Proposed ICSI Curriculum

Vision New ICSI 2022

The Council of the ICSI approved the Vision New ICSI 2022 and it was released on the day of inauguration of ICSI Golden Jubilee Celebrations on 4th Oct, 2017.

With a view to create a New ICSI by 2022, we need to develop a cadre of competent Company Secretaries through quality curriculum including robust training structure.

Accordingly, the Institute is now in the process of implementation of the Vision New ICSI 2022 to achieve its goals.

To achieve the above, the Vision New ICSI 2022 envisages:-

- Constitution of an Academic Board;
- Introduction of CS Executive Entrance Test (CSEET);
- Revamped teaching methodology through Class Room Education, E-learning and Postal Education;
- On-line Pre-examination Test;
- Revised Format of Examination and Evaluation;
- New Training Structure comprising of Executive Development, Practical Training and Management Skill Orientation Programme including Research / Project Report and Viva
- New Syllabus with focus on Core, Ancillary and Hybrid areas of the CS Profession;
- Certification and PMQ Courses with wider choice for the members.

The details of the above have been covered in this document for seeking valuable views / suggestions from the Members / Students/Other Stakeholders for implementing the Vision New ICSI 2022 effectively.

Constitution of Academic Board

An Academic Board comprising eminent Academicians, Professionals, Corporate leaders, Regulators and other experts may be constituted by the Council of the ICSI. The Board will be entrusted with the task of planning and implementation of all academic activities related to the students including:- -

- Scanning of the economic and regulatory environment;
- Designing the syllabus and its contents and periodical review and revision thereof;
- Designing the mode of education;

- Assessing and finalization the training requirements;
- Designing the mode of examination and evaluation system;
- All other related academic matters for taking a holistic view.

CS Executive Entrance Test (CSEET)

To ensure that the students have the requisite level of aptitude and skills to pursue the CS course and become successful professionals to meet the stakeholders' expectations, CSEET may be introduced, in place of Foundation Course, for admission to the Executive Programme of the Company Secretary Course.

Eligibility for appearance in CSEET

Candidates who have passed Senior Secondary (10+2) examination or equivalent thereto of a Board / University constituted by law in India or any other higher examination recognized by the Central / State Government shall be eligible to appear in CSEET.

Syllabus for CSEET

CSEET would comprise of the following subjects:

1. Business Communication;
2. Legal Aptitude & logical Reasoning;
3. Economic and Business Environment;
4. General Knowledge and Current Affairs;

The contents of the syllabus are given in the Annexure.

Mode of the CSEET

CSEET will be Multiple Choice Questions (MCQ) based On-line Test to be conducted through designated Test Centers across the country. The Test will be open throughout the year and the students can register at any time for the test on pre-selected date and time by paying prescribed fee. The fee, once paid would be for one attempt and non-refundable. However, a student can change test date one time two days before the examination, without payment of any additional fee, if he is unable to take the Test on the selected date and time due to any reason. The result of the Test will be known to the student immediately after completion of the Test.

Qualifying Criteria

CSEET will be a qualifying test of 200 marks, *i.e*., 50 marks for each subject. An aggregate of 50 % and minimum 40% marks in each subject will be the qualifying criteria.

There will be negative marks for each wrong answer and liable for deduction of 25% of the marks allotted to the respective questions.

Validity of CSEET Result

Qualifying marks will be valid for one year from the date of CSEET for taking admission to the Executive Programme.

Exemption from CSEET

The following qualifications will be recognized for exemption from CSEET and the candidates possessing these qualifications will be eligible for direct admission to the Executive Programme:

i) Final Examination (by whatever name called) of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India;
ii) Five Year Full Time Integrated Course of Law;
iii) MBA from IIM, FMS and other Institutes as may be decided by the Council;

Examinations Equivalent to CSEET

The following examinations will be considered equivalent to the CSEET and candidates having such minimum score / rank as may be decided by the Council will be eligible for admission to the Executive Programme:

i) GMAT;
ii) CLAT;
iii) LSAT;
iv) JEE (Main);
v) NEET;
vi) GRE;
vii) Preliminary Examination for Civil Services conducted by the UPSE.

The validity of the above results will be one year for the purpose of taking admission to the Executive Programme.

Teaching Methodology for Executive and Professional Courses

The ICSI would impart education through the following modes:

- Class Room Education
- Digital/E-LEARNING
- Postal Education

Online Pre-Examination Test

Online Pre-examination Test for each subject be introduced and made mandatory to be cleared by the students before enrolment for appearing in Executive or Professional Programme examination. The features of the test may be as follows:-

- test may be conducted online on ‘anywhere anytime’ basis;
- test may be of Multiple Choice Questions (MCQ)with negative marking;
- result of the test would be available immediately on completion of the test;
- result of the test would be linked with the enrolment process for examination;

The purpose of the test shall be to enable the students to assess their preparedness for the main examinations. This would improve the pass percentage and simultaneously reduce the number of drop outs.

Revised Format of Examination and Evaluation

The objective of the examination and evaluation shall be to test the required level of knowledge and skills of the examinees. To achieve this objective, the examination and evaluation system would ensure:-

- quality of the question papers in terms of coverage and desired level of knowledge;
- proper combination of theory with practice, analytics, case-laws, case studies and problem solving approach questions;
- effective and efficient evaluation system for assessing the performance of the examinees.

New Training Structure

Total duration of training shall be 24 months comprising of –

- Executive Development Programme (EDP) for three months;
- Practical Training of Eighteen Months; and
- Management Skill Orientation Programme (MSOP) for three months.

The details of the training structure is as follows:-

a) **Executive Development Programme** (EDP) – Three months’ training programme (preferably residential) will be conducted after clearing the

Executive Programme and before the commencement of the Practical Training. Initially the duration of the EDP may be forty-five days which may be increased to three months. The objective of this programme is to prepare the Executive Programme cleared students for practical training in Trade and Industry / under Practising Company Secretary by developing their soft skills and IT skills.

b) **Practical Training with Trade and Industry or Practising Company Secretary –** Eighteen months' on the job Practical Training would be conducted after passing of the Executive Programme and completion of EDP. A student should have completed at least twelve months practical training before appearing for the Professional Programme examination.

c) **Management Skills Orientation Programme (MSOP) -**Three months' fully residential in-house training programme will be conducted after passing the Professional Programme, and completion of the practical training of eighteen months. The objective of the MSOP is to develop the communication, legal, managerial and presentation skills to assist the students to meet the needs and requirements of trade and industry, regulators and society at large.

d) **Project / Research Report and Viva –** As a part of MSOP, each student will be required to prepare and submit a research paper / project report and appear for a Viva-voce thereon. The students shall be required to qualify in Viva-voce and the project report / research paper.

The focus of the EDP and MSOP will be learning through practical problems, case studies, team activities, role plays, management games, problem solving, experience sharing, moot courts, mock board meetings and AGMs, Industry visits, visit to ROC, NCLT, NCLAT, SEBI, CCI and other Regulators related to the Core, Ancillary and Hybrid subjects, and the requisite skills.

New Syllabus

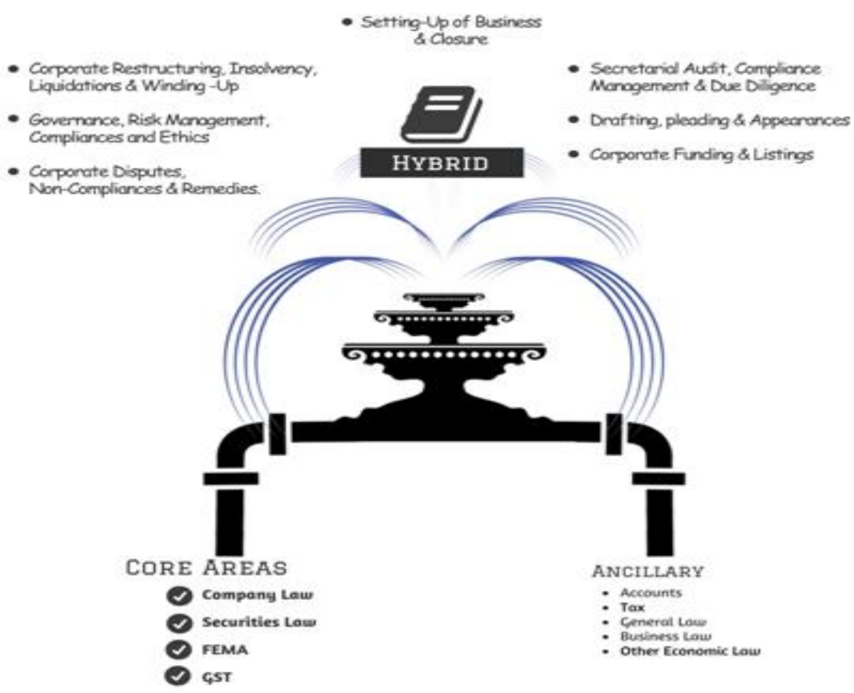
- **Guiding Principles and factors in formulation of Syllabus**
  i. Creation of brand for the Company Secretary Profession;
  ii. The focus of syllabus should be on the development of competencies in the core areas of work of Company Secretaries;
  iii. The Syllabus should develop necessary knowledge and skills required for performance of multifaceted role by a Company Secretary;

iv. Curriculum must facilitate gainful employability/ better prospects for practice for fresh members;
v. The education delivery system must provide an opportunity for up-dation and up-gradation of knowledge and skills.

➢ **Subject Coverage**

Keeping in view critical dimensions, the subject coverage of CS Course Curriculum be divided into the following:

- **Core Areas –** Core areas means areas in which each member of ICSI should possess expertise. Core areas include Company Law; Securities Law; Insolvency and Bankruptcy Code; FEMA and GST.
- **Ancillary to Core –** Ancillary to Core means areas in which expertise is not required to be possessed by each member; however working knowledge to support core areas is required for proper understanding and application of core areas. Ancillary to Core includes Accounts; Tax; General Law; Business Law; other Economic Laws.
- **Hybrid –** Means specialized areas of expertise which require integrated application of several core/ ancillary areas. Hybrid includes Corporate Dispute; Insolvency; Corporate Funding; Corporate Restructuring; Secretarial Audit; Setting up of Business.



The Annexure pertaining to syllabus are placed as follows:

- **Scheme of Syllabus -** placed as **Annexure-1**
- **Broad Bifurcation of Curriculum** - placed as **Annexure-2**
- **Detailed Syllabus of Course Curriculum -** placed as **Annexure-3**

➢ **Areas of work**

For assisting the Professionals to attain astral heights in their career, it is crucial to identify the possible avenues of professional assignments. The work to be performed by a Company Secretary has the following scope in their respective areas:-

- Advisory
- Procedure
- Compliance
- Certification
- Audit
- Represetations before Regulators, Authorities and Tribunals for Approvals and Resolution of Disputes, Adjudication of Issues, Penalties, Relief and Remedies

As a specimen the work under the core areas of Company Law, Securities Law and FEMA has been covered separately in this document.

➢ **Skills Sets**

Merely possessing knowledge does not assist a professional in accomplishing the organizational objectives. One needs to possess requisite skills to discharge the professional obligations in an optimum manner. In other words, skills are an indispensable component. In this regard, Company Secretaries too need to have an armoury of Communication and Professional skills, Legal skills, Management skills and IT skills. Detailed coverage under these skills sets has been covered separately in **Annexure-4**

➢ **Segment Wise Role of Company Secretary –** ICSI Members provide services across all segments. The Segment wise Role of Company Secretaries is placed as **Annexure-5**

Certificate and PMQ Courses

The members would be given opportunity to develop specialisation in the areas of their interest through Certificate / PMQ Courses.

The indicative list of the Certificate and PMQ Courses is given in **Annexure -6**

Annexure-1

SCHEME OF SYLLABUS

LIST OF PAPERS UNDER SYLLABUS	
Executive Entrance Test(EET) 1. Business Communication 2. Legal Aptitude and Logical Reasoning 3. Economic & Business Environment 4. General Knowledge and Current Awareness	
Executive Programme	***Professional Programme***
Module – 1	**Module – 1**
1. Constitutional Law & Legal Environment	9. Governance, Risk Management, Compliances and Ethics
2. Company Law	10. Advanced Tax Laws
3. Setting up of Business Entities and Closure	11. Drafting, Pleadings and Appearances
4. Tax Laws	12. Secretarial Audit, Compliance Management and Due Diligence
Module – 2	**Module – 2**
5. Corporate & Management Accounting	13. Corporate Restructuring, Insolvency, Liquidations & Winding-up
6. Securities Laws & Capital Markets	14. Corporate Funding & Listings in Stock Exchanges
7. Economic, Business and Commercial Laws	15. Resolution and Management of Corporate Disputes, Non-Compliances & Remedies

8. Strategic and Financial Management- Principles and Techniques	16. Multidisciplinary Case Studies
	17. Elective Paper - Students are required to opt one elective paper out of the following elective subjects offered to him: 1. Banking – Law and Practice 2. Insurance– Law and Practice 3. Intellectual Property Rights– Laws and Practices 4. Forensic Audit 5. Direct Tax Law and Practice 6. Labour Laws 7. Valuations & Business Modelling 8. Insolvency

Annexure-2

BROAD BIFURCATION OF COURSE CURRICULUM

S. No.		*ICSI SYLLABUS (2017)*
Executive Programme: **(This program has been designed to develop skills and competence of executive program passed students to act as Secretarial Executive in companies or in professional and consultancy firms).**		
Module 1		
Paper		*Coverage*
1.	Constitutional Law & Legal Environment ***[Ancillary to Core]***(Working Knowledge)	• Constitution of India, Interpretation of Statutes & Other General Laws (Limitation, Specific Relief, Evidence, Stamp, Registration, General Clauses, CPC, CrPC, Arbitration, RTI)
2	Company Law ***[Core]*** (Expert Knowledge)	• Part A: Company – Law, Principles and Concepts, Companies Act, 2013 except areas covered in Paper 3 and other papers in professional paper (50 Marks) • Part B: Company Administration and Meetings- Law and Practices (Directors, KMP, Board and General Meetings, Secretarial Standards) (40 Marks) • Part C : Company Secretary as a profession (10 Marks)
3.	Setting up of Business Entities and Closure ***[Hybrid]*** (Working knowledge)	• Part A – Setting up of Business (40 Marks) 1) Setting up of various types of business 2) Setting up of professional firms 3) Setting up of business outside India • Part B –Registration, Licence & Compliances under various Laws(35 Marks) • Part C – Insolvency, Liquidation & Closure of Business (25 Marks)
4.	Tax Laws ***[Ancillary to Core and Core]*** (Expert and Working Knowledge)	• Part A: Direct Taxes (50 marks) (Ancillary to core) • Part B: Goods and Services Tax and Customs Law (50 Marks) (Core)
Module 2		

