbhavne@gmail.com or call on 9004043365

CAREERS IN IFRS

Are their career opportunities in IFRS?

Huge. Sky is the limit.

Is IFRS a short-term opportunity?

It is long-term, for sure. In today's context, with everything changing so fast, anything 3 years plus is long-term. Whereas author believes that this is at least 8 years plus opportunity.

Is it a great career?

Yes. Read Forbes magazine – which talks about IFRS as a TOP career for 2010

Where do I find opportunity?

Simple. Give google alerts for IFRS Global jobs and IFRS India jobs and get your inbox full.

What is nature of opportunity in India?

1. Conversions
2. Implementations
3. Proposals and RFPs
4. KPOs
5. Industry jobs

6. BFSI
7. Training
8. Advisory
9. M & A
10. Research
11. Valuations & due diligence
12. Compliances
13. Corporate Governance & transparency

What are opportunities globally?

1. Stock market balance-sheet analysis in global share markets
2. USA adopting in 2014
3. East europe still many countries adopting
4. Japan and India joint initiative started
5. West Europe — further phases on
6. Dubai, Oman, Gulf opportunities in boom
7. Canada adopting Jan. 2011

What are my options?

- A. Learn the basics of IFRS thru diploma or certificate course. Only diploma available is by ACCA, UK – exams conducted in India in 9 cities. Details available on ConsultIFRS.webs.com
- B. Wait and watch – while fellow professionals from other institutes MARCH HEAD and encash opportunities.

CHOICE IS OURS



Lock-in and Pledge of Shares

K. Venkataraman – Company Secretary, DB Corp. Limited

Ms. Archana Khemka – Practising Company Secretary

Introduction

Changing scenario in the Capital Market, provides for better understanding of the known and knowing the more everyday. Inter-twined processes and built-in procedures offer opportunity to enhance the knowledge in making life easier and hassles-free.

“Lock-in?” .. What does it mean.. in common parlance.. ‘to secure, fasten, close,..’ etc “..to prevent something from leaving or from being removed”. The phrase ‘lock -in’ sends jitters in the minds of people, mainly the promoters of Corporates. Does it mean any restriction on free ownership? Perhaps not.

As a part of corporate growth, companies embark upon capital raising exercises, and mobilizing funds by way of an Initial Public Offering (IPO) tops the list. In an IPO, regulatory requirements insist on the existing shareholders locking in their securities.

Objectives of Lock-in

- 1 To prohibit the existing shareholders from unduly enriching themselves, by disposing the securities soon after listing.
- 2 Prevent market price from moving downward, as a cascading effect, and to protect the Investors.
- 3 To ensure continuity of ownership of the promoters in the enterprise as a whole and to retain the accountability and responsibility with them.

In many instances of Joint Venture, private subscription, closely-knit arrangements, provisions for lock-in of investments, in securities.

Duration of Lock-in

SEBI (Issue of Capital and Disclosure) Regulations, 2009, under Part – IV of Chapter III, governing the Public Issues, provide that:

Lock-in of specified securities held by promoters.

In a public issue, the specified securities held by promoters shall be locked-in for the period stipulated hereunder:

- (a) minimum promoters’ contribution shall be locked-in for a period of three years from the date of commencement of commercial production or date of allotment in the public issue, whichever is later;

- (b) promoters’ holding in excess of minimum promoters’ contribution shall be locked-in for a period of one year:

Lock-in of specified securities held by persons other than promoters

In case of an initial public offer, the entire pre-issue capital held by persons other than promoters shall be locked-in for a period of one year:

Besides, the new category of investors known as “Anchor investors” shall keep their investments locked in for 30 days from the date of Allotment in the IPO.

The rule, as always, has exceptions:

The following are not subject to lock-in

- 1 Equity shares allotted to employees, pre or post IPO, under an ESOP scheme (unless the ESOP Scheme provides for a lock-in)
- 2 Equity shares held by a venture capital fund or a foreign venture capital investor for a period of at least one year prior to the date of filing the draft prospectus with the Board.
- 3 Shares lent to Stabilizing Agent under Green Shoe Option

Pledge of locked in securities

Specified securities held by promoters and locked-in may be pledged with any scheduled commercial bank or public financial institution as collateral security for loan granted by such bank if the pledge of specified securities is one of the terms of sanction of the loan.

Transferability of locked in shares

Subject to the provisions of SAST Regulations, 1997 specified securities held by promoters and locked in may be transferred to another promoter or any person of the promoter group or new promoter and the lock in period shall continue with such transferee.

We may observe that by statutorily disclosing the information related to Lock-in, in the prospectus for the public issue, the extent of control by the promoters in a company is clear to all stakeholders.

Every lock needs a key for un-locking and re-locking, whenever required. The present day technology offers even digital process for this. However, for all Securities under lock in, the process of unlocking takes place only at the specified time, by appropriate ways, including electronic mode.



Pledge:

What is pledge of shares?

It is a refined phrase for the colloquial term 'girvi rakhna'. Banks and Financial Institutions provide loans against shares and the bank will call it 'collateral'.

Section 172 of the Contract Act, 1872, defines a pledge as 'the bailment of goods as security for payment of a debt or performance of a promise..', meaning in simple terms the keeping of something as security with someone else, for specific purpose and time, till the objective is accomplished.

For meeting the financial requirements, promoters pledge their shares and/or debentures etc. with lenders, as security by way of pledge and on satisfaction of the liability, the pledge is released.

Pledge appears to be different from Lien and Hypothecation since these are mere obligations of security, where as pledge is possession of security.

When many companies or their promoters pledge their shareholding, as security, to banks to borrow for the company, as per the latest regulations, they are required to appropriately inform the company, and Stock Exchanges. The risk involved is if the company's share price goes down below a certain level, the company will be called upon to clear the loan in whole or part, or pledge more shares. In case of undue delay in doing so, the bank will sell the shares and recover the amount of the loan from the sale proceeds.

On the lighter side, Mark Twain wrote, "A banker is a fellow who lends you his umbrella when the sun is shining and wants it back the minute it begins to rain."

The pledgor (shareholder) will continue to receive dividend on the pledged securities. The pledge (lender) will get the benefits only if a pledge is invoked and on record date the shares are in the pledgee's account.

