

Participation in the Airtel Delhi Half Marathon, 2017 (Great Delhi Run - 6 km) - 19.11.2017: Group photograph of members along with CS Dhananjay Shukla, CS Rajiv Bajaj, CS Ranjeet Pandey, CS Pradeep Debnath, CS Nitesh Kumar Sinha and CS Manish Gupta.
Dear Professional Colleagues,

Greetings from NIRC-ICSI !!!

At the outset, I take the opportunity to wish all of you for the New Year 2018. May this New year brings lot of success and happiness in the lives of all of us. We, the Indians always believe in the philosophy of Sarve Bhavantu Sukhinah. At this juncture, we pray the Almighty for the betterment of society, culture and good values for all of us.

Friends, we have been recognized as Governance professionals and are required to play a pivotal role to convert the vision of the Government and also of the Institute into reality i.e facilitating creation of systems and procedures to make the working more transparent and accountable.

From the Chairman
From the Chairman

This is only possible with our dedicated efforts and commitment towards profession, which requires continuous updation of the knowledge base.

Your NIRC is organizing various capacity building programmes to sharpen the soft as well as core skills of the members and students to enable them to come up to the expectations of the various stakeholders.

I am very happy to share that the 1st Northern Region Debate Competition was successfully completed on the topic of Demonetization. The main intention behind organizing this debate competition was to hone the communication as well as argumentative skills of the members and students. The participants of the competition enjoyed the event thoroughly. I am confident that these initiatives will be able to provide great value addition for the students and members in long run.

A summary of the various other activities held during the months of November and December, 2017 are mentioned hereunder:

♦ On 18th November, 2017 one day workshop on Practical Aspects of Holding Board Meetings and SS-1 and Mock Board Meetings; Practical Aspects of Holding Annual General Meeting and SS-2 and Mock AGM was held on 18th November, 2017. CS Ilam C Kamboj (Former AVP-Legal & Company Secretary, Hero MotoCorp Ltd.) Managing Partner, Kamboj Law Chambers was the guest speaker on the occasion and he shared his rich knowledge and practical experience at the workshop and the participants were greatly benefitted by attending the workshop.

♦ On 19th November, 2017 NIRC as a group participated in the Airtel Delhi Half Marathon. CS Dhananjay Shukla, CS Rajiv Bajaj, CS Ranjeet Pandey, CS Pradeep Debnath, CS Nitesh Kumar Sinha, CS Manish Gupta along with about 100 members took part in the event.

♦ On 20th November, 2017 a meeting of CS in Practice on the topic Compounding of Offences under Companies Act, 2013 was organised. CS Deepak Kukreja, Past Chairman, NIRC-ICSI & Company Secretary in Practice was the guest speaker at the occasion.

♦ On 25th November, 2017 one day seminar on the topic Intellectual Property Rights - Practice and Process was organized at Hotel EROS. Dr. Shaleen Raizada, Managing Director & CEO, Sanshadow Consultants Pvt Ltd.; CS Ajay Garg, Founder, AGB Corplegal; Shri V P Dalmia, Partner, Vaish Associates and Shri R P Yadav, Advocate were the guest speakers on the occasion. It was great learning and enriching experience for the members to attend the programme.

♦ On 26th November, 2017 a Study Session on Disqualification of Directors and Revival of Companies was organized at West Delhi. CS Vishal L Aggarwal, VLA & Associates (Company Secretaries) was the guest speaker on the occasion.

♦ On 3rd December, 2017 Punjab State Conference on the theme CS: Exploring New Horizons was organized at Ludhiana. CS Rajiv Bajaj, CS Ranjeet Pandey, CS Satwinder Singh, Council Members-ICSI and CS Rajeev Goel, Advocate were the guest speakers on the occasion.

♦ On 5th December, 2017 a Study Session on Disqualification of Directors and Revival of Companies was organized at South Delhi. CS Shailesh Dayal, Company Secretary in Practice was the guest speaker on the occasion.

♦ On 8th December, 2017 a workshop on the theme New Avenues for Company Secretaries under NGO Management was organized at NIRC premises. CS Ajay Garg, Founder, AGB Corplegal and CS Pranav Kumar, Company Secretary in Practice were the guest speakers on the occasion.

♦ On 11th December, 2017 1st Hunar Program - A program on Skill Development and Value Creation for Member was organized at NIRC premises. CS Pavan Kumar Vijay, Past President-ICSI has given special address on the occasion.

During the month, NIRC also organized the following programs for students:-

♦ On 16th November, 2017 Valedictory Function of 272nd Management Skills Orientation Program (MSOP) was organized at NIRC. CA Rajesh Sharma, Council Member-ICSI (Govt. Nominee) was the Chief Guest on the occasion.

♦ On 20th November, 2017, 273rd batch of Management Skills Orientation Program (MSOP) was inaugurated at NIRC. CS N K Jain, Former Secretary & CEO, ICSI was the Chief Guest on the occasion.

♦ On 7th December, 2017, Second Mega Placement Drive-2017 was organized at NIRC. CS Dinesh Chandra Arora, Secretary ICSI and Shri S N Ahuja, Corporate Trainer addressed the participants before appearing for the interview before the recruiters.

♦ On 8th December, 2017, Valedictory Function of 273rd Management Skills Orientation Program (MSOP) was organized at NIRC. CS Devender Suhaq, Chairman, Gurgaon Chapter & Company Secretary of San Jose India Infra. & Const. Pvt. Ltd. was the Chief Guest on the occasion.

♦ On 12th December, 2017, 274th batch of Management Skills Orientation Program (MSOP) was organized at NIRC. CS R P Tulsian, Associate Professor, University of Delhi was the Chief Guest on the occasion.
I take this opportunity to place my sincere thanks and gratitude to all the Chief Guests, Guests of Honour, Judges, Guest Speakers, and other invitees for sparing their valuable time and sharing their rich knowledge and words of wisdom with the delegates of all these programmes.

Visit to Chapters

Friends, I take this opportunity to inform you that I have visited Bhilwara, Udaipur, Meerut & Modinagar chapters of NIRC-ICSI to understand the issues and concerns faced by these chapters at the ground level. During the visit, I interacted with the Members of Managing Committees along with members and students of these chapters. The Chapter were assured full cooperation and support from NIRC and also encouraged for providing best of the services to members and students.

Infrastructural Development at Chapters

I am happy to share that on 30th November, 2017 newly constructed building of Udaipur Chapter of NIRC-ICSI has been inaugurated by the hands of Shri Arjun Ram Meghwal, Hon’ble Minister of State for parliamentary Affairs and Ministry of Water Resources, River Development and Ganga Rejuvenation and Dr. Kiran Maheshwari, Hon’ble Minister of Technical Education, Higher Education, Sanskrit Education & CS(Dr.) Shyam Agrawal, President, ICSI.

Also the Institute is in the process of acquiring land for Jodhpur Chapter of NIRC-ICSI and your NIRC is providing full support in this endeavor of the Institute.

Regulatory Updates

Friends, on the regulatory front, I would like to share some of the important developments, for the benefit of members. This month, the Government of India promulgated the Ordinance to amend the Insolvency and Bankruptcy Code, 2016. The Ordinance aims at putting in place safeguards to prevent unscrupulous, undesirable persons from misusing or vitiating the provisions of the Code. The amendments aim to keep-out such persons who have wilfully defaulted, are associated with non-performing assets, or are habitually non-compliant and, therefore, are likely to be a risk to successful resolution of insolvency of a company. The Amendment also provides that the Committee of Creditors should ensure the viability and feasibility of the resolution plan before approving it.