5.	Corporate & Management Accounting ***[Ancillary to Core]*** (Working Knowledge)	• Corporate Accounting (40 Marks) • Accounting Standards (15 Marks) • Concept and Principles of Valuation (20 Marks) • Cost & Management Accounting (25 marks)
6.	Securities Laws & Capital Markets ***[Core]*** (Expert Knowledge)	• Part A: Securities Laws (80 Marks) • Part B: Capital Markets& Intermediaries(20 Marks)
7.	Economic, Business and Commercial Laws ***[Core and Ancillary to Core]*** (Expert & Working Knowledge)	• Part A: Foreign Exchange Management & NBFC (40 Marks) • Part B: Competition Law (25 Marks) • Part C: Business & Commercial Laws (35 Marks)
8.	Strategic and Financial Management-Principles and Techniques ***[Ancillary to Core]*** (Working Knowledge)	• Part A: Strategic Management (40 Marks) • Part B: Financial Management (30 marks) • Part C: Strategic Importance of Digital Environment (30 Marks)

Professional Programme		
Module 1		
Paper		*Coverage*
9.	Governance, Risk Management, Compliances and Ethics ***[Hybrid]*** (Expert Knowledge)	• Part A: Governance (50 Marks) • Part B: Risk Management (20 Marks) • Part C: Compliance (20 Marks) • Part D: Ethics & Sustainability (10 Marks)
10.	Advanced Tax Laws ***[Core & Ancillary to Core]*** (Expert & Working Knowledge)	• Part-A: GST & Customs Laws (70 marks) [Core] • Part-B: Direct Tax & International Taxation (30 Marks)[Ancillary to Core]
11.	Drafting, Pleadings and Appearances ***[Hybrid]*** (Expert Knowledge)	• Drafting and Pleadings • Appearing before NCLT/ NCLAT/ SAT/ CCI/ ROC/ RD/ RBI/ Stock Exchange/ SEBI/ RERA and other Tribunals/ Authorities • Court Craft
12.	Secretarial Audit, Compliance Management and Due Diligence ***[Hybrid]*** (Expert Knowledge)	• Part A: Secretarial Audit & Due Diligence (60 marks) • Part B: Compliance Management (40 Marks)
Module 2		
13.	Corporate Restructuring, Insolvency, Liquidations & Winding-up ***[Hybrid]*** (Expert Knowledge)	• Part A: Corporate Restructuring (50 Marks) • Part B: Insolvency, Liquidation & Winding up (50 Marks)(including related valuations)
14.	Corporate Funding & Listings in Stock Exchanges ***[Hybrid]*** (Expert Knowledge)	• Part A- Corporate Funding (60 Marks) • Part B: Listing (40 Marks)
15.	Resolution and Management of	• Oppression &Mis-management, SFIO, frauds, Class Action Suits, Inquiries,

	Corporate Disputes, Non-Compliances & Remedies ***[Hybrid]*** (Expert Knowledge)	• Inspection & Investigation, Compounding/ Consents/ • Adjudication under various Laws • Corporate & allied laws, Arbitration • Money Laundering
16.	Multidisciplinary Case Studies ***[Hybrid]*** (Expert Knowledge)	• Comprehensive and integrated application of knowledge involving multiple areas.
17.	Elective Paper ***[Ancillary to Core and Core]*** (Expert Knowledge)	• Students are required to opt one elective paper out of various elective subjects offered to him. List of suggested Elective Papers under the syllabus is as under: 1. Banking – Law and Practice[Ancillary to Core] 2. Insurance– Law and Practice [Ancillary to Core] 3. IPR– Laws and Practices [Ancillary to Core] 4. Forensic Audit [Ancillary to Core] 5. Direct Tax Law and Practice [Ancillary to Core] 6. Labour Laws [Ancillary to Core] 7. Valuations & Business Modeling [Core] 8. Insolvency[Core]

Annexure-3

DETAILED SYLLABUS OF COURSE CURRICULUM

- **CS Executive Entrance Test (EET)**
- **Papers under Executive Programme**
- **Papers under Professional Programme**
- **Elective papers**

Papers under CS Executive Entrance Test

CS Executive Entrance Test (EET)

Paper 1 **Business Communication**

Objectives:

To develop to a fair degree of proficiency in language skills, communication skills, vocabulary. Grammar etc. to enable student read, understand, interpret and communicate in most efficient manner.

Detailed Contents:

1. **Antonyms, Synonyms & Analogies**
2. **Comprehension of passages**: - Assessment of Central Idea; Tone of the Author; Explicit Questions; Implicit Questions; Structure / Strategy adopted by the Author and meanings of words in Reading Comprehension Passage.
3. **Grammar:** English Grammar includingPronouns**;**Conjunctions; Prepositions; Syntax; Verbs; Adjectives; Adverb; Tenses; Punctuations; Auxiliaries; etc.
4. **Vocabulary**: -Word consciousness; Knowledge of specific words and Word learning strategies
5. **Para Jumbles**: Identifying Transition Words and their usage; Identify Personal Pronouns; Demonstrative Pronoun; Combining it with logic; Acronym Approach; Time Sequence Approach; Theory Approach; Articles Approach; Noun, Pronoun and Adjective Approach; Opening- Closing Sentence Approach; Key Words Approach; Structure Approach and Indicating Words Approach

6. **Sentence completion:** Sentence completion questions with either one or two blanks; Vocabulary-in-context questions; Logic-based questions, Fill in the blanks in a phrase, sentence, or paragraph.
7. **Sentence arrangement:** Sentence structures- Simple, Compound, Complex and Compound-Complex
8. **Sentence Correction:** Errors in sentence correction- Subject-Verb Agreement, Modifiers, Parallelism, Pronoun Agreement, Verb Time Sequences, Comparisons and Idioms.
9. **Spelling/Inappropriate usage**
10. **Phrase replacement**
11. **Verbal Reasoning:** Reading Comprehension, Text Completion and Sentence Equivalence.
12. **Types of Communication:** Concept of Communication; Business communication; Need for improving English Language Skills; Characteristics of Communication; Importance of Communication; Means of Communication; Verbal Communication; Choice of Means and Mode of Communication; Process of Communication; Principles and essentials of communication; Types of Communication; Barriers to Communication.

Paper 2
Legal Aptitude and Logical Reasoning

Objective:

To develop candidate's interest towards study of law, research aptitude, problem solving ability and logical thinking.

Detailed Contents

1. **Legal Reasoning**: Introduction, objectives; Learningresources –a) Prescribed textbook, b) Electronic readings; Legal problems – Reading and understanding a case; Legal reasoning- a) Reasoning by analogy b) Inductive and deductive reasoning; Case law; Judicial decision making.
2. **Legal Facts:** Questions of fact (or factual issues) andQuestions of law (or legal issues).
3. **Syllogism:**Types of Syllogism - 1) All (Universal Positive – UP), 2) No (Universal Negative- UN), 3) Some (Particular Positive- PP) and 4) Some Not (Particular Negative- PN)
4. **Logical Connectives**: 1) Negation- Not, 2) Disjunction- Either OR, 3) Conjunction- AND, 4) Material Implication- IF THEN
5. **Binary Logic**: Truth-Tellers, Liars, Alternators
6. **Seating Arrangement:**Arrangement of persons in a circular table, rectangle table or linear arrangement with some given conditions.
7. **Blood Relations:**Based on relations- Brother, Sister, Uncle, Aunt, Grandfather, Grandmother, Nephew, Niece, Cousin, Brother-in-Law, Sister-in-Law, Daughter-in-Law, Son-in-Law, Sister-in-Law, Brother-in-Law.
8. **Venn Diagrams:**Pictorial representation of relationships between different groups (or set) of things.
9. **Clocks:** Minute Space; Hour Hand and Minute Hand.
10. **Calendars**: Leap year, Ordinary year, Counting of odd days, Week, Month
11. **Miscellaneous:** Numerical Ability**,**Data Interpretation, Logical Reasoning based on Arrangements, Logical Reasoning based on Rankings, Team Formations, Quantitative Reasoning, Puzzle, Logical Deduction, Set Theory, Network Diagrams, Critical Reasoning (Paragraph Comprehension), Sequences and Series, , Statement and Conclusions, Statement and Assumptions, Assertion and Reason, Statement-Courses of Action; Squares of Numbers; Square Roots of Numbers; Cubes of Numbers; Prime Numbers; Numbers with a lot of Divisors and Arithmetic Tables.

Paper 3

Economic & Business Environment

Objective

To develop basic understanding of economic and business environment, Budgeting, role of Government, Economic Systems and Economic Policies.

1. **Indian Economy**: Brief History; Sectors; Industries; Agriculture; Services; Foreign Trade & Investment; Currency, Income & consumption; poverty; Employment; Economic disparities;

2. **Budget:** Concept, terminologies; Economic Survey, fiscal deficit, revenue deficit,

3. **Socio Cultural Environment**: Introduction, Business and Society, Business and Culture, Indian Business Culture, Culture and Organizational Behaviour.

4. **Political Environment**: Introduction, Political Environment and the Economic system, Types of Political Systems, Indian Constitution and Business, Changing Profile of Indian Economy , Business Risks Posed by the Indian Political System.

5. **Banking System**: Reserve Bank of India, Nationalized Banks, Scheduled Banks, Private Banks, Payment Banks, micro finance

6. **Public Sector**: Public Sector Enterprises; Disinvestment, Department of Investment and Public Asset Management (DIPAM), Role of Public Sector in Economic Development,

7. **Economic Systems**: Introduction, Capitalist Economy, Socialist Economy, Mixed Economy, Impact on economic development.

8. **Financial Environment**: Introduction, An Overview of the Financial System, Components of Financial System, Taxation system, Financial Institutions and their Roles, Financial Institutions in India, Role of Foreign Direct Investment.

9. **Economic Role of Government**: Introduction, Regulatory Role of Government, Promotional Role of Government, Participatory Role of Government, Conciliatory and Judicial Role of Government , Impact of India’s Industrial Policy on Economic Reforms.

10. **Economic Policies**: Introduction, Industrial Policy, The crisis of June, 1991, Objectives of New Economic Policy – 1991, Emphasis of NEP on Liberalization, NEP and Privatization, NEP effect on Globalization, Impact of Liberalization, Privatization and Globalization on industrial growth of India Positive and Negative effects of New Economic Policy.

11. **India, WTO and Trading Blocks**: Introduction, Levels of Economic Integration/Trading Blocs, Effects of Economic Integration, Major Regional Trading Blocs, Commodity Agreement, World Trade Organization, WTO and India.

12. **Burning Socio-Economic Issues:** Poverty, Illiteracy, Balanced Regional Growth.

13. **Contemporary issues**: Demonetization, NPAs crisis, Twin Balance Sheet Crises, Basic Income, Public Sector, Private Sector, Public Private partnership, Farmers’ Suicide, Inequality, Women’s Privacy, Transformative Reforms, Universal Healthcare, De-globalisation etc.

14. **Government Policies and popular schemes**: Make In India, Jan DhanYojana, Atal Innovation Mission, Skill development, MNREGA

15. **Niti Ayog**: New India Vision 2022

16. **Public Private Partnership**: Forms of Public Private Partnership; Sectors where Public Private Partnership has taken place and its impact on economic development.

17. **Entrepreneurship:** Growth of Entrepreneurship in India, Barriers in entrepreneurship, New Government initiatives.

18. **Subsidy and Grants**: Public Distribution System, Direct benefit transfer

19. **Corporate Social Responsibility**: Sustainable development Goals,

20. **Non- Government Organisation**: Society, Trust

21. **Know your customers**: Aadhar

22. **Economic & Financial Scams**

23. **Natural Resources**: Major natural resources in India, Environment issues related to exploration activities of natural resources,

24. **Insurance**: Types of insurance, various insurance organisations, Awareness among the masses about significance of insurance.

25. **Stock Exchanges, Commodities Exchanges**: Origin and functions of Stock and Commodity Exchanges, Financial assets and commodities traded.

26. **Imports and Exports**: Balance of Trade, Balance of Payments, Major items of exports and revenue generation from such exports. Major items of Imports, Import substitution measures; barriers to International Trade.

27. **Other Economies in the World**: BRICS,MENA, SAARC, Pacific Rim Countries; NATO;G8;Emerging economies.

Paper 4
General Knowledge and Current Awareness

Objective: To develop habit of keeping oneself updated on happenings in the economic and business world.

Detailed Content:

1. **Recent economic/business related news from leading newspapers and Journals like, Economic Times, Business Standard, Financial Express, Business Line, Mint, Economist, etc.**
2. **Renowned Business Personalities andLeaders; Books and Authors**
3. **Current events of national and international importance**
4. **Indian and World Geography- Commercial and Physical**
5. **Banks/Corporate taglines;National and international Stock Exchanges and Financial Centres.**
6. **Constitution of India:** Preamble, Fundamental rights and duties, Directive Principles, Legislative, Judicial and Executive Framework;Political System, Panchayati Raj.
7. Important Business/Commercial Laws; Legal Maxims & Phrases; legal abbreviations.
8. **International Institutions and Economic Concepts:** World Bank, IMF, Currencies, Inflation, Interest rates, Exchanges, Index of Industrial Production (IIP), Global Competitiveness Index.
9. **Technological developments/tools for Business and Finance**

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Papers under Executive Programme

Executive Programme
Module 1
Paper 1

Constitutional Law & Legal Environment

Objective:

To provide understanding and working knowledge of sources of law, Constitution, legislative environment, interpretation of statutes and general laws.

Detailed Contents

1. **Sources of Law:** Meaning of Law and its Significance; Relevance of Law to Civil Society; Jurisprudence & Legal Theory; Schools of Law propounded by Austin, Dean Roscoe Pound, Salmond, Kelsen and Bentham; Statutes, Subordinate Legislation, Custom, Common Law, Precedent, *Stare decisis.*

2. **Constitution of India:** Broad Framework of the Constitution of India; Fundamental Rights, Directive Principles of State Policy and Fundamental Duties; Legislative framework and Powers of Union and States; Judicial framework; Executive/Administrative framework; Writ Jurisdiction of High Courts and the Supreme Court; Different types of writs.

3. **Interpretation of Statutes:** Need for interpretation of a statute; Principles of Interpretation; Aids to Interpretation; Legal Terminologies.

4. **Legislative Process of Promulgating an Act; Reading a Bare Act & citation of Cases.**

5. **General Clauses Act, 1897:** Key Definitions; General Rule of Construction; Retrospective Amendments; Powers and Functions; Power as to Orders, Rules etc., made under Enactments.

6. **Administrative Laws:** Conceptual Analysis; Source and Need of Administrative Law; Principle of Natural Justice; Administrative Discretion; Judicial Review & Other Remedies; Liability of Government, Public Corporation.

7. **Law of Torts:** General conditions of Liability for a Tort; Strict and Absolute Liability; Vicarious Liability; Torts or wrongs to personal safety and freedom; Remedies in Torts.