Consequences of Pledge

It is apparent that lenders require assurance from the borrower for repaying the debt and in case of default, the assurance comes into action. Change in the liquidity situation, highly volatile stock-market movements may lead to severe thought process in the minds of Corporate promoters.

Points of control and check

The regulators have stepped in with a view to effect points of control and check and to this end, during January, 2009, SEBI has introduced amendments in the SEBI (Substantial Acquisition of Shares & Takeovers) Regulation, 1997 and presently, it stands as under:

Disclosure by Promoter or Promoter Group to the Company – 8A (2) & (3)

Promoter or promoter group shall have to inform details of pledge of shares within 7 working days of creation of pledge on shares to the Company and promoter or promoter group shall have to inform details of invocation of pledge of shares within 7 working days of invocation of pledge on shares to the Company.

Disclosure by a company to Stock Exchanges – 8A(4)

The company shall have to inform the details of pledge received under sub-regulations (2) and (3) from promoter or promoter group within 7 working days of receipt, to all stock exchanges on which the shares of company are listed, if during any quarter ending March, June, September and December of any year, the lower of the following limits are exceeded:

The aggregate number of pledged shares by promoter or promoter group during the Quarter exceeds Rs. 25,000/-

The total aggregate number of pledged shares by promoter or promoter group including that quarter exceeds 1% of total shareholding or voting rights.

Amendments have been simultaneously brought in under the Listing Agreements also.

As the securities can be issued in Demat form also, pursuant to section 12 of the Depositories Act, 1996, the depositories too offer facility for pledge of shares in electronic mode. They have in-built provisions for release of pledge, in part or full, with appropriate mechanism for recording and effecting bonus issues, consolidation and split etc.

Cost

Deed of pledge attracts stamp duty, and in some States it is at very high rates. This factor may have to be taken into account while entering into a Deed of Pledge and reversal or release thereof.

Conclusion

Everyone knows that clutch is used for changing gears in moving cars, busess etc. and breathing inside water is essential while swimming but until you are behind wheels, or inside the water, texts don't help. Functions related to Lock-in and Pledge of shares may appear to be routine but it is beyond filling of forms since more of better understanding of practical nuances and nitty-gritties, helps avoidance of pitfalls, ensuring compliance and makes the task easier.



Limited Liability Partnership

Protection to Bankers / Lenders

by M/s. Makarand M. Joshi & Co., Practicing Company Secretaries

Generally, it has been evident that bankers feel more protected while lending funds to a Company form of enterprises rather than Partnership Firms of Sole Proprietorship concerns. The latest form on enterprise is Limited Liability Partnerships (LLP). The extent of protection provided to bankers / lenders in an LLP form of enterprise, as against a Company, can be reviewed in the following paragraphs.

1. A CHARGE ON SECURITY

- 1.1. As per provisions of Section 125, 127, 135 and 138 of the Companies Act, 1956 the registration of every charge created/ modified or satisfied on the property of the Company, with the Register of Companies, is mandatory. This registration is required within a period of 30 days. Thus, information becomes available on public domain as early as within a month from the date of Agreement. In case of default in registration of charge, the charge is void against liquidator.
- 1.2. The Registrar of Companies provides for a facility of online and physical search for inspection of charge related information on a payment of minimal fee of Rs. 50/- only. The Index of Charges facilitates complete transparency to bankers / lenders while deciding the feasibility while granting loans to a Company against a given security.
- 1.3. However, in case of an LLP, there are no such requirements as to registration of charge. The exact encumbrances and liens on the leveraged assets of an LLP become available on public domain only when the Annual Return is filed with the Registrar on yearly basis, thereby creating a long time gap. Thus it becomes difficult for the Bankers to get immediate first hand information about charges created, as in case of a Company, thereby limiting transparency of information in LLP form of enterprise.

2. STABILITY FACTOR OF CAPITAL vs. CONTRIBUTION

- 2.1. Capital once brought in a Company cannot be returned back, otherwise than in exceptional circumstances like buy-back under Section 77A, redemption under Section 80 or reduction of capital under Section 100 of Companies Act, 1956. Even in these circumstances, Companies need to comply with all the legal procedures

mentioned under the Companies Act. Thus, it is very difficult and rigid for a Company to repay back the capital to its shareholders.

- 2.2. There are also minimum paid-up capital requirements prescribed in case of private and public companies, which need to be fulfilled even before a Company is incorporated. Thus, the capital, more often termed as owned funds, are of stable nature.
 - 2.3. As against this, the contribution in an LLP is very flexible in nature. A partner is free to bring in contribution which may be extended even till the liquidation of the Company. In the absence of provisions like section 100, 77A, in the LLP Act, there are no limitations on withdrawal of contribution by the partner.
 - 2.4. In case of a Company form of enterprise, the Bankers can ensure that at least margin money for any project is contributed by the Company, which is indirectly backed up by the stable nature of capital. In case of an LLP form of enterprise, due to highly flexible nature of contribution, the bankers have no guarantee that the Partners would retain contribution money in LLP account.
- ## 3. DIVIDEND
- 3.1. Companies are required to follow the procedure mentioned under Section 205 of the Companies Act, 1956 for arriving at a figure of profits available for dividend, i.e., out of profits for the year, writing off of previous years' losses, if any, transfer to reserves and providing for depreciation.
 - 3.2. The payment of dividend by Companies is also regulated by the Companies (Transfer of Profits to Reserves) Rules, 1975, which ensure a balance situation between plough back and distribution of dividend in a Company. Dividend Distribution Tax is also payable on the amount of distributable dividend. All these regulations ensure that funds do not flow out of the Company at the cost of the lenders.
 - 3.3. However, in case of an LLP, there is no concept of dividend. This makes a way for free and unrestricted distribution of profits to partners.



There is a free movement of Funds Flow in an LLP form of enterprise. This may not be in the interest of Banker/ Lender.