The Insolvency and Bankruptcy Board of India (IBBI) has notified the IBBI (Grievance and Complaint Handling Procedure) Regulations, 2017 in the Gazette of India on 7th December, 2017. The regulations enable a stakeholder, namely, debtor, creditor, claimant, service provider, resolution applicant or any other person having an interest in an insolvency resolution, liquidation, voluntary liquidation or bankruptcy transaction under the Insolvency and Bankruptcy Code, 2016 (Code), to file a grievance or a complaint against a service provider, namely, insolvency professional agency, insolvency professional, insolvency professional entity or information utility. The regulations provide for an objective and transparent procedure for disposal of grievances and complaints by the IBBI, that does not spare a mischievous service provider, but does not harass an innocent service provider.

Forthcoming Programs

The professional Development activities are in full swing at NIRC. The following are the forthcoming programmes:

- NIRC is organizing second batch of 15 days Crash Course exclusively for Female Members from 1st January, 2018 to 18th January, 2018 at ICSI-NIRC Building, New Delhi.
- New Year Celebration for members and their families on 6th January, 2018 at Masonic Club, New Delhi.
- One day Seminar on 13th January, 2018 at Hotel Le-Meridien, New Delhi.
- PCS Regional Conference on 14th January, 2018 at Kanpur.

The details of all the programs are being uploaded on website for your reference and will also be sent through email. I cordially invite and appeal all of you to attend the programs in large number and make them a grand success.

Friends, your support and involvement are the prerequisites in successful organisation of all these activities. We, at NIRC have continuously been soliciting your views and suggestions. I once again appeal to all of you to send your valuable suggestions which will be guiding factor for us while we plan for our future academic as well as professional activities.

With best regards,

Yours sincerely,

CS Dhananjay Shukla
Chairman
NIRC-ICSI
Cell: 9873347280

Date: 15th December, 2017
Place: New Delhi
Profit is good, profiteering is not. Don't let someone profiteer at your expense.

- Anonymous

Goods and Service Tax or commonly termed as GST is the single tax rate for a product or service which will subsume the different indirect taxes (central as well as state taxes). It will result in better compliance in trade and industry sector, seamless flow of credit across the value chain and also in removing the cascading effect of taxes. Previously under the old regime the taxable events were different for various taxes. This multiplicity will be replaced by the introduction of GST as now the single and uniform taxable event is supply of the goods and services. The four tax rates will be 5%, 12%, 18% and 28%.

Input tax credit (ITC) is considered as a keystone of GST. The non-availability of credit at various points of supply chain in the present tax regime has led to the cascading effect of tax and increase in the goods and services cost. GST has eliminated this flaw by creating a seamless credit flow throughout the value chain and thus decreasing this cascading effect.

**Introduction to Anti-Profiteering Rules in Goods and Service Tax**

With the commencement of Goods and Service Tax (GST) in India, Government of India has come up with unique provision of Anti Profiteering Rules. Australia was one of the first nation to come up with the concept of anti-profiteering along with the enactment of GST in July, 2000 to replace the then prevalent inefficient taxes.

The anti profiteering rules will keep a check on the inflation and undue enrichment of profit that may arise at the introductory phase of implementation of GST. This is to ensure that all the businesses compulsorily transfer their savings together with the benefit earned from input tax credit availed, to their customers. The Section 171 of the Central GST Act states that any decrease in the tax rate on any supply of goods or services or the benefit of input tax credit will be passed on to the recipient by way of commensurate reduction in prices of goods or services. In other words, it can rightly be said that it operates on the idea of levelling the playing ground for all the industry players.

Presently, if a business sells a product for Rs.100 including an indirect tax of Rs.30, the net realization is Rs.70. But after the implementation of GST, if the tax is Rs.30 and input tax credit availed is Rs.10 then the net tax payable is Rs.20. The government wants the new price of the product at Rs.90 (Rs.70 plus tax Rs.20), implying a 10% reduction from the earlier price. Even a retention of Rs.5 as savings will attract anti-profiteering rules. These rules are supposed to curb the increase in the inflation rate that is expected to be experienced in the short term at the time of implementation of GST in India. But simultaneously, utmost care must be taken by the Government and tax authorities that these rules do not turn into the harassment for the industry.

**Key Provisions of the Anti-Profiteering Rules, 2017**

Anti-profiteering Rules, 2017 have been formulated by the Central Government along with the implementation of GST. Some of the key features of these rules are as under:

- An authority namely “National Anti-profiteering Authority” will be constituted.
- Standing Committee shall be constituted consisting of nominated officers from State Government and Central Government and State level Screening Committee shall be constituted in each state by the State Government.
- Primarily the applications from interested parties on local issues shall be examined by the State level Screening Committee and when the committee is satisfied that the provisions of section 171 are contravened, it will forward the application along with its recommendations to the Standing Committee for further action.
- If the prima facie evidence is found sufficient to prove that the supplier has failed to pass to the recipient, the benefit of reduction in tax rate on the supply of goods or services or the benefit of input tax credit, the matter will be then referred to Director General of Safeguards for a detailed investigation.
- The investigation shall be completed by the Director General of Safeguards within specified time limit and submit the report of its findings to the Authority.
- Thereafter it is the duty of the authority to determine if the supplier is guilty. Interested parties are given an opportunity to be heard.
- When the authority finds a registered person guilty, it may order –
  (a) decrease in prices;
  (b) pay the amount equivalent to the amount not passed along with the interest from the date of collection of higher amount till the date of return of such amount, to the recipient; or

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The Anti Profiteering rules formulated by the Government of India are certainly a blessing for the end customers. An increase in the rate of inflation is anticipated for a short duration after the GST implementation and government will use these rules to regulate this increase. Consumers will be benefitted as the suppliers will be charged with lower tax liability due to the lower tax rate and rise in input credit. As the underlying concept of these rules is “Consumer is the King”, it instills confidence in the mind of consumer. The spirit of the rules specifies that it is a legal obligation of the businesses to transfer the tax benefits and which is important for the survival of any business. People who plan to exploit GST in order to make undue profits will be restricted. But overall understanding suggests that these anti profiteering provisions are effective only when proper and relevant knowledge is provided to the consumers and businesses with regards to their rights and obligations. So it requires significant lead-in time to permit the relevant authority to provide such knowledge to the concerned.

Although government has a noble intention behind the implementation of these rules but industry may experience some serious impact. Existing structure of the government’s anti-profiteering rules on the goods and services tax (GST) has given rise to more questions than answers. While the rules are intended to restrain inflation after the GST implementation, the notification is leading to increase in ambiguity for businesses as it suffers from lack of clarity on several aspects. The anti-profiteering clauses can be a damper for the industry in the near future. Some of the key concerns for the industry include the following:

- The person found guilty must immediately comply with the orders passed by the authority and any further delay may result in taking action against such person in order to recover the amount in accordance with the provisions of the Integrated Goods and Services Tax Act or the Central Goods and Services Tax Act or the Union Territory Goods and Services Tax Act or the State Goods and Services Tax Act of the respective States, as the case may be.

Key issues/ challenges expected to arise with the Anti-Profiteering Rules, 2017 -

- Industry is also expected to suffer from "inspector raj". As such a price increase in normal course of business such as higher input prices could also be questioned. Few precautionary steps are underlined so as to prevent any suo moto action been taken by the authority. But it is believed such type of investigation will have negative effect on the industry.

- The mechanism of determining the anti-profiteering and later on implementing measures for the same is not mentioned clearly. It lacks the clarity to determine whether the implementation mechanism will be product-based or entity based. The rules provide only a brief discussion of the composition of an anti-profiteering committee and the committee has the power to determine the methodology and procedure for determining the anti-profiteering rules. Globally, several economic factors such as supply and demand conditions, cost structure of the supplier, and geographical location of the marketplace are considered to determine the mechanism of anti-profiteering. For instance, in Malaysia, the net profit margin methodology is practiced.