8. **Limitation Act, 1963:** Computation of the Period of Limitation; Bar of Limitation; Effect of acknowledgment; Acquisition of ownership by Possession; Classification of Period of Limitation.

9. **Civil Procedure Code, 1908:** Structure and Jurisdiction of Civil Courts; Basic Understanding of Certain Terms - Order, Judgment and Decree, Stay of Suits, Cause of Action, *Res Judicata,* Summary Proceedings, Appeals, Reference, Review and Revision;

Powers of Civil Court and their exercise by Tribunals; Institution of Suit; Summary Procedure.

10. **Indian Penal Code, 1908:** Introduction; Offences against Property-Criminal Misappropriation of Property, Criminal Breach of Trust, Cheating, Fraudulent Deeds and Dispositions of Property; Offences relating to Documents and Property Marks- Forgery; Defamation; Abetment and Criminal Conspiracy.

11. **Criminal Procedure Code, 1973:** Classes of Criminal Courts; Power of Courts; Arrest of Persons; Mens Rea; Cognizable and Non-Cognizable Offences; Bail; Continuing Offences; Compounding of Offences; Summons and Warrants; Searches; Summary Trial.

12. **Indian Evidence Act, 1872:** Statements about the facts to be proved; Relevancy of facts connected with the fact to be proved; Opinion of Third Persons ; Facts of which evidence cannot be given; Oral, Documentary and Circumstantial Evidence; Burden of proof; Presumptions; Estoppel; Witness; Improper admission & rejection of evidence.

13. **Special Courts, Tribunals under Companies Act & Other Legislations:** Constitution; Powers of Tribunals; Procedure before Tribunals; Powers of Special Courts; Power to punish for contempt; Overview of NCLT Rules; Quasi-Judicial Authorities.

14. **Arbitration and Conciliation Act, 1996:** Arbitration Law in India; Appointment of Arbitrators; Judicial Intervention; Award; Recourse against Award; Conciliation and Mediation.

15. **Indian Stamp Act, 1899:** Key Definitions; Principles of Levy of Stamp Duty; Determination, Mode and timing of Stamp Duty; Person responsible; Consequences of Non-Stamping and Under-Stamping; Adjudication; Allowance and Refund ; Concept of E-Stamping.

16. **Registration Act, 1908:** Registration of Documents – Compulsory, Optional; Time and Place of Registration; Consequences of Non-Registration; Prerequisites for Registration.

17. **Right to Information Act, 2005:** Key Definitions; Public Authorities & their Obligations; Role of Central/State Governments; Central Information Commission; State information Commission.

Case Laws, Case Studies & Practical Aspects

Executive Programme

Module 1

Paper 2

Company Law

Objective:

To impart expert knowledge of the various provisions of the Companies Act, its schedules, rules, notifications, circulars including secretarial practice, 0case laws and Secretarial standards.

Detailed Contents

Part I: Company Law, Principles &Concepts (50 Marks)

1. **Introduction to Company Law:** Jurisprudence of Company Law; Meaning, Nature, Features of a company; Judicial acceptance of the company as a separate legal entity; Concept of Corporate Veil, Applicability of Companies Act; Definitions and Key Concepts.

2. **Shares and Share Capital:** Meaning and types of Capital; Concept of issue and allotment; Issue of Share certificates; Further Issue of Share Capital; Issue of shares on Private and Preferential basis; Rights issue and Bonus Shares; Sweat Equity Shares and ESOPs; Issue and Redemption of preference shares; Transfer and Transmission of securities; Buyback of securities; dematerialization and re-materialization of shares; Reduction of Share Capital.

3. **Members and Shareholders:** How to become a member; Register of Members; Declaration of Beneficial Interest; Rectification of Register of Members; Rights of Members; Variation of Shareholders' rights; Shareholders Democracy; , Shareholder agreement, Subscription Agreements, Veto powers.

4. **Debt Instruments:** Issue and redemption of Debentures and Bonds; creation of security; Debenture redemption reserve; debenture trust deed; conversion of debentures into shares; Overview of Company Deposits.

5. **Charges:** Creation of Charges; Registration, Modification and Satisfaction of Charges; Register of Charges; Inspection of charges; Punishment for contravention; Rectification by Central Government in Register of charges.

6. **Distribution of profits:** Profit and Ascertainment of Divisible Profits; Declaration and Payment of Dividend; Unpaid Dividend Account; Investor Education and Protection Fund; Right to dividend; rights shares and bonus shares to be held in abeyance.

7. **Corporate Social Responsibility:** Applicability of CSR; Types of CSR Activities; CSR Committee and Expenditure; Net Profit for CSR; Reporting requirements

8. **Accounts, Audit and Auditors:** Books of Accounts; Financial Statements; National Financial Reporting Authority; Auditors-Appointment, Resignation and Procedure relating to Removal, Qualification and Disqualification; Rights, Duties and Liabilities; Audit and Auditor's Report; Cost Audit; Secretarial Audit; Special Audit; Internal Audit

9. **Transparency and Disclosures:** Board's Report; Annual Return; Annual Report; Website disclosures; Policies.

10. **An overview of Inter-Corporate Loans, Investments, Guarantees and Security, Related Party Transactions**

11. **Registers and Records:** Maintenance and Disposal

12. **An overview of Corporate Reorganization:** Introduction of Compromises, Arrangement and amalgamation, Oppression and Mismanagement, Liquidation and winding-up; Overview of Registered Valuers; Registration Offices and Fees; Companies to furnish information and statistics

13. **Global Trends and Developments in Company Law**

Case Laws, Case Studies and Practical Aspects

Part II: Company Administration and Meetings – Law and Practices (40 Marks)

14. **Board Constitution and its Powers:** Board composition; Restriction and Powers of Board; Board Committees- Audit Committee, Nomination and Remuneration Committee, Stakeholder relationship Committee and other Committees

15. **Directors:** DIN requirement, Types of Directors; Appointment/ Reappointment, Disqualifications, Vacation of Office, Retirement, Resignation and Removal, and Duties of Directors; Rights of Directors; Loans to Directors; Disclosure of Interest and .

16. **Key Managerial Personnel (KMP's) and their Remuneration:** Appointment of Key Managerial Personnel; Managing and Whole-Time Directors, Manager, Chief Executive Officer and Chief Financial Officer; Company Secretary – Appointment, Role and Responsibilities, Company Secretary as a Key Managerial Personnel; Functions of Company Secretary; Officer who is in default; Remuneration of Managerial Personnel

17. **Meetings of Board and its Committees:** Frequency, Convening and Proceedings of Board and Committee meetings; Agenda Management; Management Information System; Meeting Management; Resolution by Circulation; Types of Resolutions; Secretarial Standard – 1; Duties of Company Secretaries before, during and after Board/ Committee Meeting

18. **General Meetings:** Annual General Meeting; Extraordinary general Meetings; Other General Meetings; Types of Resolutions; Notice, Quorum, Poll, Chairman, Proxy; Meeting and Agenda; Process of conducting meeting; Voting and its types-vote on show of hands, Poll, E-Voting, Postal ballot; Circulation of Members' Resolutions etc.;

Signing and Inspection of Minutes; Secretarial Standard – 2; Duties of Company Secretaries before, during and after General Meeting.

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Part III: Company Secretary as a Profession (10 Marks)

19. **Legal framework governing Company Secretaries:** The Company Secretaries Act, 1980along with Rules and Regulations; Disciplinary Mechanism and Penalties for Professional Misconduct; Ethics in Profession, Professional Liabilities.

20. **Secretarial Standards Board:** Secretarial Standards Board of ICSI; Process of making Secretarial Standards; Need and Scope of Secretarial Standards.

21. **Mega Firms:** Concept of mega firms; Benefits of mega firms, Eligibility criteria for partner, Agreement between partners; management of Firm; Collective multidisciplinary expertise; Public Relation and Brand Building

Case Laws, Case Studies and Practical Aspects

Executive Programme
Module 1
Paper 3
Setting up of Business Entities and Closure

Objective:

To provide working knowledge and understanding of setting up of business entities and their closure.

Detailed Contents

Part A: Setting up of Business (40 Marks)

1. **Choice of Business Organization:** Key features of various structures and issues in choosing between business structures including identification of location; tax implications etc.

2. **Company:** Private Company; Public Company; One Person Company; Nidhi Company; Producer Company; Foreign Company- Liason Offices; Branch Office & Project Office; Formation and Registration

3. **Charter documents of Companies:** Memorandum of Association and Articles of Association; Doctrine of ultra-vires; Doctrine of indoor management; Doctrine of constructive notice; Incorporation Contracts; Alteration in MOA & AOA- Change of name; registered office address; objects clause; alteration in share capital and alteration in articles of association

4. **Legal status of Registered Companies:** Small Company; Holding Company; Subsidiary Company & Associate Company; Inactive Company; Dormant Company; Government Company

5. **Limited Liability Partnership:** Concept of LLP; Formation and Registration; LLP Agreement; Alteration in LLP Agreement; Annual and Event Based Compliances

6. **Other forms of business organizations:** Partnership; Hindu Undivided Family; Sole Proprietorship; Multi State Co-operative Society; Formation; Partnership Agreement and its registration

7. **Institutions Not For Profit &NGOs:** Section 8 Company; Trust and Society- Formation and Registration

8. **Financial Services Organization:** NBFCs; Housing Finance Company; Asset Reconstruction Company; Micro Finance Institutions (MFIs) Nidhi Companies; Payment Banks; Registration

9. **Start-ups:** Start-up India Policy; Registration Process; Benefits under the Companies Act and other Government Policies; Different types of capital- Seed Capital; Venture Capital; Private Equity; Angel Investor; Mudra Bank

10. **Joint Ventures; Special Purpose Vehicles :** Purpose and Process

11. **Setting up of Business outside India:** Issues in choosing location; Structure and the processes involved

12. **Conversion of existing business entity:** Conversion of private company into public company and vice versa; Conversion of Section 8 company into other kind of Company; Conversion of Company into LLP and vice versa; Conversion of OPC to other type of company and vice versa; Company authorised to be registered under the Act (Part XXI Companies); and other types of conversion

Part B: Registration; Licenses & Compliances (35 Marks)

13. **Various Initial Registrations and Licenses:** Mandatory Registration - PAN; TAN; GST Registration; Shops & Establishments; SSI/MSME; Additional Registration/Licence - ESI/PF; FCRA; Pollution; Other registration as per requirement of sector; IE Code; Drug License; FSSAI; Trademark; Copyright; Patent; Design; RBI; Banking; IRDA; Telecom; I & B; MSME Registration; Udyog Adhar Memorandum

14. **Maintenance of Registers and Records:** Register and Records required to be maintained by an enterprise

15. **Identifying laws applicable to various Industries and their initial compliances:** Compliance of industry specific laws applicable to an entity at the time of setting up of the enterprise

16. **Intellectual Property laws (Provisions applicable for setting up of business):** Copyright Act; 1957; Patents act; 1970; Trade mark Act; 1999; Geographical indication of Goods (Registration and Protection) Act; 1999; Designs Act; 2000

17. **Compliances under Labour Laws (Provisions applicable for setting up of business):** Factories Act; 1948; Minimum Wages Act; 1948;Payment of Wages Act; 1936; Equal Remuneration Act; 1976; Employees' State Insurance Act; 1948;Employees' Provident Funds and Miscellaneous Provisions Act; 1952; Payment of Bonus Act; 1965; Payment of Gratuity Act; 1972; Employees Compensation Act; 1923; Contract Labour (Regulation and Abolition) Act; 1970; Industrial Disputes Act; 1947; Trade Unions Act; 1926; Maternity Relief Act; 1961; Child and Adolescent Labour (Prohibition and Regulation) Act; 1986;Persons with Disabilities (Equal Opportunities; Protection of Rights and Full Participation) Act; 1995Prevention of Sexual Harassment of Women at Workplace (Prevention; Prohibition and Redressal) Act; 2013

18. **Compliances relating to Environmental laws (Provisions applicable for setting up of business):**Water (Prevention and Control of Pollution) Act; 1974;Air (Prevention and Control of Pollution) Act; 1981; Environment Protection Act; 1986; Public Liability Insurance Act; 1991;National Green Tribunal Act; 2010

Part C: Insolvency; Winding up& Closure of Business (25 Marks)

19. Dormant Company: Obtaining dormant status and dormant to active status

20. Strike off and restoration of name of the company and LLP

21. Insolvency Resolution process; Liquidation and Winding-up: an overview

Executive Programme
Module 1
Paper 4
Tax Laws

Objective:

Part I: To provide working knowledge on practical application of Direct Tax Laws.

Part II: To provide conceptual knowledge of GST with practical application of GST Laws.

Part I: Direct Taxes (50 marks)

Detailed Contents

1. **Direct Taxes at a Glance:** Background of Taxation system in India; Vital Statistics; Layout; Administration.

2. **Basic concepts of Income Tax:** An overview of Finance Bill, ; Important definitions under Income Tax Act, 1961; Distinction between Capital and Revenue Receipts and Expenditure; Residential Status & Basis of Charge; Scope of Total Income; Tax Rates.

3. **Incomes which do not form part of Total Income:** Incomes not included in total Income; Tax holidays.

4. **Computation of Income under Various Heads:** Income from Salary; Income from House Property; Profit and Gains of Business or Profession; Capital Gains; Income from Other Sources; fair market value.;

5. **Clubbing provisions and Set Off and / or Carry Forward of Losses:** Income of other persons included in Assessee's Total Income; Aggregation of Income; Set off and / or Carry forward of losses.

6. **Deductions from Gross Total Income & Rebate and Relief:** Deductions in respect of certain payments; Specific deductions in respect of certain income; Deductions for donations for permissible under CSR activities and the expenditure which is covered u/s 30-37 though incurred in relation to CSR activities; Rebates and Reliefs.

7. **Computation of Total Income and Tax Liability of various entities:** Individual; Hindu Undivided Family ‘HUF’; Alternate Minimum Tax (AMT); Partnership Firm / LLP; Co-operative Societies; Association of Person ‘AOP’ and Body of Individual ‘BOI’; Political Parties; Electoral Trusts; Exempt organization – Registration u/s 12A / 12AA;

8. **Classification and Tax Incidence on Companies:** Computation of taxable income and tax liability of Company; Dividend Distribution Tax; Minimum Alternate Tax ‘MAT’; Other Special Provisions Relating to Companies; Equalization Levy.

9. **Procedural Compliance:** Permanent Account Number 'PAN' / Tax Collection Account Number 'TAN'; Tax Deduction at Source 'TDS' & Tax Collection at Source 'TCS'; Advance Tax &Self Assessment Tax 'SAT'; Returns, Signatures, E-Filing ; Fee and interest for default in furnishing return of Income ; Collection, Recovery of Tax, Refunds.

10. **Assessment, Appeals & Revision:** Assessment; Types of Assessment; Appeals; Revisions; Search, Seizure, Penalty and Offences.