4. RELATED PARTY TRANSACTIONS

- 4.1. The related party transactions of a Company are regulated by various provisions like Sections 295, 297, 299, 314, 269, 309, Schedule XIII of the Companies Act, and AS 18 of the Accounting Standards prescribed by the Institute of Chartered Accountants of India. The implication of all these regulatory requirements is that any transaction proposed to be entered into by the Company in which any director has an interest is subject to various regulatory approvals.
- 4.2. In some cases, the approving authority is the Board of Directors, some cases require approval of shareholders, and some are subject to approval of the Central Government. These regulatory checks help in ensuring that the funds of the company are not being mismanaged thereby satisfying the personal interest of any of the Directors at the cost of external stakeholders, and good corporate governance practices can also be established.
- 4.3. However in case of an LLP there are no such provisions governing the related party transactions. There are no prohibitions / limitations on transactions where partner(s)/ designated partner(s) are interested. Thus LLPs enjoy full flexibility to enter into business with as many related parties as the partner(s)/ designated partner(s) wish, and to any desirable extent.
- 4.4. This freedom enjoyed in an LLP form of enterprise might lead to decisions detrimental to the interest of the enterprise. Here, there is no regulatory authority to safeguard public interest of the stakeholders. Hence, the bankers / lenders can safeguard their interests only if they install their own systems of control and protection.

5. CONSOLIDATED ACCOUNTS

- 5.1. Section 212 of the Companies Act, 1956 mandates the Companies having inter-investments exceeding 51% of the paid up capital or voting rights of that other Company to attach the Annual Accounts of such subsidiaries to the Holding Company's Annual Accounts and are also required to prepare Consolidated Accounts.

- 5.2. These additional requirements for Companies holding investments in subsidiary Companies ensure that Companies do not block their funds in fraudulent or unproductive assets, and are directed in productive and efficient projects.
- 5.3. No such provisions are applicable to LLP form of enterprise. Thus, it is very difficult to keep a track as to whether the investments of the Company are profitable for the Company or not.

6. AUDITOR'S REPORT

- 6.1. Finally, auditor's report is an essential tool to ensure whether all material financial information is properly reported to all the stakeholders or not. A specific format of Auditor's Report has been prescribed, so as to ensure that material information is checked and commented upon by the Auditors. The Companies (Auditor's Report) Order, 2003 also prescribes certain additional matters to be commented upon by the Auditors, in case of certain special type of Companies.
- 6.2. The Auditors Report addressed to the shareholders is filed with the Registrar of Companies. If the Auditors are not satisfied on certain matters, they can qualify their Report to that extent. Thus, the Auditors have a forum to report their observations and discrepancies.
- 6.3. However in case of LLP form of enterprise, audit is basically exempted if the LLP is covered under certain prescribed criteria. There is no specific format of Auditor's report and it need not be submitted along with the Annual Accounts of an LLP. Thus, there are limited chances of any discrepancies in audit becoming publicly known by way of a qualification in auditor's report, in case of an LLP.

Based on above comparison, it can be observed that the existing provisions applicable to an LLP are not sufficient to provide protection to bankers / lenders providing loans to an LLP. Hence, the lenders need to put in place, their own systems of control for safeguarding their interest.

Unless more stringent provisions are made applicable to an LLP, it is very difficult for an LLP to seek financial support from reputed banks or financial institutions, thereby limiting the extent of leveraging by an LLP. Hence, unless the regulatory framework is changed drastically, LLP would be a form which might not be useful for ventures which depend on borrowed funds.



Corporate Governance - A Mirage

by CS Rishikesh Vyas (Senior Associate, Lodha Group Of Companies)

Corporate Governance is like a mirage, easy to converse but thorny to implement.

History, like poetry, does not repeat itself, but rhymes. Accidents of history give the rhyme a different starting point in different countries, but there is a common meter throughout. There is a conservative bias in every country that impedes institutional change. But when crisis strikes, that bias lessens and change is possible. Whatever idea is waiting in the wings at that time can be swept into reality.

The basic objective of corporate governance is to build up an environment of trust and confidence amongst those having competing and conflicting interest to enhance shareholders' value and protect the interest of other stakeholders by enhancing the corporate performance and accountability. A corporation is a congregation of various stakeholders, namely, customers, employees, investors, vendor partners, Government and society. Unless a corporation embraces and demonstrates ethical conduct, it will not be able to thrive, and it is where the role of the concept of corporate governance becomes prominent. The integrity of corporations, financial institutions and markets is particularly central to the health of our economies and their stability.

The last few years have seen some major scams and corporate collapses across the globe, be it Enron, Arthur Anderson or WorldCom or our very own Satyam. All these events have made stakeholders realize the importance and urgency of good corporate governance.

Liberalization in emerging economies has made access to foreign funds easier. Availability of foreign funds will lower the cost of capital. All companies will like this to

happen, but the international lenders will be careful that the companies they lend do follow international norms and best good corporate governance demeanor, in other words demanding transparency. Transparency is critical for good governance. Without transparency, new laws and governance codes can do little to boost investor confidence..

In India till date Corporate Governance as a concept is understood as a synonym with Clause 49 of the Listing Agreement (s) of the stock exchanges. It's high time that now it is understood that Corporate Governance is not something which can be governed by a statute, but it is an environment of good self moral conduct. Good corporate governance is characterized by a firm commitment and adoption of ethical practices by an organization across its entire value chain and in all of its dealings with a wide group of stakeholders encompassing employees, customers, vendors, regulators and shareholders (including the minority shareholders), in both good and bad times.

To achieve this, certain checks and practices need to be whole-heartedly embraced. With Satyam fiasco, the CII had set up a Task Force under Mr Naresh Chandra in February 2009 to recommend ways of further improving corporate governance standards and practices both in letter and spirit. The leitmotif of the report is to enunciate additional principles that can improve corporate governance in spirit and in practice. The recommendations outlined in the report are aimed at listed companies and wholly owned subsidiaries of listed companies.

A table analyzing some of the vital recommendations of the Task Force are as –

Sr. Recommendations No.	Comments
1 Nomination Committee	Listed companies should have a Nomination Committee, comprising a majority of independent director, chairman of such committee being an independent director. The Nomination Committee should be the body that evaluates and recommend the appointment of executive directors. A separate section in the chapter on corporate governance in the annual reports of listed companies could outline the work done by the Nomination Committee during the year under consideration.