- Also the levying of penalty can be justified but cancelling the registration on failure to pass the benefit of lower taxes or input tax credit to consumers may be too punitive and even illegal as it is clearly seizing the right to do business as registration is mandatory for any business. It is better that a cost audit must be conducted in such cases and thereafter necessary actions are taken depending upon the case. Also it fails to state whether the deregistered can commence the business and if yes, then the procedure for the same. To deal with this proper mechanism to determine the penalty should be prescribed.

- In some cases, implementation of GST may also result in accruing of few costs and expenses that will set-off the profit and in such cases there is no chance of making undue profit.

- It also questions the business acumen of the entrepreneurs. Now to arrive at the commensurate reduction of prices under GST rules, Government will have the sole discretionary powers to decide or direct the businessmen on how to do business or what gross profit ratio should be maintained.

- If the deregistration and cancellation of registration is taken for granted and is invoked more often, it may hamper the business environment and create distress and suspicion amongst the taxpayers. This will in turn make the government prone to legal challenges against itself questioning its ‘excessive and bureaucratic delegation’.

- Industry also suffers the fear that the government may lack sufficient bandwidth to observe and monitor the pricing and profitability of the entire gamut of tax-paying entities. Many feel that pricing / profitability should be driven more by industry dynamics, rivalry and competitive intensity than by government rules on price cuts.
Applicability of Anti Profiteering Rules in Service Sector and Others -

Applicability of the Anti-Profiteering rules prevails on all goods and services for which GST is applicable. Such rules are tough to be administered in case of service sector. As the services are generally intangible, calculation of a right price for a service is quite difficult. These services have varied pricing due to discrepancies in reasons which are not just related to the costs. In case of goods also this is not going to be that easy, keeping in mind the multiplicity of rates and the huge number of suppliers forming the unorganized sector who are not willing to come into the GST system. Other than this, the authorities also face the challenge to prove if there is a need to reduce the costs. It will also be a tiresome process in case of small and medium enterprises for the authorities to verify every single item used in producing a particular product. It is doubted that even after the reduction of the prices, full passage of the input tax benefit that a business gets will happen.

The final word -

During the process of implementation of GST, it is required that a comprehensive and an efficient mechanism to monitor the price is introduced. This will ensure that the end customers are getting benefitted by the reduction in tax rates, cascading of tax and other tax compliance costs by way of lower prices and businesses are not making undue profits from this new system of tax. To achieve the same, Government has formed Anti Profiteering Rules. Price monitoring is required to protect consumer welfare and ensure public acceptance of India's biggest tax reform (i.e. GST) since independence. Although the aim behind setting up these rules was primarily to curb the inflation rate that may rise as a post GST implementation, but these rules seem to be hastily drafted leaving behind several aspects still open ended. There exists a lot of ambiguity in the rules, regulations and penalties, so same must be clearly defined. It fails to define the repetitively used term “commensurate reduction of prices” which will be treated as the basis of determining the benefit to be transferred to the recipient. Also the cancellation of the registration has given a draconian form to these rules. A benchmark has to be set up for measuring the profiteering and determining penalties for the same. Mechanism of anti-profiteering must be enforced for a limited goods and services, in rare cases as an exception, rather than applying it as a rule. In a sector where less than perfect competition is observed, it is better to apply these rules so as to control and ensure reduction in prices. The market forces prevalent in the sectors having perfect competition will itself bring down the prices. It is better to apply these rules in the oligopolistic markets where a substantial inflationary spiral is expected post GST implementation. Only few sectors are present where the dominant players determine the price, instead of the demand and supply. So generally if in any case one player refuses to reduce the tax and pass the benefit, he would be forced by the other competitors to do so, who will try to penetrate in the market by reducing their prices. It must not turn into a tool inviting corruption and a deterrent in the free business environment.

These rules when adopted in few nations have not yielded the expected results. It has turned out to be major disaster in certain countries as it was misused by the tax officials. Government should make sure that the tax officials should not play with these rules in their own interest. It will also need to be certain that there is no suffering, provocation or undue interference by the Authority. At the same time, businesses are expected to be fair and reasonable as otherwise, there will be increase in the inflation rate in the country and loss to the consumer.

More clarity will emerge when the National Anti-Profiteering Authority determines the methodology and procedure for taking up cases. Provisions of these anti-profiteering rules should be used by the Government only as “brahmastra” or last resort. Let us hope that the anti-profiteering provisions would be used sparingly and only in selected cases after proper due diligence by the authorities and at the same time, Government should take the industry into confidence on the Anti- Profiteering rules.

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Towards Improving Governance of Charities Organization

CS (Dr.) S K Gupta, E-mail: skgupta@aihp.in
CS Shukla Bansal

The Perspective
Charities organization are private organizations characterized primarily by humanitarian or cooperative, rather than commercial, objective, that pursue activities to relieve suffering, promote the interests of the poor, protect the environment, provide basic social services, or undertake community development. Non-Government organizations (Charities organization) are the groups or institutions or organizations that are not reducible to the administrative grasp and work on 'non-profit' basis with the principles like social equality, altruism and human development as their foundations. Social service is associated with India since ancient times.

The primary function of a Charities organization is to give benefit to the public by performing worthy causes that helps the public at large. They generally function as a welfare organization and work for the improvement of the society through their charitable function. There are three basic legal forms of charitable entities under Indian law: Trusts, Societies, and section 8 companies. The legal framework governing the charitable institution will depend on the purpose and scope of the activities which NGO would desire to engage in.

The steady rise of Charities organization has captured the imagination of some policymakers, activists, and analysts leading some observers to claim that Charities organization are in the midst of a “quiet” revolution. Themost highlighted success of Charities organization could be seen in their achievement in influencing government to bring out various development-oriented policies and laws. Few of such laws and policies include: Right to Information, Integrated child development scheme(ICDS), Integrated child protection scheme(ICPS), MNREGA, Juvenile justice, Nirmal gram initiative, Rastiya swathy bhima yogna(RSBY), Various policies on women development, forest and environment development, anti-trafficking, people with disability etc.,

Charities organization and Governance
Charities organization are helping men and women shape their own destinies in freedom, and by so doing, helping to build a safer, better world for us all. NGO activism will likely become an even greater fixture on the world stage. It is welcomed by those who view the world as a global village. NGO accountability and best practices need to keep pace with the other two civil society sectors-government and private business. Good Governance is important in Charities organization because it affects how a charity is run and the services that the organization provides. The survival of these Charities organization depends on donors and funders. The competition among Charities organization and the desire to cultivate multiple revenue streams to resist donor capture requires these organizations to be transparent and accountable. Charities organization that have a better quality of governance will be better in gaining public trust, and, hence, will be in a better position to secure donations from the public. Despite its size and complexity, there is a dearth of academic research in the not-for-profit sector on issues of governance. Effective governance practices are critical for nonprofits of all sizes. Governance is about:

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Framework for improving governance in Charities organization

The coming decade will hold unprecedented challenges for Charities organization's to respond creatively and resourcefully to overcome hurdles and seize opportunities and in that scenario good governance will not be a matter of checklist practices but ensuring organizations don't stand still, and that they remain relevant. The media attention on governance issues, increased stakeholder awareness and vigilance makes it imperative for Charities organization's to create and imbibe effective governance mechanism and structure based on the following tenets.