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Part II: Indirect Taxes (50 marks)

(A) Goods and Service Tax

11. **Concept of Indirect Taxes at a glance:** Background; Constitutional powers of taxation; Indirect taxes in India – An overview; Pre-GST tax structure and deficiencies; Administration of Indirect Taxation in India; Existing tax structure.

12. **Basics of Goods and Services Tax 'GST':** Basics concept and overview of GST; Constitutional Framework of GST; GST Model – CGST / IGST / SGST / UTGST; Taxable Event; Concept of supply including composite and mixed supply; Levy and collection of CGST and IGST; Composition scheme & Reverse Charge; Exemptions under GST

13. **Concept of Time, Value & Place of Taxable Supply:** Basic concepts of Time and Value of Taxable Supply; Basics concept of Place of Taxable Supply

14. **Input Tax Credit & Computation of GST Liability- overview**

15. **Procedural Compliance under GST:** Registration; Tax Invoice, Debit & Credit Note, Account and Record, Electronic way Bill; Return, Payment of Tax, Refund Procedures; Audit

16. **Basic overview on Integrated Goods and Service Tax (IGST), Union Territory Goods and Service tax (UTGST), and GST Compensation to states**

(B) Customs Act

17. **Overview of Customs Act:** Overview of Customs Law; Levy and collection of customs duties; Types of Custom duties; Classification and valuation of import and export goods; Exemption; Officers of customs; Administration of Customs Law; Import and Export Procedures; Transportation, and Warehousing; Duty Drawback; Demand and Recovery; Confiscation of Goods and Conveyances; Refund.

Case Laws, Case Studies & Practical Aspects

Executive Programme
Module-2
Paper 5
Corporate & Management Accounting

Objectives:

Part I **To provide knowledge and understanding of the concepts, principles and practices in Corporate Accounting**

Part II **To provide understanding on the concept of Indian and International Accounting standards**

Part III **To enable the student to acquire knowledge of the concepts, principles and methods of Valuation**

Part IV **To acquire knowledge and understanding of the concepts, techniques and practices of cost and management accounting and to develop skills for decision making.**

Detailed Contents

Part I: Corporate Accounting (40 marks)

1. **Introduction to Financial Accounting**

2. **Introduction to Corporate Accounting:** Records of accounts to be maintained by a company.

3. **Accounting for Share Capital:** Issue of Shares; Forfeiture and Re-issue of Shares, Accounting treatment of premium, Buyback of Shares; Redemption and Conversion; Capital Redemption Reserve, Bonus Shares; Rights Issue, ESOPs, ESPS, Sweat Equity Shares; and Underwriting; Book Building.

4. **Accounting for Debentures:** Accounting Treatment, Debenture Redemption Reserve, Redemption of Debentures and Conversion of Debentures into Shares. Deferred Tax

5. **Related Aspects of Company Accounts:** Accounting for ESOP, Buy-back, Equity Shares with differential rights, Underwriting and Debentures.

6. **Financial Statements Interpretation:** Preparation and Presentation of Financial Statements; Depreciation provisions and Reserves; Determination of Managerial Remuneration, Corporate Social Responsibility spend, various disclosures under the Companies Act, 2013, LODR & applicable accounting standards; Related party and segment reporting, Audit Queries; How to Read and interpret Financial Statements

7. **Consolidation of Accounts as per Companies Act, 2013:** Holding Company, Subsidiary Companies, Associate Companies and Join Venture; Accounting Treatment and disclosures.

8. **Corporate Financial Reporting:** Requirements of Corporate Reporting; Recent trends in Financial Reporting.

9. **Cash Flow Statements:** Preparation and their analysis

Part II : Accounting Standards (15 marks)

10. **Accounting Standards (AS):** Applicability, Interpretation, Scope and Compliance; International Financial Reporting Standards ; Overview of AS, AS vs. Ind AS vs. IFRS.

11. **National and International Accounting Authorities**

12. **Adoption, Convergence and Interpretation of International Financial Reporting Standards (IFRS) and Accounting Standards in India**

Case Studies & Practical Aspects

Part III: Concept and Principles of Valuation (20 marks)

13. **Valuation Principles & Framework:** Conceptual Framework of Valuation, Valuation rules; Valuation of securities or financial assets; Approaches of Valuation - Assets Approach, Income Approach; Market Approach; Registered Valuer; IND AS Valuation

14. **Valuation of Shares, Business and Intangible Assets:** Regulatory Valuations; Companies Act; Insolvency and Bankruptcy Code; Income Tax Act; SEBI law; FEMA and RBI guidelines.

15. **Business and Intangible Assets**

16. **Methods of Valuation :** Net Assets Valuation: Relative Valuation (Comparable Companies/Transactions**) ;**Discounted Cash Flow Valuation ; Other Methods

Case Studies & Practical Aspects

Part IV: Cost & Management Accounting (25 marks)

17. **An Overview of Cost:** Importance and relevance of Cost Accounting Material Cost, Labour Cost, Direct Expenses and Overheads, Cost Sheet.

18. **Cost Accounting Records & Cost Audit under Companies Act, 2013**

19. **Budget, Budgeting and Budgetary Control:** Preparation of various types of Budgets; Budgetary Control System; Zero Based Budgeting; Performance Budgeting

20. **Ratio Analysis:** Financial Analysis through Ratios

21. **Management Reporting (Management Information Systems)**

22. **Decision Making Tools:** Marginal Costing; Transfer Pricing

Case Studies & Practical Aspects

Executive Programme
Module 2
Paper 6
Securities Laws & Capital Markets

Objective:

Part I: To provide expert knowledge in the legislations, rules and regulations governing the entities listed on the stock exchanges.

Part II: To provide the basic understanding of the working of Capital markets in India

Detailed contents

Part I: Securities Laws (80 Marks)

1. **Securities Contracts (Regulations) Act 1956:** Objectives of the SCR Act, Rules and Regulations made there under; Important Definitions; Recognized Stock Exchange, Clearing Corporation; Public issue and listing of securities; Rules relating to Public Issue and Listing of Securities under Securities Contracts (Regulation) Rules, 1957

2. **Securities and Exchange Board of India Act, 1992:** Objective; Powers and functions of SEBI; Securities Appellate Tribunal; Penalties and appeals.

3. **Depositories Act, 1996:** Depository System in India; Role & Functions of Depositories; Depository Participants; Admission of Securities; Dematerialization &Re-materialisation; Depository Process; Inspection and Penalties; Internal Audit and Concurrent Audit of Depository Participants

4. **An Overview of SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009**

5. **An Overview of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015**

6. **An Overview of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

7. **SEBI (Buyback of Securities) Regulations, 1998:** Conditions of buy-back; Buy back Methods: Tender Offer, Open Market (Book building and Stock Exchange); General obligations; Penalties

8. **SEBI (Delisting of Equity Shares) Regulations, 2009:** Delisting of Equity Shares; Voluntary Delisting; Exit Opportunity; Compulsory Delisting

9. **An Overview of SEBI (Share Based Employee Benefits) Regulations, 2014**

10. **An Overview of SEBI (Issue of Sweat Equity) Regulations, 2002**

11. **SEBI (Prohibition of Insider Trading) Regulations, 2015:** Unpublished price sensitive information (UPSI); Disclosures; Codes of fair disclosure and conduct; Penalties and Appeals

12. **Mutual Funds:** Types of Mutual Funds and Schemes; Key players in Mutual Funds: Sponsor, Asset Management Company, Trustee, Unit holder, Evaluating performance of Mutual funds- Net Asset Value, Expense Ratio, Holding Period Return;

13. **Collective Investment Schemes:** Regulatory Framework; Restrictions on Business Activities; Submission of Information and Documents; Trustees and their Obligations

14. **SEBI (Ombudsman) Regulations, 2003:** Procedure for Redressal of Grievances; Implementation of the Award; Display of the particulars of the Ombudsman, SCORES, SEBI (Informal Guidance) Scheme, 2003.

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Part II: Capital Market & Intermediaries (20 Marks)

15. **Structure of Capital Market:**

    I. **Primary Market-**

    a. Capital Market Investment Institutions-Domestic Financial Institutions(DFI), Qualified Institutional Buyers(QIB), Foreign Portfolio Investors (FPI), Private Equity, Angel Funds, HNIs, Venture Capital, Pension Funds, Alternative Investment Funds.

    b. Capital Market Instruments-Equities, Preference Shares, Shares with Differential Voting Rights, Corporate Debt, Non-Convertible Debentures(NCD), Partly, Fully and Optionally Convertible Debentures, Bonds, Foreign Currency Convertible Bonds(FCCB), Foreign Currency Exchangeable Bonds (FCEB) Indian Depository Receipts(IDR),Derivatives, Warrants;

    c. Aspects of Primary Market- book building, ASBA, Green Shoe Option,

    II. **Secondary Market-** Development of Stock market in India; Stock market & its operations, Trading Mechanism, Block and Bulk deals, Grouping, Basis of Sensex, Nifty; Suspension and Penalties; Surveillance Mechanism; Risk management in Secondary market, Impact of various Policies on Stock Markets such as Credit Policy of RBI, Fed Policy, Inflation index, CPI, WPI, etc.

16. **Securities Market Intermediaries:** Primary Market and Secondary Market Intermediaries: Role and Functions, Merchant Bankers, Stock Brokers, Syndicate Members, Registrars and Transfer Agents, Underwriters, Bankers to an Issue, Portfolio Managers, Debenture Trustees, Investment Advisers, Research Analysts, Market Makers, Credit Rating Agencies; Internal Audit of Intermediaries by Company Secretary in Practice.

Case Laws, Case Studies & Practical Aspects

Executive Programme
Module 2
Paper 7
Economic, Business and Commercial Laws

Objectives:

Part I: To provide expert knowledge in Foreign Exchange Management and NBFCs

Part II: To provide expert knowledge in Competition Law

Part III: To provide working knowledge in Business and Commercial Laws.

Detailed Contents

Part I
Foreign Exchange Management &NBFCs (40 Marks)

1. **Reserve Bank of India Act, 1934:** Central Banking functions; Monetary policy; Penalties.

2. **Foreign Exchange Management Act, 1999 :** Introduction

3. **Foreign Exchange Transactions & Compliances:** Current and Capital Account Transactions; Acquisition &Transfer of Immovable Property in India and Abroad; Realization and Repatriation of Foreign Exchange; Brief information of other FEMA Regulations.

4. **Foreign Contribution (Regulation) Act, 2010:** Introduction and Object, Eligible Contributor, Eligible Receiver, Registration, Offences and Penalties.

5. **Foreign Direct Investments – Regulations & FDI Policy:** Automatic and Approval Route of FDI; Setting up of Subsidiary/Joint Venture/Liaison Office/ Branch Office by Non-residents; Foreign Portfolio Investments.

6. **Overseas Direct Investment: ODI Policy, foreign currency remittances,** Setting up of Subsidiary/Joint Venture/Branch Office;

7. **Liberalized Remittance Scheme:** Investment Outside India by Indian Residents.

8. **External Commercial Borrowings (ECB):** An Overview

9. **Foreign Trade Policy & Procedure:** Merchandise Exports from India Scheme (MEIS); Service Exports from India Scheme (SEIS); Duty exemption / remission schemes; Export oriented units (EOUS); Electronics Hardware Technology Parks (EHTPS); Software Technology Parks (STPS); Bio-Technology Parks (BTPS).Imports and related policies

10. **Non Banking Finance Companies(NBFCs):** Definition; Types; Requirement of Registration as NBFC and exemptions from registration as NBFC; micro finance Institutions, Activities of NBFCs; Compliances by the NBFCs and requirements of approvals of RBI; Deposit Accepting and Non-deposit Accepting NBFCs; Deemed NBFC; Core Investment Company and Systemically Important Core Investment Companies; Peer to Peer Lending; Defaults, Adjudication, prosecutions and penalties.

11. **Special Economic Zones Act, 2005:** Establishment of Special Economic Zones; Approval and Authorization to Operate SEZ; Setting up of Unit; Special Economic Zone Authority.

Case Laws, Case Studies & Practical Aspects

Part II
Competition Law (25 Marks)

12. **Competition Act, 2002:** Competition Policy ; Anti-Competitive Agreements; Abuse of Dominant Position; Overview of Combination and Regulation of Combinations; Competition Advocacy; Competition Commission of India; Appellate Tribunal.

Case Laws, Case Studies & Practical Aspects

Part III
Business & Commercial Laws (35 Marks)

Consumer Protection

13. **Consumer Protection Act, 1986:** Consumer Protection in India; Rights of Consumers; Consumer Dispute Redressal Forums; Nature and Scope of Remedies.

14. **Essential Commodities Act, 1955:** Essential Commodities; Powers of Central Government; Authorities responsible to administer the Act; Delegation of powers; Nature of Order passed under the Act; Seizure and Confiscation of Essential Commodities; Offences by Companies.

15. **Legal Metrology Act, 2009:** Standard weights and measures; Power of inspection, seizure; Declarations on pre-packaged commodities; Offences and penalties.

Property Law

16. **Transfer of Property Act, 1882:** Types of Properties; Properties which cannot be Transferred; Rule Against Perpetuities; Lis Pendens; Provisions Relating to Sale; Mortgage, Charge, Lease, Gift and Actionable Claim; Specific Performance;

17. **Real Estate (Regulation and Development) Act, 2016:** Registration of Real Estate Project; Real Estate Agents; Real Estate Regulatory Authority; Central Advisory Council; The Real Estate Appellate Tribunal; Offences, Penalties and Adjudication. Specimen Agreement for Sale between the Promoter and the Allottee; Due Diligence Reporting.

18. **Benami Transaction Prohibitions (Act):** Benami Property; Benami Transaction, Prohibition of Benami Transaction; Authority, Adjudication of Benami property.

19. **Prevention of Money Laundering:** Problem and adverse effect of money laundering; Methods of money laundering; Offence of money laundering; Attachment, adjudication and confiscation;

Business Laws

20. **Indian Contracts Act, 1872:** Essential elements of a Valid Contract; Indemnity and Guarantee; Bailment and Pledge; Law of Agency; E-Contract; Landmark judgments.

21. **Specific Relief Act, 1963:** Specific reliefs and defense; specific performance and defense; unenforceable contracts; Rescission of Contracts; Cancellation of Instruments; Declaratory Decrees; Preventive Reliefs

22. **Sale of Goods Act, 1930:** Essentials of a Contract of Sale; Sale Distinguished from Agreement to Sell, Bailment, Contract for Work and Labour and Hire-Purchase; Conditions and Warranties; Doctrine of Caveat Emptor; Performance of the Contract of Sale; Landmark judgments.

23. **Partnership Act, 1932:** Rights and Liabilities of Partners; Registration of Firms; Dissolution of Firms and Partnership; Landmark judgments.