Sr. No.	Recommendations	Comments
2	Letter of Appointment to Directors	<p>Listed companies should issue formal letters of appointment to NEDs and independent directors (IDs) - just as it does in appointing employees and executive directors. The letter should:</p> <ol style="list-style-type: none"> 1. Specify the expectation of the Board from the appointed director; 2. The Board-level committee(s) in which the director is expected to serve and its tasks; 3. The fiduciary duties that come with such an appointment; 4. The term of the appointment; 5. The Code of Business Ethics that the company expects its directors and employees to follow; 6. The list of actions that a director cannot do in the company; 7. The liabilities that accompany such a fiduciary position, including whether the concerned director is covered by any Directors and Officers (D&O) insurance; and 8. The remuneration, including sitting fees and stock options, if any. The letter stating the terms and conditions of appointment of any NED or independent director should form a part of the disclosure to shareholders at the time of the ratification of his/her appointment or re-appointment to the Board.
3	Fixed Contractual Remuneration	<p>Companies should be given an option to choose between: a. Paying a fixed contractual remuneration to its NEDs and IDs, subject to an appropriate ceiling depending on the size of the company; or b. Continuing with the existing practice of paying out upto 1% (or 3%) of the net profits of the stand alone entity as defined in the Companies Act, 1956. For any company, the choice should be uniform for all NEDs and independent directors, i.e. some cannot be paid a commission of profits while others are paid a fixed amount. If the option chosen is (a) above, then the NEDs and independent directors will not be eligible for any commission on profits.</p>
4	Structure of Compensation to NEDs	<p>The Task Force has recommended that the listed companies use the following template in structuring their remuneration to NEDs and IDs</p> <ol style="list-style-type: none"> 1. Fixed component: This should be relatively low, so as to align NEDs and independent directors to a greater share of variable pay. Typically, these are not more than 30% of the total cash remuneration package.





Sr. No.	Recommendations	Comments
		<ol style="list-style-type: none"> 2. Variable Component: Based on attendance of Board and Committee meetings (at least 70% of all meetings should be an eligibility pre-condition) 3. Additional payment for being the chairman of the Board, especially if he/she is a non-executive chairman 4. Additional payment for being the chairman of the Audit Committee 5. Additional payment for being the chairman of other committees of the Board 6. Additional payment for being members of Board committees: Audit, Shareholder Grievance, Remuneration, Nomination, etc. The Task Force has recommended that if such a structure (or any structure) of remuneration is adopted by the Board, it should be disclosed to the shareholders in the annual report of the company.
5	Remuneration Committee	<p>The Task Force has recommended that listed companies should have a Remuneration Committee of the Board.</p> <ol style="list-style-type: none"> 1. The Remuneration Committee should comprise at least three members, majority of whom should be independent directors. 2. It should have delegated responsibility for setting the remuneration for all executive directors and the executive chairman, including any compensation payments, such as retiral benefits or stock options. It should also recommend and monitor the level and structure of pay for senior management, i.e. one level below the Board. The Remuneration Committee should make available its terms of reference, its role, the authority delegated to it by the Board, and what it has done for the year under review to the shareholders in a separate section of the chapter on corporate governance in the annual report.
6	Audit Committee Constitution	<p>Listed companies should have at least a three-member Audit Committee comprising entirely of non-executive directors with independent directors constituting the majority.</p>
7	Board Meetings through Tele- conferencing	<p>A minuted and signed proceeding of a teleconference or video conference should constitute proof of director's participation. However, minutes of all such meetings or the decisions taken thereat, recorded as circular resolutions, should be signed and confirmed by the director/s who has/have attended the meeting through video conferencing.</p>





Sr. No.	Recommendations	Comments
9	Executive Sessions	To empower independent directors to serve as a more effective check on management, the independent directors could meet at regularly scheduled executive sessions without management and before the Board or Committee meetings discuss the agenda. The Task Force has also recommended separate executive sessions of the Audit Committee with both internal and external Auditors as well as the Management.
10	Related Party Transactions	Audit Committee, being an independent Committee, should pre-approve all related party transactions which are not in the ordinary course of business or not on “arms length basis” or any amendment of such related party transactions.
11	Auditors’ Revenues from the Audit Client	No more than 10% of the revenues of an audit firm singly or taken together with its subsidiaries, associates or affiliated entities, should come from a single corporate client or group with whom there is also an audit engagement.
12	Certificate of Independence	Every company must obtain a certificate from the auditor certifying the firm’ independence and arm’s length relationship with the client company.
13	Rotation of Audit Partners	The partners handling the audit assignment of a listed company should be rotated after every six years. The partners and at least 50% of the audit engagement team responsible for the audit should be rotated every six years, but this should be staggered so that on any given day there isn’t a change in partner and engagement manager. A cooling off period of 3 years should elapse before a partner can resume the same audit assignment.
14	Auditor’s Liability	The firm, as a statutory auditor or internal auditor, has to confidentially disclose its network to the listed company appointing it.
15	Appointment of Auditors	The Audit Committee of the board of directors shall be the first point of reference regarding the appointment of auditors. The Audit Committee should have regard to the entire profile of the audit firm, its responsible audit partner, his or her previous experience of handling audit for similar sized companies and the firm and the audit partner’s assurance that the audit clerks and / or understudy chartered accountants or paralegals appointed for discharge of the task for the listed company shall have done a minimum number of years of study of Accounting Principles and have minimum prior experience as audit clerks. To discharge the Audit Committee’s duty, the Audit Committee shall:



Sr. Recommendations No.	Comments
16 Qualifications in Auditor's Report	<ol style="list-style-type: none"> 1. Discuss the annual work programme and the depth and detailing of the audit plan to be undertaken by the auditor, with the auditor; 2. Examine and review the documentation and the certificate for proof of independence of the audit firm, and 3. Recommend to the board, with reasons, either the appointment/re-appointment or removal of the statutory auditor, along with the annual audit remuneration. <p>ICAI should appoint a committee to standardize the language of disclaimers or qualifications permissible to audit firms. Anything beyond the scope of such permitted language should require the auditor to provide sufficient explanation.</p>
17 Institution of Mechanism for Whistle Blowing	<p>The Task Force recommends institution of a mechanism for employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of the company's code of conduct or ethics policy, providing for adequate safeguards against victimization of employees who avail of the mechanism, and also allows direct access to the Chairperson of the audit committee in exceptional cases.</p>
18 Risk Management	<p>The Board, its audit committee and its executive management must collectively identify the risks impacting the company's business and document their process of risk identification, risk minimization, risk optimization as a part of a risk management policy or strategy. The Board should also affirm that it has put in place critical risk management framework across the company, which is overseen once every six months by the Board.</p>
19 Harmonization of Corporate Governance Standards	<p>The Task Force suggests that the Government and the SEBI as a market Regulator must concur in the corporate governance standards deemed desirable for listed companies to ensure good corporate governance.</p>
20 Audit Oversight Mechanism	<p>In the interest of investors, the general public and the auditors, the Task Force recommends that the Government intervenes to strengthen the ICAI Quality Review Board and facilitate its functioning of ensuring the quality of the audit process through an oversight mechanism on the lines of Public Company Accounting Oversight Board (PCAOB) in the United States.</p>