Strategic planning:The charity is set up to achieve certain aims for the benefit of the society and / or its members. The vision and mission of the charity should be clearly expressed and the charitable work should be carefully planned and implemented. The Board should, from time to time, review and approve the objectives of the charity. This is to ensure that the charity's objectives and work are relevant to the needs of the public. The programs and activities conducted by the charity determine the charitable work that the charity sets out to accomplish. They should be carefully planned, tracked and reviewed to ensure that they are relevant to the mission and vision of the charity. The charity should ensure that its operations and programs are directed towards achieving its objectives.

Human resource management:Human resources are important assets of the charity. The charity should have policies in place for staff and volunteers who run its operations and programs.
Financial management and controls: The charity should have sound financial management and comply with applicable laws and regulations, to ensure that its resources are used legitimately and can be accounted for.

Operational controls: The charity should ensure that basic operational controls are in place with documented procedures for financial matters in key areas, including: • Procurement procedures and controls; • Receipting, payment procedures and controls; and • System for the delegation of authority and limits of approval.

Disclosure and transparency: The charity should be transparent and accountable in its operations. The charity should provide information about its mission, structure, programs, activities and finances, as well as be responsive to requests for information. The charity should ensure that its fundraising activities preserve the integrity and transparency of the charity. The charity should make information available to its members and donors about its: • Programs; • Activities; • Financials; and • Board members and executive management.

Public image: The charity should build up its image to be consistent with its objectives. The charity should accurately portray its image to its members and donors.

Conflict of interest: Management and staff should act in the best interests of the charity. Clear policies and procedures should be set and measures be taken to declare, prevent and address conflicts of interest. The charity should set in place documented procedures for Board members and staff to declare actual or potential conflicts of interest at the earliest opportunity.

Program management: The programs and activities conducted by the charity determine the charitable work that the charity sets out to accomplish. They should be carefully planned, tracked and reviewed to ensure that they are relevant to the mission and vision of the charity. The charity should ensure that its operations and programs are directed towards achieving its objectives and the outcomes of each program are clearly defined.

Budget Planning and Monitoring: An annual budget should be prepared for the charity's plans. It should be regularly monitored. Financial statements with comparative budget figures should be presented at the Board meeting, with analysis and explanations given for major differences. Conducting surveys and analyzing data is key. It takes time to interpret the data in a way that makes it usable for the sector. Keep a checklist for each event, fundraising campaign, etc. to help measure your outcomes against your goals.

Investment management: The process should be over looked by a finance or investment committee. The legal and fiduciary responsibilities of managing investment assets pose a significant challenge for Charities organization of all sizes and complexity.

Timekeeping: Like an advertising agency that is accountable for how staff time is spend, a nonprofit is accountable to its funders for tracking operational time. This becomes a challenge when timesheets are required for grants and funding or when employees question the number of hours they work. Organizations can provide excel spreadsheet, use Google drive, or various online time tracking programs. Time tracking is important and often overlooked in the pace of just working so hard!

Culture of ethics and accountability: Losing public confidence erodes the very foundation upon which the charity organization is built. A great place to start is with a code of ethics that is rooted in the values, vision, and mission of the charity. The adoption of a formal code provides staff, board, volunteers, and stakeholders with clear guidelines for making ethical choices. At the heart of the charity and stakeholder relationship is trust. Goodwill earned by responsible governance practices ensures that donors give, volunteers serve, and the public benefits.

Board governance: The charity is run by a group of individuals called the Board. Members of the Board are people elected or appointed based on the rules of the charity's governing instrument. The Board is responsible to comply with its governing instrument and all relevant laws and regulations. The Board makes sure the charity is run well and responsibly, so that the charity would continue to be effective, credible and sustainable.

Board Roles and Composition: Board members should know their responsibilities and the charity's work, to ensure that the charity is well-managed and fulfils its objectives. All Board members of the charity should exercise independent judgement and act in the best interests of the charity. There should be governing instruments on issues such as: • The Board's composition; • Election or appointment process; a clear distinction should be made between their Board role and their operational work. The Board may consider setting term limits for all Board members to ensure steady renewal of the Board. These may be set out in the charity's governing instrument.

Board Committees: The Board should have committees with documented terms of reference – stating how, when, who and what has to be done – to oversee Audit, program and services, Investment, risk management. Proceedings and decisions of Board and committee meetings should be minuted and circulated to the members as soon as practicable.

Service delivery: In the decision to financially support a charity organization, the service delivery is one of the most important factor that influences donors/financial supporters to back the charity organization. Charities organization often tell their stories by illustrating their impact on the lives of a single individual, family or member. While powerful, it doesn't replace a solid performance tied to specific, measurable outcomes.

Risk management: Effective risk management plan including inter-alia, risk identification, risk assessment, risk mitigation and risk control is key for a charity organization. From executive staff to volunteer leadership, proactive steps taken to mitigate risk improve the likelihood that the charity organization won't be derailed by an unanticipated event.

Conclusion
Charities organization have been playing a very active role in the developmental process of our country because there are certain areas in the growth process which always need extra attention and consideration and that is also why these setups have emerged as the pioneer planners, catalysts, facilitators and coordinators. Over the years, Charities organization have found a place in the Five Year Plans of the government. Charities organization working with enhanced accountability, by providing alternative solutions to the development, in collaboration with the government and market promise a sustainable and inclusive development structure which will elevate the Human Development Index of the people in India.
The Companies (Amendment) Bill, 2017
Critical analysis of some key amendments

CS Narendra Singh, Company Secretary, Wockhardt Ltd. | E-mail: narendras@wockhardt.com
CS Prativa Jena, Company Secretary, Wockhardt Group Co. | E-mail: pjena@wockhardt.com

INTRODUCTION

The enactment of the Companies Act, 2013 (‘Act’) was one of the most significant law reforms in India, replacing the Companies Act, 1956, which was failing to keep in pace with the modern times. The Act brought disclosure and transparency norms in Indian corporates in line with the global standard. Majority of the provisions of the Act came into force with effect from 1st April, 2014, changing the compliance and disclosure regime for Indian Corporates.

Although the changes brought by the Act were necessary to ensure better compliances and corporate governance practices, it is felt that the Act needed further tuning and review as there are some difficulties in the smooth implementation of the same.

“When it is obvious that the goals cannot be met, don’t adjust the goals, adjust the action plans”……… Confucius

The Companies (Amendment) Bill, 2017 (‘Bill’), passed by Lok Sabha and Rajya Sabha in July 2017 and December, 2017 respectively, is an epitome of the above words. The Bill seeks to keep balance between the good corporate practices, the interest of stakeholders and regulatory reforms to ensure the ‘Ease of doing business’ in India. The Bill will come into effect upon getting the assent of the President of India.

In this Article, Authors intends to critically analyse some of the key amendments proposed in the Bill.

KEY MANAGERIAL PERSONNEL [Section 2(51)]

Pursuant to Section 2(51) read with section 203 of Act, every prescribed company is required to appoint following Key Managerial Personnel (‘KMP’):

(i) Chief Executive Officer (‘CEO’) or the Managing Director (‘MD’) or the Manager;
(ii) Company Secretary (‘CS’);
(iii) Whole Time Director (‘WTD’);
(iv) Chief Financial Officer (‘CFO’); and
(v) Such other officer as may be prescribed.

Though the Board of Directors (‘Board’) decide the desired goals and objectives of the Company, KMPs assist the Board in implementation & achieving the same; and ensure the compliance of the applicable provisions of the laws.

Nonetheless, majority of large companies have various Functions e.g. Operation, Manufacturing, Supply Chain, Marketing, R&D, Information Technology, HR etc., most of which are headed by respective Function Heads. Majority of these Function Heads even directly report to Board level position. These Heads are also responsible for the day-to-day working of their Functions including compliances thereof. However, they were not legally responsible for non-compliances, if any, which would have occurred in their respective functions. Hence, there was a need to make them legally responsible for their respective Functions.