24. **Negotiable Instrument Act, 1881:** Negotiable Instruments and Parties; Material Alteration; Crossing and bouncing of Cheques; Dishonour of Cheques & its Remedies; Presumption of Law as to Negotiable Instruments; Landmark judgments.

Case Laws, Case Studies & Practical Aspects

Executive Programme
Module-2
Paper 8
Strategic and Financial Management – Principles and Techniques

Objective:

Part I **To enable students to acquire multidimensional skills as to equip them to comprehend the process of strategy formulation.**

Part II **To provide knowledge of practical aspects of financial management so as to develop skills in taking financial and investment decisions.**

Part III **To provide knowledge of Information Technology Law so a sto apply business related strategies and decision making.**

Detailed Contents

Part I: Strategic Management (40 Marks)

1. **Introduction to Management:** An Overview of functions of management.

2. **Introduction to Strategic Management:** An Overview- Meaning & Process; Strategic Leadership; Functions and Importance for Professionals like Company Secretaries; Environmental Influences of Business-Characteristics and Components of Business Environment, Factors of Micro & Macro Environment of Business; Competitive Environment and Porter's Five Force Model

3. **Business Policy and Formulation of Functional Strategy**: Introduction to Business Policy; Framework of Strategic Management; Strategic Decision Model; Vision; Mission; Objectives and Goals; Strategic Levels of the Organization; Formulation of Functional Strategy-Formulation of Financial; Marketing; Production; Human Resource and Logistics strategies.

4. **Strategic Analysis and Planning:** Situational Analysis, Strategic Choices-SWOT and TOWS Analysis; PERT (Programme Evaluation Review Technique) and CPM (Critical Path Method);Portfolio analysis-Boston Consulting Group (BCG) growth-share Matrix, Ansoff's Product Growth Matrix, ADL Matrix and General Electric (GE) Model; Strategic Planning; Strategic Alternatives-Glueck and Jauch and Michael Porter's Generic Strategies.

5. **Strategic Implementation and Control:** Issues in Strategy Implementation; Various Organizational Structures and Strategy Implementation; Leadership and its forms ; Strategic Change and Control

6. **Analysing Strategic Edge:** Introduction to Business Process Reengineering; Concept of Benchmarking; Introduction to Total Quality Management and Six Sigma

Part II: Financial Management (30 marks)

7. **Nature and Scope of Financial Management:** Nature, Scope and Objectives of Financial Management; Risk-Return and Value of the Firm; Objectives of the firm; Profit Maximisation vs. Wealth Maximisation; Emerging roles of Finance Managers

8. **Capital Budgeting:** Compounding and Discounting techniques- Concepts of Annuity and Perpetuity; Capital Budgeting Process; Techniques of Capital Budgeting- Discounted and Non- Discounted Cash Flow Methods; Capital Rationing; Risk Evaluation and Sensitivity Analysis

9. **Capital Structure:** Introduction- Meaning and Significance; Optimal Capital Structure; Determinants of Capital Structure; Theories of Capital Structure; EBIT - EPS Analysis; EBITDA Analysis; Risk and Leverage; Effects of Leverage on Shareholders' Returns

10. **Sources of raising long-term finance and Cost of Capital:** Sources, Meaning, Factors Affecting Cost of Capital; Methods for Calculating cost of capital; Weighted Average Cost of Capital (WACC); Marginal Cost of Capital

11. **Dividend Policy**: Introduction- Types; Determinants and Constraints of Dividend Policy; Forms of Dividend; Different Dividend Theories

12. **Security Analysis**: Measuring of Systematic and Unsystematic Risk; Fundamental Analysis (Economic, Industry and Company); Technical Analysis and Efficient Market Hypothesis.

13. **Portfolio Management**: Meaning, Objectives; Portfolio Theory -Traditional Approach; Markowitz Portfolio Theory; Modern Approach - CAPM Model; Economic Value Added; Sharpe Single & Multi Index Model; Risk Adjusted Measure of Performance

Part III- Strategic Importance of Digital Environment [30 Marks]

14. **Law relating to Cyber:** Information Technology Act, 2000- Introduction, Definition, Important terms under the Act; Digital Signatures- Electronic Records, Certifying Authority, Digital Signature Certificate; Cyber Regulation Appellate Tribunal; Offences and Penalties; Rules relating to sensitive personal data under IT Act

15. **How IT can help increase productivity and efficiency:** Enterprise business processes; Automated business processes; Enterprise risk management; Flow Charts; Risks and controls for specific business processes- under the Companies Act and IT Act.

16. **Information System:** Information Systems- Definition and Elements; Components of Information System; Information systems controls; Classification of information system controls; Information systems auditing; Audit trail; Organisation structure and responsibilities

17. **Enhancing use of Technology &Capabilities of Company Secretaries:** Access to technology; various modes of technology and software; deploying technology for certain type of work; working on increasing capability to use technology; learning new technology; automation for standard jobs; use of technology to update knowledge of laws and to share knowledge through electronic means; use of functionalities within MS Outlook or similar email tool to set reminders; art of making smart presentations to the Board

18. **Compliance Management tools:** Automated Compliance Tools, Development of Customised Tools, Standardization of Compliance Process, Capturing Compliances relevant to organisation, Use of tool to monitor end report compliances, Updating Compliance tools, Ensuring control and access rights.

19. **E-Commerce & M-Commerce**: Introduction to E-commerce; Components for E-commerce; Risks and controls; Guidelines and laws governing e-commerce; Digital payment; Provision of E-commerce under GST

20. **Fundamentals of DBMS and ERP:** Overview of ERP; Database Management-Basic Concepts, Data Structure, Data Base Management System, Data Base Files; Electronic Billing System, Executive Support System, Data Analysis and Business Intelligence

21. **IT in Banking:** Overview of banking services and IT related risk and controls; Components and architecture of CBS; Core business processes flow and relevant risks and Controls; Reporting systems and MIS, data analytics and business intelligence

22. **Major e-governance initiatives**: eBiz Portal; GSTN network; Online stamp duty payment; Digital payments and related laws; Income tax e-filing; Important websites of Central and State Government

23. **E-Database management :** Tracking actions through automation “To Do List”; use of standardised formats for reports via use of MS Word / Excel; shared folder for storage and accessibility of data from various locations (with access right restrictions); use of electronic medium to reduce paperwork (for circulation of agenda, draft minutes, circular resolutions, etc.) where permitted; use of functionalities such as track changes, compare

documents, protect documents, password protected documents to have in-built governance around e-documents; preparing master database under Companies Act (or any other law within scope of responsibility in tabular format) to be able to reproduce data as and when required and in the format desired;

24. **Data Privacy :** Adherence to requirements relating to personal data under Information Technology Act or any other law as may be required; installing systems to track-manage-maintain personal data, building awareness; putting in controls to protect personal data; standard policies and processes to deal with personal data; personal data in physical as well as electronic form; data transfer agreements; protection of personal data of third parties

25. **Recent Developments and New IT Tools:** Artificial Intelligence; Internet of things (IoT); Cloud Computing; Social media, marketing & networking

26. **Virtual Board Meetings:** Technological Advancements in conduct of Board, Committee & General Meetings; e-AGM

Papers under Professional Programme

Professional Programme Module-1 Paper 9 Governance, Risk Management, Compliance and Ethics

Objective:

Part - I

Part-I: **To develop skills of high order so as to provide thorough knowledge and insight into the corporate governance framework, best governance practices.**

Part – II: **To develop skills of high order so as to provide thorough knowledge and insight into the spectrum of risks faced by businesses.**

Part-III: **To develop the ability to devise and implement adequate and effective systems to ensure compliance of all applicable laws.**

Part-IV: **To acquire knowledge of ethics in business and framework for corporate sustainability reporting.**

Detailed Contents

Part I: Governance (50 Marks)

1. Conceptual Framework of Corporate Governance : Introduction, Need and Scope, Evolution of Corporate Governance, Management vs. Ownership, Majority vs Minority, Corporate Governance codes in major jurisdictions, Sarbanes Oxley Act, U S Securities and Exchange Commission; OECD Principles of Corporate Governance; Developments in India, Corporate Governance in Indian Ethos, Corporate Governance – Contemporary Developments

2. Legislative Framework of Corporate Governance in India: Listed Companies, Unlisted Companies, PSUs, Banks and Insurance Companies

3. Board Effectiveness: Composition and Structure, Duties and Liabilities, Evolution of Jurisprudence, Diversity in Board Room, Women Director, Nominee Directors; Selection and Appointment Process, Independent Directors: expectations, liabilities and their role, code of conduct, responsibilities and effectiveness.

4. Board Processes through Secretarial Standards

5. Board Committees: Composition & Terms of Reference, Roles and Responsibilities

6. Corporate Policies & Disclosures; Various policies and disclosures to be made as per regulatory requirements / voluntarily made as part of good governance.

7. Directors' Training, Development and familiarization

8. Performance Evaluation of Board and Management: Evaluation of the performance of the Board as a whole, individual directors (including independent directors and Chairperson), various Committees of the Board and of the management.

9. Role of promoter/controlling shareholder, redressal against Oppression and Mismanagement

10. Monitoring of group entities and subsidiaries

11. Accounting and Audit related issues

12. Related Party Transactions

13. Vigil Mechanism/Whistle blower

14. Corporate Governance and Shareholders' Rights

15. Corporate Governance and other Stakeholders: Employees, Customers, Lenders, Vendors, Government and Regulators, Society, etc.

16. Corporate Governance Forums

17. Parameters of Better Governed Companies: ICSI National Award for Excellence in Corporate Governance

18. Dealing with Investor Associations, Proxy Services Firms and Institutional Investors

19. Family Enterprise and Corporate Governance

Case Laws, Case Studies & Practical Aspects

Part II: Risk Management (20 Marks)

20. Risk Identification, Mitigation and Audit : Risk Identification, Risk Analysis, Risk Measurement, Risk Mitigation, Risk Elimination, Risk Management Committee, Clarification and Investigation, Role of Internal Audit, Risk Audit, Risk Related Disclosures

Case Studies & Practical Aspects

Part III: Compliance (20 Marks)

21. Compliance Management : Essentials of successful compliance program, Significance of Compliance, devising proper systems to ensure compliance, ensuring adequacy and effectiveness of compliance system, internal compliance reporting mechanisms, use of technology for compliance management

22. **Internal Control :** Nature, Scope and Elements, Techniques of Internal Control System, Steps for Internal Control, Efficacy of internal controls and its review

23. **Reporting :** Integrated Reporting, Non-financial Reporting, Corporate Sustainability Reporting, Board Reporting, Annual Report, Other Reports under LODR, PIT, SAST Regulations

24. **Website Management:** Meeting through Video Conferencing

Case Studies & Practical Aspects

Part IV: Ethics & Sustainability (10 Marks)

25. **Ethics & Business :** Ethics, Business Ethics, Organization Structure and Ethics, Addressing Ethical Dilemmas, Code of Ethics, Indian Ethos, Designing Code of Conduct, Policies, Fair practices and frameworks

26. **Sustainability:** Corporate Social Responsibility**,** Corporate Sustainability Reporting Framework, Legal Framework, Conventions, Treaties on Environmental and Social Aspects, Triple Bottom Line, Principle of Absolute Liability - Case Studies, Contemporary Developments, Indian Ethos

27. **Models / Approaches to measure Business Sustainability:** Altman Z-Score Model, Risk Adjusted Return on Capital, Economic Value Added (EVA), Market Value Added (MVA), Sustainable Value Added Approach

28. **Indian and contemporary Laws relating to Anti-bribery:** Prevention of corruption Act,1988, Central Vigilance Commission Act, 2003, Lokpal & Lokayukta Act, 2013, Foreign Corrupt Practices Act, 1977, Unlawful Activities (Prevention) Act, 1967& Delhi Special Police Establishment Act, 1946; ICSI Anti Bribery Code

Case Studies & Practical Aspects

Professional Programme
Module-1
Paper 10
Advanced Tax Laws

Objectives:

Part I: To acquire expert subject knowledge, interpretational skills and practical application on Customs and GST Laws.

Part II: To acquire expert knowledge on practical application of Corporate taxation including International Taxation.

Detailed Contents

Indirect Taxes (70 Marks)
Part I: GST and Customs Laws

Goods and Service Tax 'GST' (60 Marks)

1. **An Overview on Goods and Services Tax 'GST':** Introduction; Constitutional Aspects & Administration; GST models; Levy and collection of CGST and IGST; Composition scheme & Reverse Charge, Exemptions.

2. **Supply: Meaning & scope, types of supply (composite/mixed inter/ intra)**; Time, Place and Value of Taxable Supply; Import and Export of Goods or Services under GST, Classification of Goods and Services; Job work provisions, agency contracts, e-commerce & TCS

3. **Input Tax Credit & Computation of GST Liability:** Input tax credit; Computation of GST liability

4. **Procedural Compliance under GST:** Registration; Tax Invoice, Debit & Credit Note, Account and Record, Electronic way Bill, Payment of Tax, TDS, Returns & Refund, Valuation, Audit & Scrutiny; Assessment.

5. **Demand and Recovery, Advance Ruling, Appeals and Revision**

6. **Inspection, search, seizure, offences & penalties**

7. **Compliance rating, anti-profiteering, GST practitioners, authorised representative, professional opportunities**

8. **Integrated Goods and Service Tax (IGST)**

9. **Union Territory Goods and Service tax (UTGST)**

10. **GST Compensation to states**

11. **Industry/ Sector Specific Analysis**

Customs Law (10 Marks)

12. **Basic Concepts of Customs Law:** Introduction; Levy and collection of customs duties; Taxable Events; Custom duties

13. **Valuation & Assessment of Imported and Export Goods & Procedural Aspects:** Classification and Valuation of Import and Export Goods; Assessment; Abatement and Remission of Duty; Exemptions; Refund and recovery

14. **Arrival or Departure and Clearance of Goods, Warehousing, Duty Drawback, Baggage and Miscellaneous Provisions:** Arrival and departure of goods; Clearance of Import and Export Goods & Goods in Transit; Transportation and Warehousing provisions; Duty Drawback provisions, Baggage Rules & provision related to prohibited goods, notified goods, specified goods, illegal importation / exportation of goods.

15. **Advance Ruling, Settlement Commission, Appellate Procedure, Offences and Penalties:** Advance Ruling; Appeal and Revision; Offences and Penalties; Prosecution; Settlement of Cases.

16. **Foreign Trade Policy (FTP) to the extent relevant to Indirect tax:** Export promotion scheme under FTP; Salient features, administration & Other miscellaneous provisions

Case Laws, Case Studies & Practical Aspects

Part II: Direct Tax & International Taxation (30 Marks)

15. **Corporate Tax Planning & Tax Management:** Tax Planning, Tax Management; Tax Avoidance v/s Tax Evasion; Areas of Corporate Tax Planning; Tax Planning Management Cell.