Sr. No.	Recommendations	Comments
21	Effective & Credible Enforcement	The Task Force recommends that instances of investigations of serious corporate fraud must be coordinated and jointly investigated. Joint investigations / interrogation by the regulators penalties and punishments should be adjudicated appropriately, without conflicting reports and opinions, and disposed off between 6 to 12 months.
22	Cancellation of Fraudulent Securities	A provision of confiscation and cancellation of securities of a person who perpetrates a securities fraud on the company or security holders ought to be prescribed for the protection of capital markets .
23	Liability of Directors & Employees	Personal penalties should be imposed on directors and employees who seek unjust enrichment and commit offence with such intentions. Further, non-executive directors cannot be made to undergo the ordeal of a trial for offence of non-compliance with a statutory provision unless it can be established prima facie that they were liable for the failure on part of the company.
24	Shareholder Activism	Long term institutional investors, pension funds or infrastructure funds can help to develop a vibrant state of shareholder activism in the country. The oversight by such investors of corporate conduct can be facilitated through internal participation of their nominees as directors or external proceedings for preventing mis-management.

The following lines from **Narayan Murthy Committee Report** fittingly mirrors the spirit of Corporate Governance —

“Corporate governance is beyond the realm of law. It stems from the culture and mindset of management, and cannot be regulated by legislation alone. Corporate governance deals with conducting the affairs of a company such that there is fairness to all stakeholders and that its actions benefit the greatest number of stakeholders. It is about openness, integrity and accountability. What legislation can and should do is to lay down a common framework—the ‘form’ to ensure standards. The ‘substance’ will ultimately determine the credibility and integrity of the process. Substance is inexorably linked to the mindset and ethical standards of management.”

Development and maintenance of a robust corporate governance framework therefore calls for the commitment of numerous persons and institutions throughout society. Legislatures, regulatory bodies, courts and self-regulating professional organizations must establish, monitor and enforce legal norms actively and even-handedly. . These are the companies which are more than 50 to 100 years’ old (General Motors, Tata Group etc) and which had survived over the years, in spite of the changing environment. Visionary companies had some values to which they stuck through thick and thin. It is these values which had probably given them sustenance and helped them to develop a corporate culture and the requisite focus over the superordinate goals which probably in the long run helped the company to overcome the challenges which an enterprise has to constantly meet.





NEWS FROM WIRC

AND CHAPTERS

Appearance before SAT and Consent order & Compounding under SEBI Law in Orchid Hotel in Andheri on Saturday, 17th April, 2010

Shri Rakesh Puri, Director of Elara Capital provided an insightful perspective in his keynote address when he presented informative and insightful facts about SAT cases. In his view, SAT will grow as significantly as the securities market and the role of SEBI. Shri Ananta Barua, Legal Advisor of SEBI, highlighted scope and limitations of SAT. Smt Shaileshri Bhaskar, in her terse and sharp presentation deliberated nitty-gritty of compounding under SEBI law. Shri J. J. Bhatt and his team of advocates discussed about the intricacies of SAT procedure, starting from the issuance of SEBI notice against the company. The team of Shri J. J. Bhatt organized moot SAT court, where simulated SAT sessions were held. The bench, consisting of Dr. S. K. Jain, PCS, Shri Keyoor Bakshi, PCS & Shri Santosh Shukla, Legal Advisor, SEBI pronounced judgment based on mock hearing of the appellant and SEBI, represented by the participants, under the guidance of Shri JJ Bhatt. The cases were prepared by his team of advocates in close consultation with Shri Sudipto Pal, Joint Director, ICSI-WIRC. Shri J. J. Bhatt, an eminent senior advocate and expert in SAT field enlivened the mock SAT session with his seasoned skills of articulation for pleading and court craft. The Chairman of WIRC Shri Vishvesh Vachhrajani, in his speech in the inaugural session, while elaborating the need for programme like appearance before SAT commented that stock market a place for Reflection of Economic Progress and Mandavali.

There were 85 delegates attended the session.

Half Day Seminar on Stamp Duty in WIRC on Friday 30th April, 2010

Shri M. V. Phadke, in his insightful deliberation, explained the nitty-gritty of Stamp Act with the help of interesting and insightful practical cases. There were 60 members, who attended the programme. The programme was co-ordinated by Shri Atul Mehta, past Chairman WIRC and Regional Council Member.

Study Circle Meeting on Secretarial Audit under MCA Corporate Governance guidelines in Ghatkopar on Saturday, 8th May, 2010

Shri S. N. Ananthasubramaniun made an elaborate presentation of secretarial audit as envisaged in MCA voluntary guidelines. Shri Ananthasubramaniun the

Central Council Member, elucidated on the draft referencer on secretarial standard. He highlighted the compliance mechanism and board process form the dimension of intricacies of the subject, auditing convenience and scope of value addition. Shri D. A. Kamath, PCS, in his presentation, explained in details of thrust areas of audit. The programme was attended by around 45 delegates.

Study Circle Meeting on Areas of Practice in WIRC on Friday, 23rd April, 2010

Dr. S. K. Jain threw light on diverse areas of practice as Company Secretary. He with his vast experience as Practicing Company Secretary, and Advocate in SAT cases elaborated scope of PCS from the angle of today's and tomorrow's legal and regulatory framework of the country. Shri Atul Mehta, PCS and partner of secretarial firm Mehta-Mehta added the dimension of HR consultancy and office administration in the session. Shri Ajay Kumar, PCS, highlighted CLB areas as one of the core areas of practice. The Study Circle was attended by around 20 company secretaries.