The Bill seek to substitute sub-clause (v) of section 2(51) of the Act enabling the Board to appoint persons (i.e. other than CEO, CFO, CS) who are one level below the whole-time directors as KMP. Once the Board designate any person (who holds a position one level below the whole-time directors) as KMP, they will be responsible for their respective function legally as well which is highly commendable.

NUMBER OF MEMBERS FALLING BELOW MINIMUM [Section 3]

Section 3(1) of the Act lays down a requirement for a minimum number of persons for formation of a Company i.e. two in case of a Private Company and seven in case of a Public Company. The legal consequence in case the number of Members falls below the statutory limit is not prescribed in the Act.

By insertion of a new Section 3A, the Amendment seeks to hold continuing Members severally liable for all the debts contracted by the Company if the company carries business for more than six months after numbers of members have fallen below the statutory limits.

“Would it be correct to make the continuing Member(s) liable for the debts contracted by the Company when the number of members has reduced below statutory limits instead of the Board of Directors?”

The answer would be negative.

“The Board of Directors is the brain, and the only brain of the Company, which is the body, and the Company can and does act only through them.” [Bath and Standard Land Co., (1910) 2 Ch. D. 408].

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“Would it be correct to make the continuing Member(s) liable for the debts contracted by the Company when the number of members has reduced below statutory limits instead of the Board of Directors?”

The answer would be negative.

“...
A Company, being an artificial person, can act only through its Board and takes the decisions for the Company. They are representatives of the Shareholders, engaged in dealing with the affairs of the Company.

The proposed amendment conflicts with the concept of ‘Limited Liability’ of the Members (in case the Company is limited by shares), wherein a Member(s) can be made liable up to the amount of his unpaid share capital. It would be apt if the Board of the Company is made responsible for carrying on the business, contracting the debt, etc. while the number of members has fallen below the required minimum instead of making continuing members of the Company.

RATIFICATION OF APPOINTMENT OF AUDITORS [Section 139]

Section 139 of the Act provides that the Statutory Auditors of the Company shall be appointed by the Shareholders at the Annual General Meeting (‘AGM’), for a consecutive period of five years, subject to ratification of their appointment at every AGM of the Company held thereafter. The Bill proposes to do away with the requirement of ratification every year.

The need for an annual ratification after appointing the Auditors for a term of five years defeats the intent of legislation of giving Auditors a term of five years. It was an unwanted procedural requirement to seek Shareholders’ ratification every year when they have already approved the appointment of Auditors for a five years term.

The amendment in the Bill to do away with the requirement of ratification of appointment of Auditors every year is a laudable proposed change.

PROHIBITION ON FORWARD DEALINGS/ INSIDER TRADING [Sections 194 & 195]

The stock market scam of 1992 brought to light a wide prevalence of insider trading in India and hence the need of legislation for countering the malpractices in the market was felt. In the year 1992, SEBI (Prohibition of Insider Trading) Regulations 1992, was introduced by Securities and Exchange Board of India (‘SEBI’) which provides the mechanisms to prohibit insider trading. Since then, SEBI has done a remarkable job to curb insider trading and in terms of SEBI Insider Trading Regulations, as amended, from time to time, the listed entities have been mandated to devise mechanism to prohibit insider trading. SEBI Insider Trading Regulations also contain provisions relating to forward dealings.

As per the Bill, sections 194 and 195 in the Act which contain the provisions pertaining to prohibition on forward dealings and prohibition on Insider Trading respectively have been omitted.

The scope of provisions relating to Insider Trading in SEBI Regulations are much wider and prohibits ‘Insider’/ ‘Connected Person’, which cover almost every person who are connected with the listed entity and have access to Unpublished Price Sensitive Information (‘UPSI’), to trade in securities of the Company when in possession of UPSI. Moreover, MCA would require assistance of SEBI to investigate and arrive at conclusion whether any person including any director or KMP of a company has committed an act of insider trading.

In view of this, there is no need to retain the matter relating to prohibition of insider trading under the ambit of multiple Regulators. Hence, certainly there was need to remove provisions relating to Insider Trading from the Act as the same are widely covered under SEBI Insider Trading Regulations.

Further, section 194 of the Act prohibits Directors and KMP of the company to deal in forwards of the company, or in its holding, subsidiary or associate company whereas SEBI Regulations read with Guidance Note issued by SEBI in August, 2015 states that any derivative contract that is cash settled on expiry shall be considered to be a contra trade. Further, Trading in index futures or such other derivatives where the scrip is part of such derivatives, need not be reported. Hence, there is a contradiction in the provisions of the Act and SEBI Insider Trading Regulations relating to dealings in forward.

In view of above, it is apt to remove the provisions relating to insider trading and dealings in forward from the Act and leaving it to SEBI to deal with such dynamic matter.

CONTINUATION OF RESTRICTIONS ON LAYERS OF SUBSIDIARIES [Section 186]

At the time of enactment of the Act, one of the most deliberated provisions in the Act was a restriction on layers of subsidiaries. As per the provision of Section 186 of the Act, a company is restricted to make investments through not more than two layers of investment. At the same time, reasonable flexibility has been extended as the provision of layers of investment does not apply if (i) a company acquires company in another country and such other company has more than two layers of investment subsidiaries; and (ii) subsidiary makes investments in any subsidiary to meet the requirement of the law.

The intent of introducing the said provision in the Act was to ensure transparency in flow of funds and transactions whereas investment through layers of subsidiaries enhances net worth of each of the Subsidiaries thereby enabling its borrowing capability from the Bank(s), etc. or raise money through IPO.

Let us try to understand the same by way of an example as under:

Suppose there is a Group named ‘ABCD’ and Company ‘A’ is its Holding Company. Company ‘A’ borrow Rs. 500 crore from Bank(s)/ Financial Institution(s) or raises the same through IPO,
etc. Thereafter, out of the said Rs.500 crore, Company ‘A’ makes investments of Rs.400 crore in its Subsidiary Company ‘B’; ‘B’ makes investments of Rs.300 crore in its Subsidiary Company ‘C’, ‘C’ makes investments of Rs.200 crore in its Subsidiary Company ‘D’ and so on. As far as Group is concerned, it has only Rs.500 crore which after investments in layers of Subsidiaries enhances net worth of each of the Subsidiaries. This would enhance borrowing capabilities of each of the Subsidiaries from the Bank(s)/FIs based on their individual net worth.

In the Companies (Amendment) Bill, 2016, which was introduced in Lok Sabha in March 2016, it was proposed to omit sub-section (1) from section 186 of the Act thereby removing the restrictions on layer of subsidiaries. Nonetheless, in the Companies (Amendment) Bill, 2017, there was no mention to omit said sub-section (1) from section 186 of the Act which was laudable.

Nonetheless, MCA, has already came out with the Companies (Restriction on number of layers) Rules, 2017 dated 20th September, 2017 which is applicable on all the Companies except Banking Company, NBFC, Insurance Company and Government Company. In terms of the said Rules, no Company, other than above, shall have more than two layers of subsidiaries. The exceptions to ‘Restriction on number of layers for certain classes of holding companies’ are as under:-

♦ It shall not affect a Company from acquiring a Company incorporated outside India with subsidiaries beyond 2 layers as per the laws of such country.

♦ For computing the number of layers, one layer which consists of one or more wholly owned subsidiary(ies) shall not be taken into account.

♦ Further, those companies existing on or before the commencement of these Rules which have number of layers of subsidiaries in excess of two layers shall:
  ♦ file with the RoC a Return in Form CRL-1 within a period of 150 days from the date of publication;
  ♦ not have any additional layer of subsidiaries over and above the layers existing on the date of commencement of these Rules.