16. **Taxation of Companies, LLP and Non-resident:** Tax incidence on Companies including foreign company; Minimum Alternate Tax 'MAT'; Dividend Distribution Tax; Alternate Minimum Tax 'AMT'; Tax incidence on LLP; Taxation of Non-resident Entities,

17. **General Anti Avoidance Rules 'GAAR':** Basic concept of GAAR; Impermissible avoidance arrangement; Arrangement to lack commercial substance; Application of GAAR Rule; GAAR v/s SAAR

18. **Basics of International Taxation**

    i. **Transfer Pricing:** Introduction & Concept of Arm's Length Price; International and Specified Domestic Transaction; Transfer Pricing Methods; Advance Pricing Agreement & Roll Back Provision; Documentation and Return

ii. **Place of Effective Management (POEM):** Concept of POEM; Guidelines of determining POEM

19. **Tax Treaties**

20. **Income Tax Implication on specified transactions:** Slump Sale; Restructuring; Buy Back of shares; Redemption of Preference shares; Issue of shares at Premium; Transfer of shares; Reduction of share Capital; Gifts, cash credits, unexplained money, investments etc.

Case Laws, Case Studies & Practical Aspects

Professional Programme
Module 1
Paper 11
Drafting, Pleadings and Appearances

Objective:

To provide expert knowledge of drafting, documentation and advocacy techniques.

Detailed Contents

1. **Judicial & Administrative framework:** Procedure; Jurisdiction and Review; Revisions; Reference; Appellate forum.

2. **General Principles of Drafting and relevant Substantive Rules:** Drafting: Concept, General Principles and relevant substantive rules thereof; Draftingin simple language, nuances of drafting, common errors and its consequences like litigation, liability. Drafting policies, code of conduct, guidance note, waivers, releases, disclaimers, Basic Components of Deeds, Endorsements and Supplemental Deeds, Aids to Clarity and Accuracy, Legal Requirements and Implications; Supreme Court Rules and other guiding principles for drafting.

3. **Secretarial Practices & Drafting:** Principles relating to Drafting of various resolutions; Drafting of notices & Explanatory Statements; Preparation of Agenda for meetings; Drafting and recording of minutes.

4. **Drafting and Conveyancing relating to Various Deeds and Agreements:** Conveyancing in General, Object of Conveyancing- Drafting of Conveyancing agreements, wills, encumbrances and gift deeds.

5. **Drafting of agreements, documents and deeds:** Drafting of various Commercial Agreements, Guarantees, Counter Guarantees, Bank Guarantees, Outsourcing Agreements, Service Agreements, E-Contracts, Legal License, IPR Agreements; General and Special Power of Attorney; Pre-incorporation Contracts; Share Purchase Agreement; Shareholders Agreements and Other Agreements under the Companies Act, 2013; Drafting of Memorandum of Association and Articles of Associations; Drafting of Provisions for Entrenchment of Specified Provision of Articles; Joint Venture and Foreign Collaboration Agreement, Non-disclosure Agreements ; Drafting of Limited Liability Partnership Agreement, Drafting of Bye Laws for Societies; Review of critical business documents and press releases; Drafting and review of crisis communications, presenting complex legal subjects to simple business oriented language.

6. **Pleadings:** Pleadings in General; Object of Pleadings; Fundamental Rules of Pleadings; Civil: Plaint Structure; Description of Parties; Written Statements, Interlocutory Applications, Original Petition, Affidavit, Execution Petition and Memorandum of Appeal and Revision, Petition under Articles 226 and 32 of Constitution of India, Special Leave Petition; Criminal: Complaints, Criminal Miscellaneous Petition, Bail Application and Memorandum of Appeal and Revision; Drafting of Affidavit in Evidence; Arguments on Preliminary Submissions; Arguments on Merits; Legal Pleadings and Written Submissions, Application, Petitions, Revision Petitions, Notice of Motion,

Witness, Improper Admission, Rejection, Appeal, Review, Suits, Undertakings, Indemnity Bonds, Writs, Legal Notices, Response to Legal Notices.

7. **Art of Writing Opinions:** Understanding facts of the case; case for opinion writing, Application of relevant Legal Provisions to the facts; Research on relevant case Laws; Discussion and Opinion writing.

8. **Appearances& Art of Advocacy:** Requisites for entering appearances; Appearing before Tribunals/Quasi-judicial Bodies such as NCLT/ NCLAT/ / CCI/ TRAI/ Tax Authorities and Appellate Tribunals/ and authorities such as ROC/ RD/ RBI/ ED/Stock Exchange/ SEBI/ RERA; Art of advocacy.

Case Laws, Case Studies & Practical Aspects

Professional Programme
Module 1
Paper 12
Secretarial Audit, Compliance Management and Due Diligence

Objectives

Part I: **To develop expertise in Compliance management, Internal control systems and preparation of various search and status reports.**

Part II: **To develop expertise in Secretarial Audit and other Audits and to impart knowledge on the process for conducting Due Diligence of various business transactions.**

Detailed Contents

Part I: Compliance Management (40 Marks)

1. **Compliance Framework –** Identification of applicable laws, rules, regulations; Risk Assessment; Responsibility center mapping/allocation; Escalation & reporting; Creation of Compliance framework and reporting system; Review & Updation; Training &Implementation.

2. **Compliances:**

a) **Entity wise:** Public, Private, Listed, Government, Small Companies, OPC, Section 8 Company, LLP – Annual and Event based compliances.

b) **Activity wise:** Compliances related to specific activities undertaken

c) **Sector wise:** Service Sector, Manufacturing, Trading, E-commerce, Mining, Infrastructure.

d) **Industry Specific:** Compliances with Industry Specific Laws applicable to the company such as Tourism, Pharmaceutical, FMCG, Hospitality, Information Technology etc.

e) **State and Local applicable laws**

3. **Documentation & maintenance of records:** Electronic versus Physical repository; General principles of good documentation, coding, storage, preservation, safety & retrieval; Privacy & Control.

4. **Search and Status Report:** Type of Searches, Purpose and Objective of Search Reports, Search under Companies Act, IPR Laws, Property Title Search, Compilation & verification of data published by MCA 21, SEBI, RBI, Stock Exchanges, other regulators/authorities (national/international), Web-sites and other sources.

5. **KYC:** Carrying out KYC with respect to directors, promoters and client, Compliance with the applicable ICSI Guidelines.

6. **Signing and Certification:** Various Certification(s) by Company Secretary in practice; Pre-certification of Forms; Signing & certification of Annual Return; Corporate Governance Certification; Obligations and Penal provisions.

7. **Segment-wise Role of Company Secretaries:** Knowledge about the segment(s) in which the company is operating, Industry trends and national and international developments.

Part II: Secretarial Audit &Due Diligence (60 Marks)

8. **Audits:** Overview and Introduction of Various Audits; ICSI Auditing Standards

9. **Secretarial Audit:**

   i. Overview & introduction: Concept; advantages; legal provisions; risk of Secretarial Auditor; code of conduct.

   ii. Scope of Secretarial Audit:

      a) Corporate, Securities and Foreign Exchange Laws and Rules and Regulations made there under.
      b) Other Laws applicable to the Company
      c) Board Processes, Adequacy of Systems and Processes, Compliance with Secretarial Standards and applicable Accounting Standards and Reporting of Major Events
      d) Corporate conduct & practices

10. **Internal Audit & Performance Audit:** Objective & Scope; Internal Audit Techniques; Appraisal of Management Decisions; Performance Assessment, Internal Control Mechanism

11. **Concepts and Principles of Other Audits:**
    a) Corporate Governance Audit,
    b) CSR Audit,
    c) Takeover Audit,
    d) Insider Trading Audit,
    e) Industrial and Labour Laws Audit,
    f) Cyber Audit,
    g) Environment Audit,
    h) Systems Audit;
    i)Forensic Audit
    j) Social Audit

12. **Audit Engagement:** Audit engagement; Appointing authority; communication to previous Auditor; Terms & conditions; Audit fees & expenses; Independence & conflict of interest; confidentiality; Auditing standard on Audit engagement.

13. **Audit Principles and Techniques:** Audit Planning; Risk Assessment; Collection of information/records of Auditee, Audit Checklist; Audit Techniques, Examination & its process; Enquiry; Confirmation; Sampling; Compliance Test of Internal Control System; Substantive Checking; Dependence on other Expert, Verification of documents/records; Collection of audit evidences; Creation of Audit trails; Analysis of Audit findings; Documentation; materiality; record keeping;

14. **Audit Process and Documentation:** Preliminary Preparations ;Questionnaire; Interaction**;** Audit program; Identification of applicable laws; creation of master checklist; Maintenance of Work- sheet, working papers and audit trails; Identification of events/corporate actions; Verification; Board composition; Board process; systems and process; identification of events having bearing on affairs of the Company, Auditing standard on Audit process & documentation.

15. **Forming an Opinion & Reporting:** Process of forming an opinion; materiality; forming an opinion on report of third party/expert; modified/unmodified opinion/qualifications; Management Representation Letter, Opinion obtained by Management, Discussion with Management, Evaluating Audit Evidence and forming Opinion, Audit report and drafting of qualifications; Sharing Draft Report with Management with Category of Risk involved with each Remark and Qualification, Signing of Audit reports and its Submission, Auditing standards on forming of an Opinion.
16. **Secretarial Audit – Fraud detection & Reporting:** Duty to report fraud; Reporting of Fraud by Secretarial Auditor; Fraud vs. Non-compliance; speculation; suspicion; Reason to believe; knowledge; Reporting; Professional Responsibilities and Penalties; Record keeping; Reporting of fraud in Secretarial Audit Report.

17. **Quality Review**: Peer Review; Monitoring of Certification and Audit Work by Quality Review Board

18. **Values Ethics and Professional Conduct:** Case Studies & Practical Aspects

19. **Due Diligence:** Overview and Introduction; Types of Due Diligence; Financial Due diligence; Tax Diligence; Legal Due Diligence; Commercial or Business Diligence – including operations, IT systems, IPRs; Human Resources Due Diligence; Due Diligence for Merger; Amalgamation; Slump Sale; Takeover; Issue of Securities; Depository Receipts; Competition Law Due Diligence; Labour Laws Due Diligence; Due Diligence Report for Bank; FEMA Due Diligence; FCRA Due Diligence; Techniques of Due Diligence and Risk Assessment; Non-Disclosure Agreement.

20. **Due Diligence:** Impact Assessment of Non Compliances and Reporting thereof

Case Laws, Case Studies & Practical Aspects

PROFESSIONAL PROGRAMME
Module - 2
Paper 13
Corporate Restructuring, Insolvency, Liquidation & Winding-up

Objective:

I. **To provide expert knowledge of legal, procedural and practical aspects of Corporate Restructuring, M & A, Insolvency, Liquidation & Winding-up.**

II. **To acquire knowledge of the legal, procedural and practical aspects of Insolvency and its resolution.**

Detailed Contents

Part I: Corporate Restructuring (50 Marks)

1. **Types of Corporate Restructuring:** Key definitions, Compromises, Arrangements, Mergers & Amalgamations; Demergers & Slump Sale, Business Sale; Joint Venture, Strategic Alliance, Reverse Merger Disinvestment; Financial Restructuring (Buy-back, Alteration & Reduction)

2. **Acquisition of Company/ Business:** Acquisition of Company; Takeover of Listed Companies(i) Legal Framework (ii)Process & Compliances; Cross Borders Takeovers – Procedure

3. **Planning & Strategy:** Case Studies pertaining to Merger, Amalgamation, Restructuring; Funding for M&A, Studies of Judicial pronouncements; Planning relating to acquisitions & takeovers; Protection of minority interest; Succession Planning; Managing Family Holdings through Trust

4. **Process of M&A transactions:** Key Concepts of M&A; Law & Procedure; M&A Due Diligence; M&A Valuation; M&A Structure finalization; Post transaction integration.

5. **Documentation–Merger & Amalgamation:** Drafting of Scheme; Drafting of Notice and Explanatory Statement; Drafting of application & Petition

6. **Valuation of Business and Assets for Corporate Restructuring:** Type of Valuations; Valuation Principles & Techniques for Merger, Amalgamation, Slump Sale, Demerger; Principles & Techniques of Reporting; Relative valuation and Swap ratio

7. **Accounting in Corporate Restructuring—Concept and Accounting Treatment:** Methods of Accounting for Amalgamations -AS-14/ IndAS 103;Treatment of Reserves, Goodwill; Pre-Acquisition & Post-Acquisition Profit; Accounting in Books of Transferor and Transferee; Merger and De-Merger; Acquisition of Business and Internal Reconstruction

8. **Taxation & Stamp Duty aspects of Corporate Restructuring:** Capital Gain; Set-off and carry forward under section 2(14) of Income Tax Act; Deemed Dividend; Payment of Stamp Duty on scheme, payment of stamp duty on movable and immovable properties

9. **Competition Act:** Regulation of combinations under the competition Act, Kinds of combinations, Exempted combinations, Concept of relevant market and its importance, Determination of combinations and any appreciable adverse effect, Role of CCI

10. **Regulatory approvals of scheme:** From CCI, Income Tax, Stock Exchange, SEBI, RBI, RD, ROC, OL and Sector Regulators such as IRDA, TRAI,etc.

11. **Appearance before NCLT / NCLAT**

12. **Fast Track Mergers:** Small companies, Holding and wholly owned companies

13. **Cross Border Mergers**

Case Laws/ Case Studies/ Practical aspects

Part II: Insolvency& Liquidation (50 Marks)

14. **Insolvency:** Historical Background; Pillars of IBC, 2016 [IBBI, IPA, IP, AA, Information Utility]; Key Definitions and Concepts; Insolvency Initiation/Resolution under sections 7, 8 and 10.

15. **Petition for Corporate Insolvency Resolution Process:** Legal Provisions; Procedure, Documentation; Appearance, Approval; Case Laws

16. **Role, Functions and Duties of IP/ IRP/ RP:** Public announcement, Management of affairs and operations of company as a going concern, Raising of Interim Finance, Preparation of Information Memorandum.

17. **Resolution Strategies:** Restructuring of Equity & Debt; Compromise & Arrangement; Acquisition, Takeover & Change of Management; Sale of Assets; Valuation

18. **Convening and Conduct of Meetings of Committee of Creditors:** Constitution of Committee of Creditors; Procedural aspects for meeting of creditors

19. **Preparation & Approval of Resolution Plan:** Contents of resolution plan; Submission of resolution plan; Approval of resolution plan

20. **Individual/ Firm Insolvency:** Application for insolvency resolution process; Report of resolution professional; Repayment plan; Discharge Order

21. **Fresh Start Process:** Person eligible to apply for fresh start; Application for fresh start order; Procedure after receipt of application; Discharge order

22. **Debt Recovery & SARFAESI:** Non-Performing Assets; Asset Reconstruction Company; Security Interest (Enforcement) Rules, 2002;Evaluation of various options available to bank viz. SARFASEI, DRT, Insolvency Proceedings; Application to the Tribunal/Appellate Tribunal

23. **Cross Border Insolvency:** International Perspective and Global Developments; UNCITRAL Legislative Guide on Insolvency Laws; US Bankruptcy Code, Chapter 11 reorganization; Enabling provisions for cross border transactions under IBC

24. **Liquidation on or after failing of RP:** Initiation of Liquidation; Distribution of assets ;Dissolution of corporate debtor

25. **Voluntary Liquidation:** Procedure for Voluntary Liquidation; Powers and duties of the Liquidator; Completion of Liquidation

26. **Winding-up by Tribunal under the Companies Act, 2013:**Procedure of Winding-up by Tribunal; Powers and duties of the Company Liquidator; Fraudulent preferences

Case Laws, Case Studies and Practical aspects

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Professional Programme
Module 2
Paper 14
Corporate Funding & Listings in Stock Exchanges

Objective:

I. To provide practical knowledge of means of finance available to corporates at their various stages of journey, their suitability, pros and cons, process, compliances etc.