Study Circle Meeting on Mergers & Amalgamations – Case Studies in Andheri on Sunday, 9th May, 2010

Shri Mahavir Lunawat, ex Assistant Company Secretary of Reliance Industries made a well articulated and insightful presentation with the help of his structured and exhaustive PPP. With his sharp acumen on and practical insight of M&A, he provided a complete picture about the subject as well as highlighted some unique features of legal-procedural issues in Indian context and detailed a few well known cases. High point of the Study Circle was long Q&A session, dealing with issues of objections after court approval, cross border capital flow, appropriate notice for ADR/GDR holders and so on so forth, which were aptly dealt by the speaker. Shri Nilesh Trivedi, Ex Company Secretary of ICICI Bank, made a short presentation on the subject and an eminent CA Shri Raju Vatsaraj added Critical inputs related to tax benefits of M & A. The programme was attended by a houseful of 85 delegates. In the programme the coordinator Shri Kaushik Jhaveri introduced a special members' forum in west suburb study circle, which would grace members, whose birthday or anniversary, being in the month of the study circle – and this was received with enthusiasm and excitement by the members, attending the programme. Shri Rajkumar Tiwari, the other Co-ordinator of the programme reassured the delegates about the continuity of the study circle in Andheri.

AHMEDABAD CHAPTER

10th Training Orientation Programme

Mr. Chirag Shah, Chairman, Ahmedabad Chapter inaugurated the programme, Sanjay Maniar, Chairman, TEFC Committee Mr. Kamlesh Shah, Secretary, and Mr. P N Bhatt, A.O. Ahmedabad Chapter remained present at the inaugural session. Students were advised to achieve the purpose of organising the programme. They were also informed to interact with faculty members and strive for better learning.

Every participant was encouraged and given a chance to express, to participate actively and all the sessions were made lively. Participants were helped to gain required confidence level.

The programme ended with the valedictory session. Sanjay Maniar - Chairman, TEFC Committee, Mr. Kamlesh Shah – Secretary and Mr. P N Bhatt - A.O. Ahmedabad Chapter remained present. All the students were invited to give their feedback and express their views about the quality of programme. Mr. Sanjay Maniar distributed certificates and addressed to participants. The programme was appreciated and termed as a great learning experience.

“Times Education Boutique” the Career Fair organized by Education Times on 10th & 11th April, 2010, at Rajpath Club, Ahmedabad

With a view to enhance the visibility of the profession and to attract students, ICSI Ahmedabad Chapter represented and participated in Times Education Boutique, 2009, Career Fair, on 11th & 12th April, 2009, at The Rajpath Club, Ahmedabad.

Mr. Chirag Shah, Chairman, Ahmedabad Chapter and his team consisting of office bearers, members and office staff participated in the career fair organized by the Education Times at Rajpath Club, Ahmedabad. Members volunteered for attending awareness programme and doing their bit in spreading information about CS course and interacted with students and parents. It was truly a team effort.

ICSI stall was well decorated with posters received from HO. A film received from HO was also shown on both the days. Pamphlets and Brochures received from H.O. were displayed at the stall. Magazines for students and members were displayed for information to all. Brochures received from HO were also distributed. Information about of CS was translated in Gujarati especially for the event and was made available for easy understanding by students, parents and elders having Gujarati medium background.

It was interesting to see that there were many queries from students other than commerce stream. They were keen to know more about the Company Secretary Course curriculum, job opportunities, practice as a professional and all of them were attended to.

Students were also informed about the employment opportunities and flexible nature of the profession for girls. Students were invited to visit ICSI, Ahmedabad Chapter office to further facilitate them across the table Counselling and Registration. Good response was received from Students/Visitors.

Comprehensive information about the curriculum was offered to the students through counselling and awareness.

Higher Secondary students accompanied by their parents /guardians turned up for a visit in large numbers. Higher Secondary students were informed about the provisional registration and advantage of getting into a professional course at young age. They were assured of total support from Ahmedabad Chapter and the Head Office. Students pursuing graduation especially from commerce background showed keen interest and interacted more. Parents were very happy to visit our stall and found it useful to bring career awareness among their children.

Over 2,500 students visited and data of students who were genuinely interested in the course was recorded, leading to success of the awareness programme. Some visitors representing Schools/Institute were also interested in conducting a CAP at their Schools/Institute, their phone numbers were noted and shortly when the schools re-open in June, 2009, it would enable the Chapter to organize more number of career awareness programmes.

We submit the following outcome / observation with our interaction with parents and students at the event.

1. Allocation of the stall was not in the prime location even after our long association with the fair organizing agency all over India. It is proposed that at the time of confirming our participation, location part should also be negotiated.

It was only after the intervention of Shri Chirag Shah, Chairman — Ahmedabad Chapter that, the stall was shifted to a place suited better for our purpose.

2. Translated version of the course information was appreciated from parents from Gujarati background.

3. More efforts are required to be put in to spread more information about its statutory recognition as many of the visitors were unaware about it.
4. There was no participation from other professional institutions
5. Unlike the last time, there was no entry fee for visitors and it certainly would have encouraged more students and parents to turn. With Rs. 40/- charges per visitor on the first day, it must have restricted many students / guardians from visiting career fair. Bringing down the charges or, free entry to students on production of Identity Card could have attracted more students.

We appreciate the efforts by the institute and hope that with such events more students would turn up and achieve good number of Registrations.

Commencement of Crash Course

Crash course for Professional Module III Paper-6 “Advanced Tax Laws & Practice” was commenced on 11th April, 2010 at the Ahmedabad Chapter premises. The course to be organized on Sundays was meant to help students pursuing CS.

Study Circle Meeting on “Compliances under Listing Agreement & Recent Amendments”

A study circle meeting for discussion on compliances under Listing Agreement and Relevant Amendments was organized on 10th April, 2010, at the Ahmedabad Chapter premises. It was led by Shri Rahul Shah, Company Secretary, Adani Power Ltd.

Participation in International Conference on DMIC at Ahmedabad

International Conference on Delhi Mumbai Industrial Corridor was organized on 16th April, 2010 at The Grand Bhagwati, Ahmedabad. Delegation led by Shri Ashish Doshi, Treasurer, WIRC of ICSI, Shri Chirag Shah, Chairman, Ahmedabad Chapter along with office bearers of Ahmedabad Chapter participated in the conference. Issues relating to investment in the forthcoming project were discussed.

AURANGABAD CHAPTER

Aurangabad Chapter of WIRC of ICSI organized seminar on Maharashtra Value Added Tax at Conference Hall of ICFAI MBA College, Aurangabad on the Saturday, 17 & 23 April, 2010.

Mr. Umesh Sharma a leading practicing Chartered Accountant with specialization in MVAT delivered the lectures in two sessions.