This will ensure transparency in flow of funds.

CONCLUSION

Aristotle said, “The aim of the wise is not to secure pleasure but to avoid pain.”

As majority of Indian Corporates are finding difficulties in implementing some of the provisions of the Act, there was a need to fix the same proactively.

The Bill primarily aims to simplify the provisions of the Act, remove unnecessary procedures and do away with unnecessary requirements under the facade of disclosures and/ or compliance requirements. The Bill is an attempt to revamp the lacunae of the Act and upon getting the assent of the President, the global ranking of India in ‘Ease of doing business’ is bound to further enhance.

**************
## Compliance Checklist

### COMPLIANCE CHECKLIST  
**FROM 20TH DECEMBER TO 18TH JANUARY, 2018**

<table>
<thead>
<tr>
<th>S. No.</th>
<th>Activities</th>
<th>Sections/Rules/Clauses, etc.</th>
<th>Acts/Regulations etc.</th>
<th>Compliance Due Date</th>
<th>To whom to be submitted</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Central Excise Related Compliance</strong></td>
<td></td>
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</tr>
<tr>
<td>1.</td>
<td>Summary Return on self-declaration basis for the month of November, 2017 in GSTR-3B after paying appropriate taxes</td>
<td>Goods and Services Tax Rules, 2017</td>
<td>GST</td>
<td>20th December</td>
<td>GST Authority</td>
</tr>
<tr>
<td>2.</td>
<td>Taxpayer who have opted for composition scheme to file every quarter (July to September) in GSTR - 4</td>
<td>Goods and Services Tax Rules, 2017</td>
<td>GST</td>
<td>24th December</td>
<td>GST Authority</td>
</tr>
<tr>
<td>3.</td>
<td>Filing of GSTR – 1 for the quarter July to September for registered persons with aggregate turnover up to Rs. 1.50 Crores</td>
<td>Goods and Services Tax Rules, 2017</td>
<td>GST</td>
<td>31st December</td>
<td>GST Authority</td>
</tr>
<tr>
<td>4.</td>
<td>Filing of Monthly return for registered persons with aggregate turnover of more than Rs. 1.50 crores in GSTR – 1 for July to October</td>
<td>Goods and Services Tax Rules, 2017</td>
<td>GST</td>
<td>31st December</td>
<td>GST Authority</td>
</tr>
<tr>
<td>5.</td>
<td>Filing of Monthly return for registered persons with aggregate turnover of more than Rs. 1.50 crores in GSTR – 1 for November</td>
<td>Goods and Services Tax Rules, 2017</td>
<td>GST</td>
<td>31st December</td>
<td>GST Authority</td>
</tr>
<tr>
<td>6.</td>
<td>Taxpayer who have opted for composition scheme to file every quarter (October to December) in GSTR - 4</td>
<td>Goods and Services Tax Rules, 2017</td>
<td>GST</td>
<td>31st December</td>
<td>GST Authority</td>
</tr>
<tr>
<td>7.</td>
<td>Summary Return on self-declaration basis for the month of December, 2017 in GSTR-3B after pxxzx aying appropriate taxes</td>
<td>Goods and Services Tax Rules, 2017</td>
<td>GST</td>
<td>31st December</td>
<td>GST Authority</td>
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<tr>
<td><strong>Income-tax Related Compliances</strong></td>
<td></td>
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<tr>
<td>10.</td>
<td>TDS from Salaries for the previous month (December, 2017)</td>
<td>Section 192</td>
<td>Income-tax Act, 1961</td>
<td>07th January</td>
<td>Income Tax Authorities</td>
</tr>
<tr>
<td>12.</td>
<td>Quarterly payment of TDS for payments with the prior approval of the Joint Commissioner</td>
<td>Section 192</td>
<td>Income tax Act, 1961</td>
<td>15th January</td>
<td>Income Tax Authorities</td>
</tr>
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<tr>
<td>14.</td>
<td>Quarterly submission by Deposit taking Non-Banking Financial Companies for the details of Assets and Liabilities</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
<td>15th January</td>
<td>RBI</td>
</tr>
<tr>
<td>15.</td>
<td>Quarterly submission by Deposit taking Non-Banking Financial Companies and Residuary Non-Banking Company for Capital Funds, Risk Assets, Asset Classification etc (Form NBS-2)</td>
<td>Section 92</td>
<td>Companies Act, 2013</td>
<td>29th November</td>
<td>Registrar of Companies</td>
</tr>
<tr>
<td>16.</td>
<td>Quarterly submission by Deposit taking Non-Banking Financial Companies for Statutory Liquid Assets (Form NBS-3)</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
<td>15th January</td>
<td>RBI</td>
</tr>
<tr>
<td>17.</td>
<td>Quarterly submission by Non-Banking Financial Companies (NBFCs) not accepting/holding public deposits and having asset sizes of Rs.500 crore and above for Capital Funds, Risk Assets, Asset Classification etc (Form NBS-7)</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
<td>15th January</td>
<td>RBI</td>
</tr>
<tr>
<td>18.</td>
<td>Quarterly submission by Non-Banking Financial Companies (NBFCs) not accepting/holding public deposits and having asset sizes of Rs.500 crore and above for the details of Assets and Liabilities (Form NBFCs-ND-SI 500cr)</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
<td>15th January</td>
<td>RBI</td>
</tr>
<tr>
<td>19.</td>
<td>Quarterly submission by Securitisation Companies / Reconstruction Companies for Details of Assets acquired / securitized / reconstructed (Form SC/RC)</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
<td>15th January</td>
<td>RBI</td>
</tr>
<tr>
<td>20.</td>
<td>Quarterly submission by Non-Banking Financial Companies (NBFCs) not accepting/holding public deposits and having asset sizes of Rs.500 crore and above for Short Term Dynamic Liquidity (Form ALM-1)</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
<td>15th January</td>
<td>RBI</td>
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<tr>
<td>21.</td>
<td>Quarterly submission by Non-Banking Financial Companies (NBFCs) not accepting/holding public deposits and having asset sizes of Rs.500 crore and above and Deposit taking Non-Banking Financial Companies for Branch Details (Form Branch Info return)</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
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<td>22.</td>
<td>Quarterly submission by Residuary Non-Banking Company for Statutory Liquid Assets (Form NBS3A)</td>
<td>Master Direction DNBS. PPD.02/66.15.001/2016-17 dated 29 September 2016</td>
<td>RBI- Master Direction</td>
<td>15th January</td>
<td>RBI</td>
</tr>
<tr>
<td>23.</td>
<td>Reporting of actual transactions of ECB in form ECB-2 within 7 working days (December, 2017)</td>
<td>ECB Rules</td>
<td>FEMA, 1999</td>
<td>08th January</td>
<td>RBI through Authorized Dealer</td>
</tr>
</tbody>
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### Economic, Industrial & Labour Law Related Compliances