II. To acquire knowledge of legal & procedural aspects of various types of listing, eligibility criteria, documentation, compliances etc.

Detailed Contents

Part-A: Corporate Funding (60 Marks)

1. **Indian Equity- Public Funding:** Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Initial Public Offer (IPO)/ Further Public Offer (FPO); Preferential Allotment; Private Placement; Qualified Institutional Placement; Institutional Private Placement; Rights Issue; Fast Track Issue; Real Estate Investment Trust (REIT);Infrastructure Investment Trust (InvIT)

2. **Indian Equity- Private funding:** Venture Capital; Alternative Investment Fund; Angel Funds; Seed Funding; Private Equity.

3. **Indian equity- Non Fund based:** Bonus issue; Sweat Equity, ESOP

4. **Debt Funding – Indian Fund Based:** Debentures, Bonds; Masala Bonds; Bank Finance; Project Finance including machinery or equipment loan against property, Loan against shares; Working Capital Finance- Overdrafts, Cash Credits, Bill Discounting, Factoring etc. Islamic Banking

5. **Debt Funding – Indian Non fund Based:** Letter of Credit; Bank Guarantee; Stand by Letter of Credit etc.

6. **Foreign Funding - Instruments & Institutions:** External Commercial Borrowing (ECB); American Depository Receipt (ADR)/ Global Depository Receipt (GDR); Foreign Currency Convertible Bonds (FCCB); Foreign Currency Exchangeable Bonds (FCEB); International Finance Corporation (IFC), Asian Development Bank (ADB), International Monetary Fund (IMF)

7. **Other Borrowings Tools:** Inter-corporate Loans; Commercial Paper etc.; Deposits under Companies Act; Customer Advances/Deposits

8. **Non-Convertible Instruments- Non-Convertible Redeemable Preference Shares (NCRPs) etc.**

9. **Securitization**

Part B: Listing (40 Marks)

10. **Listing–Indian Stock Exchanges:** Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Equity Listing (SME, ITP, Main);Debt Listing; Post listing disclosures

11. **International Listing:** Applicability of Listing Regulations, Singapore Stock Exchange; Luxembourg Stock Exchange; NASDAQ-NGSM, NCM, NGM; London Stock Exchange- Main, AIM; U S Securities and Exchange Commission.

12. **Various Procedural requirements for issue of securities and Listing**

13. **Documentation & Compliances**

Case studies and Practical aspects

Professional Programme
Module 2
Paper 15
Resolution and Management of Corporate Disputes, Non-Compliances& Remedies

Objective:

To acquire knowledge of various kinds of corporate disputes under various laws and their resolution.

Detailed Contents

1. **Shareholders' Democracy & Rights:** Law relating to Majority Powers and Minority Protection**;** Class action suits.

2. **Corporate Disputes:** Oppression & Mismanagement- Law & Practice**;** Refusal of registration of transfer of securities & appeal against refusal**;** Wrongful withholding of property of company; corporate criminal liability.

3. **Fraud under Companies Act and IPC**

4. **Misrepresentation& Malpractices:** Companies Act, 2013, RBI Act, SEBI Act, FEMA, COFEPOSA, Labour Laws; Prevention of Money Laundering Act; Malpractices under various other laws

5. **Regulatory Action:** Enquiries; Inspection; Investigation; Search and Seizure; Arrest; Bail(ROC, RD,SFIO, Stock Exchange, SEBI, RBI, CCI, Labour Law Authorities, Income Tax Authorities, ED, CBI, Economic Offences Wing,)

6. **Defaults, Adjudication, prosecutions and penalties under the Companies Act, Securities Laws, FEMA, COFEPOSA, Money Laundering, Competition Act, Labour Laws & Tax Laws**

7. **Fines, Penalties and Punishments under various laws**

8. **Relief and Remedies:** Compounding of offences under Companies Act, SEBI & FEMA; Mediation and Conciliation; Settlement and Proceeding (Consent order under SEBI law); Appeal against the order of Adjudicating officer, SAT, NCLT, NCLAT, Enforcement Directorate, IT Commissioner, GST Commissioner; Revision of order; Appearance before Quasi-judicial and other bodies- NCLT, NCLAT, SAT, SEBI, RD, ROC, RBI, CCI

9. Crisis management, Professional Liability, D&O Policy & other Risk and liability mitigation approaches,

Case Laws, Case Studies and Practical aspects

Professional Programme
Module 2
Paper 16
Multidisciplinary Case Studies

Objective:

To test the students in their theoretical, practical and problem solving abilities.

Detailed Contents

Case studies mainly on the following areas:

1. **Corporate Laws including Company Law**
2. **Securities Laws**
3. **FEMA and other Economic and Business Legislations**
4. **Insolvency Law**
5. **Competition Law**
6. **Business Strategy and Management**
7. **Interpretation of Law**

Elective papers

Professional Programme

Module 2

Elective Paper 1

Banking – Law & Practice

Objective:

To develop a robust knowledge base pertaining to significant facets of Banking Sector among those students who wish to pursue a career in Banking Sector.

Detailed Contents

1. **Overview of Indian Banking System:** Indian Banking System – Evolution; RBI and its role; Structure of Banks in India; Commercial Banks; Co-operative Banking System; Development Banks; NBFCs.

2. **Regulatory Framework of Banks:** Constitution, Objectives, Functions & powers of RBI; Tools of Monetary Control; Regulatory Restrictions on Lending; Business of Banking; Constitution of Banks; RBI Act, 1934; Banking Regulation Act, 1949; Role of RBI; Govt. as a Regulator of Banks; Control over Co-operative Banks; Regulation by other Authorities

3. **Control over Organization of Banks:** Licensing of Banking Companies; Branch Licensing; Paid up Capital and Reserves; Shareholding in Banking Companies; Subsidiaries of Banking Companies; Board of Directors; Chairman of Banking Company; Appointment of Additional Directors; Restrictions on Employment; Control over Management; Directors and Corporate Governance.

4. **Regulation of Banking Business:** Power of RBI to Issue Directions; Acceptance of Deposits; Nomination; Loans and Advances; Regulation of Interest Rate; Regulation of Payment Systems; Internet Banking Guidelines; Regulation of Money Market Instruments; Reserve Funds; Maintenance of CRR, SLR; Assets in India.

5. **Banking operations:** Preparation of Vouchers, cash receipt and payment entries, clearing inward and outward entries, transfer debit and credit entries, what is KYC and what are the different documents to satisfy KYC, verify KYC and authenticity of documents, operational aspects in regard to opening of all types of accounts, scrutiny of loan applications / documents, allowing drawals and accounting entries involved at various stages, operational aspects of CBS environment etc., Back office operations in banks, handling of unreconciled entries in banks.

6. **Payment and Collection of Cheques and Other Negotiable Instruments:** NI Act; Role & Duties of Paying & Collecting Banks; Endorsements; Forged Instruments; Bouncing of Cheques; Its Implications; Return of Cheques; Cheque Truncation System.

7. **Case Laws on Responsibility of Paying Bank:** Negotiable Instruments Act and Paying Banks; Liability of Paying Banker; Payment in due course; Payment in Good Faith; Whether Payment under Mistake Recoverable.

8. **Case Laws on Responsibility of Collecting Bank:** Statutory protection to Collecting Bank; Duties of Collecting Bank.

9. **Various Government Schemes:** Pradhan Mantri Jan Dhan Yojana (PMJDY); Sukhanya Samridi Account; MUDRA Bank Yojana; Pradhan Mantri Jeevan Jyoti Beema Yojana (PMJJBY); Pradhan Mantri Suraksha Bima Yojana (PMSBY); Atal Pension Scheme.

10. **Consumer Protection:** Operational Aspects of Consumer Protection Act & Banking Ombudsman Scheme.

11. **Loans and Advances:** Different Types of Borrowers; Types of Credit Facilities- Cash Credit, Overdraft, Demand Loans, Term Loans, Bill Finance.

12. **Securities for Banker's Loans:** Types of Securities; Assignment; Lien; Set-off; Hypothecation; Pledge; Mortgage; Indemnities and Guarantees; Factoring; Bill discounting; Letter of Credit; Commercial Papers; Bank Guarantees; Book debts; Corporate Securities; Charges.

13. **Documentation:** Types of Documents; Procedure; Stamping; Securitisation.

14. **Calculation of Interest and Annuities:** Calculation of Simple Interest & Compound Interest; Calculation of Equated Monthly Instalments; Fixed and Floating Interest Rates; Calculation of Annuities; Interest Calculation using Products / Balances; Amortisation of a Debt; Sinking Funds.

15. **Calculation of YTM:** Debt- Definition, Meaning & Salient Features; Loans; Introduction to Bonds; Terms associated with Bonds; Cost of Debt Capital; Bond value with semi-annual Interest; Current Yield on Bond; Calculation of Yield-to- Maturity of Bond; Theorems for Bond Value; Duration of Bond; Properties of Duration; Bond Price Volatility.

16. **Foreign Exchange Arithmetic:** Fundamentals of Foreign Exchange; Forex Markets; Direct and Indirect Quote; Some Basic Exchange Rate Arithmetic – Cross Rate, Chain Rule, Value date, etc.; Forward Exchange Rates – Forward Points; Arbitrage; Calculating Forward Points; Premium / discount; etc.

17. **Non Performing Assets:** Definition; Income Recognition; Asset Classification; Provisioning Norms; CDR Financial Inclusion BC; BF; Role of ICT in Financial Inclusion, Mobile based transactions, R SETI.

18. **Final Accounts of Banking Companies:** Definition and Functions of a Bank; Requirements of Banking Companies as to Accounts and Audit; Significant Features of Accounting Systems of Banks; Principal Books of Accounts; Preparation and Presentation of Financial Statements of Banks; CMA Format; Accounting Treatment of Specific Items; Preparation of Profit and Loss Account; Comments on Profit and Loss Account; Important Items of Balance Sheet; Disclosure Requirements of Banks; Additional Disclosures prescribed by RBI; Disclosures required under BASEL norms.

19. **Risk Management in Banks and Basel Accords:** Introduction to Risk Management; Credit Risk Management; Liquidity and Market Risk Management; Operational Risk Management; Risk Management Organisation; Reporting of Banking Risk; Risk Adjusted Performance Evaluation; Basel- I, II & III Accords.

Professional Programme

Module 2

Elective Paper 2

Insurance – Law & Practice

Objective:

To impart knowledge on insurance related concepts to the students with the aim of broadening professional opportunities in the arena of insurance.

Detailed Contents

20. **Concept of Insurance:** Risk Management; The Concept of Insurance and its Evolution; The Business of Insurance; The Insurance Market; Insurance Customers; The Insurance Contract; Insurance Terminology; Life Assurance products; General Insurance Products.

21. **Regulatory Framework of Insurance Business in India:** Development of Insurance Legislation in India and Insurance Act 1938; Insurance Regulatory and Development Authority of India (IRDAI) Functions and Insurance Councils; IRDAI and its Licensing Functions; Policy Holders Rights of Assignment, Nomination and Transfer; Protection of Policy Holders Interest; Dispute Resolution Mechanism; Financial Regulatory Aspects of Solvency Margin and Investments; International Trends In Insurance Regulation.

22. **Life Insurance- Practices:** Life Insurance Organization; Premiums and Bonuses; Plans of Life insurance; Annuities; Group Insurance; Linked Life Insurance Policies; Applications and Acceptance; Policy Documents; Premium payment, Life Insurance Corporation (L.I.C) of India; Policy Lapse and Revival; Assignment, Nomination and Surrender of policy; Policy Claims.

23. **Life Insurance- Underwriting:** Underwriting: Structure and Process; Financial Underwriting; Occupational, Avocational and Residential Risks; Reinsurance; Blood Disorders; Nervous System; Diabetes Mellitus; Thyroid diseases; Urinary system; The Respiratory System; Gastrointestinal (Digestive) System; Cardiovascular system; Special Senses: Disorders of the eyes, ears and nose; Law of contract; Life Insurance Contract; Protection of Interest of Consumers.

24. **Applications of Life Insurance:** Financial Planning and Life Insurance; Life Insurance Planning; Health Policies; Pensions and Annuities; Takaful (Islamic Insurance).

25. **Life Insurance- Finance:** Accounting Procedures - Premium Accounting; Accounting Procedures–Disbursements; Accounting Procedure: Expenses of Management; Investments; Final Accounts, Revenue Account and Balance Sheet; Budget and Budgetary Control; Innovative Concepts in Financial Reporting; Accounting Standard Applicable to Life Insurance Companies; Financial Analysis; Management Environment in India; Application of Financial Management Concepts in Insurance Industry; Taxation

(Current Scenario); Anti-Money Laundering Guidelines and PML Act.; Compliance with IFRS (Involving Broader Concepts).

26. **Health Insurance:** Introduction to Health Insurance and the Health system in India; Health Financing Models and Health Financing in India; Health Insurance Products in India; Health Insurance Underwriting; Health Insurance Policy Forms and Clauses; Health Insurance Data, Pricing & Reserving; Regulatory and legal aspects of health insurance; Customer service in health insurance; Health Insurance fraud; Reinsurance .

27. **General Insurance- Practices and Procedures:** Introduction to General Insurance; Policy Documents and forms; Underwriting; Ratings & Premiums; Claims; Insurance Reserves & Accounting.

28. **Fire & Consequential Loss Insurance:** Basic Principles and the Fire Policy; Add On Covers and Special Policies; Fire Hazards and Fire Prevention; Erstwhile Tariff – Rules and Rating; Documents; Underwriting; Claims – Legal & Procedural Aspects; Consequential Loss Insurance; Specialised Policies and Overseas Practice.

29. **Marine Insurance:** Basic Concepts; Fundamental Principles; Underwriting; Types of Covers; Marine Claims; Marine Recoveries; Role of Banker's in marine Insurance; Loss Prevention, Reinsurance, Maritime Frauds.