In the first session he dealt with general aspects of MVAT & the fundamental structure of the taxation system while in the second session he explained in detail on MVAT Credit aspects. Mr.Sateesh Chirputkar, Mr. Madhu Ghatiya & Mr. M.R. Kulkarni participated in the discussion. Around 35 members and students were present who made both the sessions interactive , participative & interesting.

GOA CHAPTER REPORT

On 26th March, 2010, the Goa Chapter of WIRC of ICSI organized an Investor Awareness programme (An IEPF Initiative under the Ministry of Corporate) on the topic “Opportunities and Art of investing in Primary Market and Investors Rights under the Law” at Chowgule College of Arts and Science, Margao, Goa. The keynote speaker and resource person for the programme was CS B. Narsimhan, Central Council member of the ICSI, who introduced the basics of Capital Market and also detailed the mechanism of IPO/FPO through his immaculate Power Point presentation. He also emphasized on the Do’s and Don’ts in Capital market. Before conclusion of programme, an interactive session was organized, wherein CS B. Narsimhan replied to the queries raised from the audience. The Investor Awareness programme was highly informative and appreciated by the audience present. The programme concluded with vote of thanks proposed by CS Swatee Rane, Chairman of Goa Chapter. CS Divya Pai Vernekar, Secretary of Goa Chapter anchored the session. Around 50-60 interested investors/ potential investors attended the programme.

Participation in 2 days Career Fair and Exhibition

The Goa Chapter of WIRC of ICSI participated in 2 days Career Fair and Exhibition & opened the ICSI information stall at the said Exhibition organized by “Times Education Boutique 2010” on 10th & 11th of April, 2010 at Hotel Fidalgo, Panaji, Goa. The ICSI stall was displayed with Institute’s banners, posters & various other informative materials and also made available for sale of prospectus. School/ College students and their parents and other visitors visited the stall in large numbers every day. More than 500 ICSI brochures were distributed to the visitors who visited the fair. Members of the Managing Committee of the Chapter replied to the various queries of the students & visitors to the stall about the course, its fee structure, examination pattern, placements, etc. Officer-in-charge of the Goa Chapter co-ordinated the Career Fair and Exhibition.

PUNE CHAPTER REPORT

1. STUDY CIRCLE MEETING ON COMPLIANCES UNDER LABOUR LAWS

A Study circle meeting was conducted on 03.04.2010 on “Compliance under Labour Laws”.

The faculty for the meeting was CS Sandeep Nagarkar, Corporate Secretarial, Tech Mahindra Limited, Pune. Around 40 participants were present for the Study Circle Meeting.

2. STUDY CIRCLE MEETING ON HIGHLIGHTS OF SIA CLARIFICATION AND PRESS NOTE 1/10 ISSUED ON 1ST APRIL 2010 AND RBI CIRCULAR No. 24 ON ESTABLISHMENT OF BRANCH / LIAISON OFFICES IN INDIA

A Study circle meeting was arranged on Highlights of Sia Clarification and Press Note 1/10 issued on 1st April 2010 and RBI Circular No. 24 on Establishment Of Branch / Liaison Offices In India on 17-04-2010. The faculty for the meeting was CS Makarand Lele, Member of WIRC of ICSI. Around 40 participants were present for the Study Circle Meeting.

RAJOKT CHPTER

CAREER AWARENESS PROGRAMME

Rajkot Chapter of WIRC of the ICSI, jointly with Geetanjali Education Systems Pvt. Ltd., ICSI affiliated Oral Coaching Center organized a Career Awareness Programme dated 11-4-2010 at Auditorium, Geetanjali College, Rajkot.

The programme was hosted by Mr. Jyotindra Jani and Mr. Shailesh Jani, Principal of the College, Dr. Pradip Jobanputra, Professor, PDM Commerce College, Rajkot, CS Nalin Ganatra, CS Samir Phathak, CS Pratik Kesaria, CS Krupa Choksi and CS Devang M. Vyas.

The programme started with Prayer, Deep Pragatya and Welcome session. Informative course brochures and study kits were provided to the students. Ms. Tarannum – Asst. Director, Geetanjali College has given introduction about the Dignitaries. Thereafter she has given power point presentation on career as Company Secretary.

Dr. Pradip Jobanputra, in a very lucid manner, explained about Career Planning, Time Management and Importance of Discipline and Professional Attitude during Student phase. Mr. Jytindra Jani and Mr. Shailesh Jani – Principals of Geetanjali College shared Vision and Mission of the College, Education Methodology, Personality attributes required to pursue CS course.

CS Samir Pathak, CS Pratik Kesaria, CS Krupa Choksi explained in detail about the CS course, Subjects and syllabus, Course Fees and duration, Opportunities in Practice vis-à-vis Employment after completing CS with statistical background, Services available to students from Rajkot Chapter, Practical difficulties and solutions thereto, How to be prepared for CS examinations, Articleship and Training requirements, etc. The presentation given was very effective and convincing to students and parents.

The Programme was followed by Question and Answer session. Students and Parents present actively participated and asked meaningful queries about the Course, clarity of which was given convincingly by the speakers. CS Nalin Ganatra, Chairman of the Chapter delivered vote of thanks to Geetanjali college team, dignitaries, students, parents and emphasized for awareness about Company Secretary Course up to grass root level.

About 100 students and parents participated in the Programme.

THANE CHAPTER

Outing to Alibaug

The Thane Chapter of ICSI organized a one day Outing to Alibaug on 4th April, 2010. The outing was attended by Student's and Faculty Members of Oral coaching classes conducted by Thane Chapter and few Volunteers of CS Students' Forum. PCS R.T. Rajguroo (Chairman), Thane Chapter and CS Rahul Sahasrabuddhe (Secretary), Thane Chapter also gazed the informal occasion with their presence. The outing was arranged with a view in mind to make the students' afresh before the June exams and prepare for the examination with a fresh and enthusiastic mind. It was travel by local train, ferry (boat) and also a bus. Students' enjoyed the outing most and desired to have frequent occasion of such kind in future. It was a perfect outing wherein Students' and Members' discussed about CS issues and at the same time had plenty of fun at the Beaches of Alibaug.