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<tr>
<td>24.</td>
<td>Payment of ESI contribution for the previous month</td>
<td>Regulation 31</td>
<td>Employees' State Insurance Act, 1948 and Employees State Insurance (Gen.) Regulations, 1950</td>
<td>21st December</td>
<td>ESIC Authorities</td>
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<tr>
<td>25.</td>
<td>Monthly return of Provident Fund for the previous month Provident funds</td>
<td>Paragraph 38 of Employees' Provident Act, 1952</td>
<td>Employees Provident Funds and Misc. Scheme, 1952</td>
<td>25th December</td>
<td>Provident Fund Authorities</td>
</tr>
<tr>
<td>26.</td>
<td>Monthly return of Provident Fund for the previous month with respect to International Workers.</td>
<td>Paragraph 36</td>
<td>The Employees' Provident Funds Scheme, 1952</td>
<td>25th December</td>
<td>Provident Fund Authorities</td>
</tr>
<tr>
<td></td>
<td></td>
<td>(b) Section 418 of the Companies Act, 1956</td>
<td>(b) Exempted Scheme</td>
<td></td>
<td></td>
</tr>
<tr>
<td>28.</td>
<td>File monthly return for employees leaving / joining during the month of December (Form No.5)</td>
<td>Paragraph 20(2) read with Paragraph 36(1) &amp; (2)</td>
<td>The Employees Pension Scheme, 1995 (For exempted establishments under Employees Provident Fund and Misc. Provisions Act, 1952)</td>
<td>15th January</td>
<td>Provident Fund Commissioner</td>
</tr>
<tr>
<td>29.</td>
<td>i) File monthly Return of employees entitled for membership of Insurance Fund (Form No.2(IF))</td>
<td>Paragraph 10</td>
<td>The Employees Deposit Linked Insurance Scheme, 1976 (For exempted establishments under Employees Provident Fund and Misc. Provisions Act, 1952)</td>
<td>15th January</td>
<td>Provident Fund Commissioner</td>
</tr>
<tr>
<td></td>
<td>ii) File monthly Return for members of Insurance Fund leaving service during the month of December (Form no. 3(IF))</td>
<td></td>
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<tr>
<td></td>
<td>iii) File monthly return of members joining service during the month of December (Form no.F4(PS))</td>
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<td>30.</td>
<td>Quarterly compliance report on corporate governance</td>
<td>Regulation 27 (2)</td>
<td>SEBI Listing Regulations 2015 (LODR)</td>
<td>15th January</td>
<td>Stock exchange Authorities</td>
</tr>
</tbody>
</table>

Note: While every care has been taken in the preparation of this Compliance Check List to ensure its accuracy at the time of publication, NIRC – ICSI assumes no responsibility for any errors which despite all precautions, may be found therein. Members are requested to check the latest position with the original sources before acting upon the information published in this newsletter. Neither this Newsletter nor the information contained herein constitutes a contract or will form the basis of a contract. The material contained in this document does not constitute/ substitute professional advice that may be required before acting on any matter.

Compiled by: CS Abhishek Gupta | pcsabhishekgupta@gmail.com

Supported by: CS Punit Arora | punit.arora@religare.com
## News from NIRC

NIRC organised the following programs:

<table>
<thead>
<tr>
<th>Date</th>
<th>Program</th>
<th>Chief Guest/speakers</th>
<th>Present</th>
</tr>
</thead>
<tbody>
<tr>
<td>16.11.2017</td>
<td>Valedictory Function of 272nd Management Skills Orientation Program (MSOP)</td>
<td><strong>Chief Guest:</strong> CA Rajesh Sharma, Council Member-ICSI (Govt. Nominee)</td>
<td>CS Dhananjay Shukla, CS Nitesh Sinha, CS Alka Arora and participants</td>
</tr>
<tr>
<td>18.11.2017</td>
<td>Workshop on Practical Aspects of Holding Board Meetings and SS-1 and Mock Board Meetings; Practical Aspects of Holding Annual General Meeting And SS-2 and Mock AGM</td>
<td><strong>Guest Speaker:</strong> CS Ilam C Kamboj *(Former AVP-Legal &amp; Company Secretary, Hero MotoCorp Ltd.) Managing Partner, Kamboj Law Chambers</td>
<td>CS Dhananjay Shukla, CS Alka Arora and participants</td>
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<td>19.11.2016</td>
<td>Participation in the Airtel Delhi Half Marathon, 2017 (Great Delhi Run -6 km)</td>
<td></td>
<td>CS Dhananjay Shukla, CS Rajiv Bajaj, CS Ranjeet Pandey, CS Pradeep Debnath, CS Nitesh Kumar Sinha, CS Manish Gupta and members.</td>
</tr>
<tr>
<td>20.11.2017</td>
<td>Inauguration of 273rd Management Skills Orientation Program (MSOP)</td>
<td><strong>Chief Guest:</strong> CS N K Jain, Former Secretary &amp; CEO, ICSI</td>
<td>CS Dhananjay Shukla, CS Nitesh Sinha, CS Alka Arora and participants</td>
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<tr>
<td>20.11.2017</td>
<td>Meeting of CS in Practice on Compounding of Offences under Companies Act,2013</td>
<td><strong>Guest Speaker:</strong> CS Deepak Kukreja, Past Chairman, NIRC-ICSI &amp; Company Secretary in Practice</td>
<td>CS Dhananjay Shukla, CS Nitesh Sinha, CS Alka Arora and participants</td>
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<tr>
<td>25.11.2017</td>
<td>Seminar on Intellectual Property Rights - Practice and Process*</td>
<td><strong>Guest Speakers:</strong> Dr. Shaleen Raizada, Managing Director &amp; CEO, Sanshadow Consultants Pvt Ltd.; CS Ajay Garg, Founder, AGB Corplegal; Shri V P Dalmia, Partner, Vaish Associates and Shri R P Yadav, Advocate</td>
<td>CS Dhananjay Shukla, CS Vineet K Chaudhary, CS Nitesh Sinha, CS Alka Arora and members</td>
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<tr>
<td>26.11.2017</td>
<td>Study Session on Disqualification of Directors and Revival of Companies</td>
<td><strong>Guest Speaker:</strong> CS Vishal L Aggarwal, VLA &amp; Associates (Company Secretaries)</td>
<td>CS Pradeep Debnath and members</td>
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<tr>
<td>2.12.2017</td>
<td>1st Northern Region Debate Competition for Students and Members</td>
<td>Judges: CS Monica Suri; CS Sharad Rajvanshi; CS Pranav Kumar; CS Divesh Goyal and CS Aishwarya Gahrana</td>
<td>CS Dhananjay Shukla, members and students</td>
</tr>
</tbody>
</table>
| 3.12.2017   | Punjab State Conference on CS: Exploring New Horizons                   | **Chief Guest:** Dr. Raj Singh, ROC (Punjab, HP & Chandigarh)  
**Guest Speakers:** CS Rajiv Bajaj, CS Ranjeet Pandey, CS Satwinder Singh, Council Members-ICSI and CS Rajeev Goel, Advocate | CS Pradeep Debnath, CS Rajeev Bhambi, CS Nitesh Kumar Sinha, CS Manish Aggarwal, CS Jatin Singal and other Managing Committee Members of Ludhiana Chapter and participants |
| 5.12.2017   | Study Session on Disqualification of Directors and Revival of Companies   | **Guest Speaker:** CS Shailesh Dayal, Company Secretary in Practice                     | CS Nitesh Kumar Sinha and members                                                            |
| 7.12.2017   | ICSI 2nd Mega Campus Drive-2017                                         | **Addressed by:** CS Dinesh Chandra Arora and Shri S N Ahuja, Corporate Trainer         | CS Dhananjay Shukla, Dr. S K Jena, CS Alka Arora and Recruiters                             |
| 8.12.2017   | Workshop on New Avenues for Company Secretaries Under NGO Management     | **Guest Speakers:** CS Ajay Garg, Founder, AGB Corplegal and CS Pranav Kumar, Company Secretary in Practice | CS Dhananjay Shukla, CS, CS Pradeep Debnath, CS Manish Gupta, CS Deepak Arora, CS Alka Arora and participants |
| 8.12.2017   | Valedictory Function of 273rd Management Skills Orientation Program (MSOP) | **Chief Guest:** CS Devender Suhan, Chairman, Gurgaon Chapter & Company Secretary of San Jose India Infra. & Const. Pvt. Ltd. | CS Dhananjay Shukla, CS Pradeep Debnath, CS Nitesh Kumar Sinha, CS Manish Gupta, CS Deepak Arora, CS Alka Arora and participants |
| 11.12.2017  | Inauguration of 1st Hunar Program  
“A program on Skill Development and Value Creation for Member”  
**Special Address:** CS Pavan Kumar Vijay, Past President-ICSI | **Special Address:** CS Pavan Kumar Vijay, Past President-ICSI                         | CS Dhananjay Shukla, members and students                                                    |
| 12.12.2017  | Inauguration of 274th Management Skills Orientation Program (MSOP)       | **Chief Guest:** CS R P Tulsian, Associate Professor, University of Delhi               | CS Dhananjay Shukla, CS Alka Arora and participants                                         |
Dear Professional Colleagues,

As you may be aware that in recent past, some of our members have died leaving behind the spouse and minor children. In some cases providing adequate financial assistance to the bereaved family becomes an impediment. Although the Managing Committee of the CSBF wanted to help the bereaved family members, but it was constrained to do so in view of financial position of the Fund.

The fund can provide the much needed financial assistance in such cases if the corpus of the Fund increases substantially which is possible if more number of members are enrolled to the fund. The members in all earnestness are therefore sincerely requested to become the members of the CSBF by paying one time Life membership fee of ₹10,000/-.

The payments made to the Fund are exempted under Section 80G of the Income Tax Act, 1961.

Following benefits are presently provided by the CSBF:

<table>
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<tr>
<th>Financial Assistance in the event of Death of a member of CSBF:</th>
<th>Other benefits subject to the Guidelines approved by the Managing Committee from time to time:</th>
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<tbody>
<tr>
<td>Upto the age of 60 years</td>
<td>Reimbursement of Medical Expenses</td>
</tr>
<tr>
<td>• Group Life Insurance Policy for a sum of ₹7,50,000</td>
<td>• Upto ₹60,000/-</td>
</tr>
<tr>
<td>Above the age of 60 years</td>
<td>Financial Assistance for Children’s Education (one time)</td>
</tr>
<tr>
<td>• Upto ₹3,00,000 in deserving cases on receipt of request subject to the Guidelines approved by the Managing Committee from time to time.</td>
<td>• Upto ₹40,000/- per child (Maximum for two children) in case of the member leaving behind minor children</td>
</tr>
</tbody>
</table>

I appeal to the members who have yet not become members of CSBF are requested to fill up Form-A (available on website of the Institute i.e. www.icsi.edu) and send the same along with a cheque for ₹10,000/- favouring ‘Company Secretaries Benevolent Fund’ payable at New Delhi to the Regional Director, NIRC of ICSI, 4, Prasad Nagar Institutional Area, New Delhi. Members may also apply online at www.icsi.edu

Looking forward to receive positive response for this noble cause.

Yours sincerely,

CS DHANANJAY SHUKLA
Chairman
One Day Seminar on

THE COMPANIES (AMENDMENT) BILL, 2017 & CONDONATION OF DELAY SCHEME, 2018

GUEST SPEAKERS:

CS SAWITRI PAREKH
Sr. Vice President - Legal & Secretarial, Pidilite Industries Ltd, Mumbai
Topic: Critical Amendments under The Companies Amendment Bill 2017 and its Impact on Ease of Doing Business

CS S. SUDHAKAR
Vice President (Corporate Secretarial), Reliance Industries Limited, Mumbai
Topic: Critical Amendments under The Companies Amendment Bill 2017 and its Impact on Ease of Doing Business

CS NIPS CHAWLA
Associate Partner, Wali Associates
Topic: Condonation of Delay Scheme, 2018

PANEL DISCUSSION:
Companies (Amendment) Bill, 2017 – Panacea for Trade & Industry?

Chairman:
CS N K JAIN
Corporate Advisor, Vice Council Member, Former Secretary & CAO, ICSI

Panellists:
CS ILAM C KAMBOJ
(Former AM Legal & Company Secretary, Hire MossCorp Ltd) Managing Partner, Kamboj Law Chambers

CS RANJEET PANDEY
(Council Member-ICSI) Company Secretary in Practice

CS VEERAT K CHAUDHARY
(Council Member-ICSI) Company Secretary in Practice

Day, Date & Time
Saturday, the 30th December, 2017
Registration: 9.00 AM onwards
(Program will be from 10.00 AM to 5.00 PM)

Venue:
Hotel Eros Continental
Nehru Place, New Delhi-110 019

Fee:
Rs.1,750/- per delegate inclusive of GST
(Rs.1,125/- for students)
FREE for Corporate Members of NIRC

Registration:
In order to make necessary arrangements, Members are requested to enroll well in advance with Regional Director, NIRC-ICSI, 4, Prasad Nagar Institutional Area, New Delhi. Members are requested to deposit the requisite fee well in advance with NIRC-ICSI, 4, Prasad Nagar Institutional Area, New Delhi. The fee may be paid through cash/cheque in favour of NIRC of ICSI which may be deposited at NIRC-ICSI Office. Tel.: +91-11-45343000/45343003. E-mail: nirc@icsi.edu.

The fee may also be paid through Paytm through the following link:
https://paytm.com/education?q=The%20Institute%20of%20Company%20Secretaries%20of%20India%20NIRC&type=registration

CREDIT HOUR: 04, PDH: 006.00
(Credit Hours will be given to only those members who join the program up to 10.30 AM and mark the attendance both at the beginning & conclusion of the program)

With best regards,

CS DHANANJAY SHUKLA
Chairman, NIRC-ICSI
Mobile: 9878947290
Email: dshukla2007@gmail.com

CS RAJEEV BHAMBRI
Secretary, NIRC-ICSI & Chairman, Prof. Dev. & Programs Coordination Committee, NIRC
Mobile: 09915710010
Email: rajeev.bhambri@rediffmail.com

NIRC - ICSI Newsletter | December 2017
Inauguration of 273rd Management Skills Orientation Program (MSOP) – 20.11.2017: Group photograph of participants alongwith CS N K Jain, Former Secretary & CEO, ICSI, CS Dhananjay Shukla, CS Nitesh Kumar Sinha, CS Alka Arora and CS Sharad Kumar Jhunjhunwala.

Inauguration of 274th Management Skills Orientation Program (MSOP) – 12.12.2017: Group photograph of participants alongwith CS R P Tulsian, Associate Professor, University of Delhi, CS Dhananjay Shukla, CS Alka Arora and Dr. Bhole Shankar Singhwal.


Visit of Chairman-NIRC to Meerut Chapter of NIRC (12.11.2017): CS Dhananjay Shukla seen with Managing Committee Members of Meerut Chapter.


Seminar on Director Disqualification and Loan to Directors organised by Gurgaon Chapter (15.12.2017): CS Dhananjay Shukla CS Ilam Kamboj, CS Devender Suhag, CS Vinay Shukla and other members seen after inauguration the program by lighting the lamp.

Visit of Chairman-NIRC to Bhilwara Chapter of NIRC (30.11.2017): CS Dhananjay Shukla and CS Deepak Arora seen with Managing Committee Members of Bhilwara Chapter.

Visit of Chairman-NIRC to Modinagar Chapter of NIRC (12.11.2017): CS Dhananjay Shukla seen with Managing Committee Members of Modinagar Chapter.


Workshop on Practical Aspects of Holding Board Meetings and SS-1 and Mock Board Meetings; Practical Aspects of Holding Annual General Meeting And SS-2 and Mock AGM (18.11.2017): L to R CS Dhananjay Shukla, CS Ilam C Kamboj (Former AVP-Legal & Company Secretary, Hero MotoCorp Ltd) Managing Partner, Kamboj Law Chambers) and CS Alka Arora.