Crash course on Tax Laws DT: April 19, 2010

CS Students' Forum under the Banner of ICSI Thane Chapter conducted a One Day Crash Course on Tax Laws on 18th April, 2010 at Bedekar College, Thane. The Crash course was organized for Executive students appearing in June, 2010 examination. It was a full day comprehensive session from morning 10 am to evening 6 pm. 25 students attended the program.

Eminent faculty in the subject of Indirect Taxes CA Kishor. P. Chaudhari (Partner) CVK & Associates, Dadar, Mumbai addressed the students between 10 am to 12: 30 pm.

CA Bharat Kanabar of Bharat Kanabar & Co, Ghatkopar, Mumbai addressed the second session on Direct Tax Laws, between 1:30pm to 6pm.

Both the sessions were appreciated by the student participants and indicated to have more such programmes on the subject of interest to the students in the future.

CAREER MOVE :

Shri Mahavir Lunawat, Secreaty of WIRC has Joined PricewaterhouseCoopers, M&A Tax & Regulatory Service, Mumbai. Earlier he was Assistant Company Secretary of Reliance Industries Limited. His new contact details are available on ICSI website.

WIRC Regional Conference 2010

IN VADODARA

On 6th & 7th August, 2010

WIRC organizes its regional conference in each year. In this year, the council has decided to hold it in Vadodara. This provides the opportunity for fellowship & get together with the fellow members of the region.

Regional Conference in Vadodara will provide plenty of academic menu on the Theme — **Emerging Dimensions of the Profession**

Besides, a cultural evening and sight seeing of historical city of vadadara will be arranged.

Partnership opportunity with ICSI-WIRC during the Regional Conference

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For advertisement and sponsorship opportunity please contact:

Mr. V. V. Vachhrajani, Chairman, WIRC (Cell No: 9909925800),
 Mahavir Lunawat, Secretary, WIRC (Cell No:9967890055),
 Smt Ragini Chokhi, PDC Chairperson, (Cell No. 9702276703;
 Sudipto Pal, joint director-WIRC (cell No: 9223542195)



Date	Day	Venue	Programme
13th June, 2010	Sunday	Bhavan's College Andheri	Study Circle on Secretarial Audit Faculty: Shri S N Ananthasubramanian
20th June, 2010	Sunday	Bhavan's College Andheri	Study Circle on Appearance before SAT Faculty: Dr. S K Jain
9th July, 2010	Friday	Bajaj Hall	A special programme on Ladies Special

No	Date	Name of School/ College	Member (s) / Officials involved	Total No. of participants
1	7-Apr-10	RBK international academy shankara colony, chembur (E) , express highway	Ms.Lachhmi bhatt (DO)	65
2	8-Apr-10	RBK international academy shankara colony, chembur (E) , express highway	Ms.Lachhmi bhatt (DO)	65
3	9-Apr-10	Focus Career Fair Ravindra Natya Mandir Prabhadevi Dadar	Ms. Lachhmi Bhatt (DO) , Mr. Deepak & Mr. Dinesh Kadam	Approx. 1200
4	10-Apr-10	Focus Career Fair Ravindra Natya Mandir Prabhadevi Dadar	Ms. Lachhmi Bhatt (DO) & Mr. Dinesh Kadam	Approx 3000
5	11-Apr-10	Focus Career Fair Ravindra Natya Mandir Prabhadevi Dadar	Ms. Lachhmi Bhatt (DO) , Mr.Omkar Date(Ed O) , Mr. Deepak & Mr. Dinesh Kadam	Approx 4000
6	23-Apr-10	Times Education Boutique – 2010 Bandra Kurla Complex, Bandra (E) MMRDA Ground, Mumbai 400 051	Ms. Lachhmi Bhatt (DO) , Mr. Deepak & Mr. Dinesh Kadam	Approx 1500
7	23-Apr-10	Times Education Boutique – 2010 Bandra Kurla Complex, Bandra (E) MMRDA Ground , Mumbai 51	Mr. Prmod Shah (PCS) , Ms. Lachhmi Bhatt (DO) , Mr. Bharat , Mr. Deepak & Mr. Dinesh Kadam	Approx 2000
8	23-Apr-10	Times Education Boutique – 2010 Bandra Kurla Complex , Bandra (E) MMRDA Ground, Mumbai 51	Mr. Atul Mehta (TEFC Chairman) Ms. Lachhmi Bhatt (DO) , Mr. Bharat , Mr. Deepak & Mr. Dinesh Shela	Approx 3000

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OR E-mail the same at : jayesh@sandco.in / jsandco@gmail.com

CAREER AWARENESS PROGRAMME



Introduction by Ms. Tarannum Belim, Asst. Director Geetanjaly Education System Pvt. Ltd.- On dais from L to R — Dr. Pradip Jobanputra, Mr. Shailesh Jani, CS Nalin Ganatra, Mr. Jyotindra Jani, CS Samir Phathak, CS. Pratik Kesaria.



Power point presentation by Ms. Tarannum Belim, Asst. Director, Geetanjaly Education System Pvt. Ltd



Speech on Career Awareness by CS. Samir Pathak



Speech on Career Awareness by CS Pratik Keshriya



Audience view of students and parents, attended the Programme.

STUDY CIRCLE IN ANDHERI ON M & A



FULL DAY PROGRAMME ON NEW COMPANIES BILL AND GST & SERVICE TAX IN GHATKOPAR



Shri Manek Shah, VP of ESSAR Group



Shri K. Sethuraman Group Company Secretary, RIL



Shri Henry Rechird ROC



Ravi Kumar Yanamandra, Delloitte Haskins & Sells



Shri Abhay Arulekar CA & CS

Appearance before SAT and Consent order & Compounding under SEBI Law in Orchid Hotel in Andheri on Saturday, 17th April, 2010.



Chairman Shri V. V. Vachhrajani lighting the lamp among others, S/S Atul Mehta, Mahavir Lunawat, J. J. Bhatt & S. N. Ananthasubramanian



Shri V. V. Vachhrajani delivers Chairman Speech



Moot SAT hearing & Bench : Dr. S. K. Jain, PCS, Shri Keyoor Bakshi, PCS & Santosh Shukla, LA, SEBI



Shri Rakesh Puri, ED,
Elara Capital



Shri J. J. Bhatt,
Senior Advocate, SAT



Shri Ananta Barua, LA, SEBI



Smt. Shaileshri Bhaskar,
PCS & Ex AGM, SEBI

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