30. **Agricultural Insurance:** Glossary of Terms for Agriculture Insurance; Introduction to Indian Agriculture; Risk in Agriculture; History of Crop Insurance in India; Crop Insurance Design Considerations; Crop Insurance - Yield Index based Underwriting and Claims; Weather Based Crop Insurance; Traditional Crop Insurance: Underwriting and Claims; Agriculture Insurance in Other Countries; Livestock / Cattle Wealth in Indian Economy; Types of Cattle & Buffaloes; Cattle Insurance in India; Poultry Insurance in India; Miscellaneous Agriculture Insurance Schemes; Agriculture Reinsurance.

31. **Motor Insurance:** Introduction to Motor Insurance; Marketing in Motor Insurance; Type of motor vehicles, documents and policies; Underwriting in Motor Insurance; Motor Insurance Claims; IT Applications in Motor Insurance; Consumer Delight; Third Party Liability Insurance; Procedures For Filing And Defending; Quantum Fixation; Fraud Management and Internal Audit; Legal aspects of Third party claims; Important Decisions on Motor Vehicle Act.

32. **Liability Insurance:** Introduction to Liability Insurance; Legal Background; Liability Underwriting; Statutory Liability; General Public Liability (Industrial/Non-industrial Risks); Products Liability Insurance; Professional Indemnity Insurance; Commercial General Liability; Directors and Officers Liability; Other Policies & Overseas Practices; Reinsurance.

33. **Aviation Insurance:** Introduction; Aviation Insurance Covers; Underwriting-General Aviation; Underwriting Airlines; Underwriting-Aerospace; Aviation Laws; Aviation Claims; Aviation Finance.

34. **Risk Management:** Risk and Theory of Probability; Risk Management Scope and Objectives; Building up an Effective Risk Management Programme; Important Steps in

Risk Management Decision Making Process; Alternative Risk Management; Enterprise Risk Management; Business Continuity Management and Disaster/ Emergency / Catastrophe Recovery Planning; Loss Exposures for Major Classes; Risk Management Checklists.

35. Corporate Governance for Insurance Companies

PROFESSIONAL PROGRAMME

Module 2

Elective 3

Intellectual Property Rights: Laws and Practices

Course Objectives: To learn, understand and analyse the Laws and Relations relating to Intellectual Property Rights in India along with the glimpse of International practices.

1. **Introduction:** Concept of Property vis-à-vis Intellectual Property; Concept of Property and Theories of Property – An Overview**;** Theories of Intellectual Property Rights**;** Meaning, Relevance, Business Impact, Protection of Intellectual Property**;** Intellectual Property as an Instrument of Development**;** Need for Protecting Intellectual Property – Policy Consideration – National and International Perspectives**;** Competing Rationales for Protection of Intellectual Property Rights**;** Intellectual Property Rights as Human Right; Determining Financial Value of Intellectual Property Rights; Negotiating Payments Terms in Intellectual Property Transaction; Intellectual Property Rights in the Cyber World.

2. **Types of Intellectual Property- Origin and Development- An Overview:** Copyrights; Trademarks; Patents; Designs; Utility Models; Trade Secrets and Geographical; Indications; Bio-Diversity and IPR.

3. **Role of International Institutions:**Introduction to the leading International Instruments concerning Intellectual Property Rights; The Berne Convention; Universal Copyright Convention; The Paris Convention, Patent Co-operation Treaty; TRIPS; The World Intellectual Property Organization (WIPO) and the UNESCO.

4. **Patents:** Introduction to Patent Law; Paris Convention; Patent Cooperation Treaty; WTO- TRIPS; Harmonisation of CBD and TRIPs.

5. **Indian Patent Law:** An Overview; Concept of Patent; Product / Process Patents & Terminology; The Patents Act, 1970; Amendments to the Patents Act; Patentable Subject Matter, Patentability Criteria; Duration of Patents- Law and Policy Consideration; Elements of Patentability,- Novelty and Non Obviousness (Inventive Steps and Industrial Application; Non- Patentable Subject Matter; Procedure for Filing of Patent Application and types of Applications; Procedure for Opposition; Revocation of Patents; Ownership and Maintenance of Patents; Assignment and licensing of Patents; Working of Patents- Compulsory Licensing; Patent Agent-Qualification and Registration Procedure.

6. **Patent Databases & Patent Information System:** Patent Offices in India; Importance of Patent Information in Business Development; Patent search through Internet, Patent Databases.

7. **Preparation of Patent Documents:**Lab Notebooks/Log Books/Record Books; Methods of Invention Disclosures; Patent Application and its Contents; Writing of the Patent Document.
8. **Process for Examination of Patent Application:** Publication of Patent Applications; Request for Examination; Process for Examination & Prosecution; Reissue &Re-examination.

9. **Patent Infringement:**Literal Infringement; Doctrine of Equivalence and Doctrine of Colourable Variation; Contributory Infringement; Defences to Infringement including Experimental Use; Inequitable Conduct; Patent Misuse; Legal Aspects (Act, Rules, and Procedures).

10. **Recent Developments in Patent System:** Software and Business Method Patenting in India & other Jurisdiction; Patentable Inventions with Special Reference to Biotechnology Products entailing Creation of New Forms of Life

11. **Trademarks:**Introduction to Trademarks; The rationale of protection of trademark as (a) an aspect of commercial and (b) of consumer rights; Definition and concept of Trademarks; Kinds of marks (brand names, logos, signatures, symbols, well known marks, certificationmarks and service marks); International Legal Instruments on Trademarks; Indian Trademarks Law (The Trade and Merchandise Marks Act, 1958 and Trademarks Act, 1999); Non Registrable Trademarks; Procedure for Registration of Trademarks; Opposition Procedure; Procedural Requirements of Protection of Trademarks; Content of the Rights, Exhaustion of Rights; Assignment/Transmission / Licensing of Trademarks; Infringement of Trademarks and Right of Goodwill; Passing off Action; Offences and Penalties; International Conventions- Madrid Protocol; Domain Names – (Domain Names and Effects of New Technology (Internet); WIPO Internet Domain Name Process).

12. **Copyrights:**Introduction to Copyright - Conceptual Basis; International Protection of Copyright and Related rights- An Overview (International Convention/Treaties on Copyright); Nature of Copyright; Indian Copyright Law; The Copyright Act, 1957 with its amendments; Copyright works; Author & Ownership of Copyright; Rights Conferred by Copyright; Assignment, Transmission, Licensing of Copyrights; Neighbouring Rights; Infringement of Copyrights; Remedies & Actions for Infringement of Copyrights; Copyright Societies, Office, Board, Registration of Copyrights & Appeals; International Conventions; Copyright pertaining to Software/Internet and other Digital media; Remedies, especially, possibility of Anton Pillar Injunctive Relief in India.

13. **Industrial Designs:**Need for Protection of Industrial Designs; Subject Matter of Protection and Requirements; What is a Registrable Design; What is not a Design; Novelty &Originality; Procedure for Registration of Designs; Copyright under Design; Assignment, Transmission, Licenses; Procedure for Cancellation of Design; Infringement; Remedies.

14. **Geographical Indications:**Geographical Indications - Concept of Appellations of Origin, Indication of Source and Geographical Indication; International Conventions/Agreements; The Geographical Indications of Goods (Registration and Protection) Act, 2000; Procedure for Registration, Duration of Protection and Renewal ; Infringement, Penalties and Remedies.

15. **Layout- Designs of Integrated Circuits:**The Semiconductor Integrated Circuits Layout-Design Act, 2000; Conditions and Procedure for Registration; Duration and Effect of Registration; Assignment and Transmission.
16. **The Protection of Plant Varieties and Farmers' Rights:** The Protection of Plant Varieties and Farmer's Rights Act, 2001; Protection of Plant Varieties and Farmers' Rights, Authority and Registry; Registration of Plant Varieties and Essentially derived variety; Duration, Effect of Registration and Benefit Sharing; Surrender and revocation of Certificate; Farmers' Rights; Plant Varieties Protection Appellate Tribunal; Infringement, Offences, Penalties and Procedure.

17. **Protection of Trade Secrets**

18. **Key Business Concerns in Commercializing Intellectual Property Rights:** Competition and Confidentiality Issues, Antitrust Laws; Assignment of Intellectual Property Rights; Technology Transfer Agreements; Intellectual Property Issues in the Sale of Business; Care & Maintenance of Confidential Information; Legal Auditing of Intellectual Property; Due Diligence of Intellectual Property Rights in a Corporate Transaction; Management and Valuation of Intellectual Property.

19. **Case Laws, Case Studies and Practical Aspects**

PROFESSIONAL PROGRAMME

Module 2

Elective 4

Forensic Audit

Course Objectives: To understand and analyze the concept of Corporate Fraud and Forensics Audit in the contemporary world along with the legal mechanism to counter the corporate fraud and understanding Forensic Audit and its methods.

1. **Introduction:** What is Fraud: Meaning and Definition under the Companies Act, 2013 and Criminal Procedure Code, 1973; Elements of Fraud; What is Audit; Forensic Audit; Need and Objectives; Fraud and Forensic Audit; Forensic Audit vis-avis Audit.
2. **Fraud and Audit: Modern Day Scenario:** Fundamentals of Forensic Audit; Fraud related Concepts; Kinds of Frauds; Corporate Frauds: An Insight; Live Cases; Directors' Responsibilities.
3. **Audit and Investigations:** Tools for handling Forensic Audit and the Role of Company Secretary; Investigation Mechanism; Field Investigations; Methods of Investigations; Red Flags; Green Flags.
4. **Forensic Audit: Laws and Regulations:** Information Technology and Business Laws; International Laws and Practices; UK Bribery Act and US Foreign Corrupt Practices Act; Indian Laws; ICSI Anti Bribery Code.
5. **Forensic Audit and Indian Evidence Law:** Finding Facts; Relevant Facts; Admission of Evidence; Methods to Prove Cases.
6. Cyber Forensics: Introduction to Cyber Crime; International Guidance to Cyber Forensics Laws; Digital Forensics and Cyber Laws; Introduction to Data Extraction; Digital Forensics and Cyber Crime; Ethical Hacking, Digital Incident Response; Case Laws: Indian and International.
7. **Case Laws, Case Studies and Practical Aspects**

Professional Programme

Module 2

Elective Paper 5

Direct Tax Laws & Practice

Objective:

To provide advanced knowledge on practical application of Direct tax practice.

Detailed Contents

1. **An Overview of Income Tax Act, 1961:** Background, Important definitions, Residential Status,Basis of Charge,Scope of Total Income,Tax Ratesin accordance with the applicable Finance Act for the relevant assessment year.
2. **Computation of Income under the head of Salary:** Salary – Coverage, Employer and Employee Relationship, Allowances, Monetary and Non-Monetary Perquisites – Valuation and Taxability, Profits in lieu of Salary, Deductions against Salary, Incomes exempt from Tax and not includible in 'Salary', Deduction to be made from salary in respect of Provident Fund under the provisions of the Provident Fund and Miscellaneous Provisions of Act 1952 and tax treatment of employers' contribution to Provident Fund , Tax Deducted at Source on Salary Income and Compliances, Practical Case Studies.
3. **Computation of Income under the head of House Property:** Chargeability, Owner of house property, Determination of Annual Value, Deduction from Net Annual Value, Treatment of Unrealized Rent, Arrears of Rent, Exemptions, Computation of Income from a let out House Property, Self-Occupied Property,Practical Case Studies.
4. **Computation of Income - Profits and Gains from Business and Profession:** Business and Profession – An overview,Chargeability, Profits and Losses of Speculation Business, Deductions Allowable, Expenses Disallowed,Deemed Profits u/s 41, Maintenance of Accounts, Tax Audit, Presumptive Base Taxation, Practical Case Studies.

5. **Computation of Income under the head of Capital Gains:** Chargeability,Capital Gains, Capital Assets & Transfer, Types of Capital Gains, Mode of Computation of Capital Gains, Exemptions and Deduction, Special Provision – Slump Sale, Compulsory Acquisition, Fair Market Value, Reference to valuation officer, Practical Case Studies.
6. **Computation of Income from Other Sources:** Taxation of Dividend u/s 2(22)(a) to (e), Provisions relating to Gifts, Deductions, Other Miscellaneous Provisions, Practical Case Studies.
7. **Exemptions/Deduction, Clubbing provisions, Set Off and/or Carry Forward of Losses, Rebate and Relief:** Income's not included in Total Income, Tax holidays, Clubbing of Income, Aggregation of Income,Set off and/or Carry forward of losses, Deductions (General and Specific),Rebates and Reliefs.
8. **Computation of Total Income and Tax Liability**
9. **TDS/TCS, Returns, Refund & Recovery:** Tax Deduction at Source 'TDS' & Tax Collection at Source 'TCS', Advance Tax &Self-Assessment Tax 'SAT',Returns, Signatures, E-Filing, Interest for default in furnishing return of Income, Collection, Recovery of Tax, & Refunds, Assessment, Appeals, Revisions, Settlement of Cases, Penalties etc., Assessment, Appeals & Revisions, Settlement of Cases, Penalties, Offences & Prosecution, Practical Case Studies.
10. **Tax Planning & Tax Management:** Tax Planning, Tax Management and Tax avoidance though legitimate tax provisions, Various Avenues, Practical Case Studies.
11. **International Taxation – An Overview:** Double Taxation Avoidance Agreement 'DTAA', Residency Issues, Tax Heaven, Controlled Foreign Corporation (CFC), Concept of Permanent Establishment, Business Connection,General Anti Avoidance Rules 'GAAR', Advance Ruling – Practical Aspect, Transfer Pricing –An Overview, Practical Case Studies.
12. **Recent Case Laws:** Practical Case Studies, Case Laws, Case Studies & Practical Aspects.

Professional Programme

Module 2

Elective Paper 6

Labour Laws

Objective:

To acquire expert knowledge, understanding and application of Labour Laws

Detailed Contents

1. **Constitution and Labour Laws:** Fundamental rights vis-à-vis labour laws, Equality before law and its application in Labour Laws, Equal pay for equal work; and Article -16 and reservation policies, Articles 19, 21, 23 and 24 and its implications.

2. **International Labour Organization:** Aims and objects; Cooperation between governments and employers' and workers' organizations in fostering social and economic progress; Setting labour standards, developing policies and devising programmes to promote decent work.

3. **Law of Welfare & Working Condition:** The Factories Act, 1948; Contract Labour (Regulation and Abolition) Act, 1970; The Building and Other Constructions Workers' (Regulation of Employment and Conditions of Service) Act, 1996; The Mines Act, 1952; The Working Journalists and Other Newspapers Employees (Conditions of Service) and Miscellaneous Provisions Act, 1955; The Weekly Holidays Act, 1942; Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

4. **Law of Industrial Relations:** Industrial Disputes Act, 1947 (downsizing, retrenchment, lay-off, bench employees and termination) & Industrial discipline and domestic inquiry. The Industrial Disputes (Central) Rules,1957; The Plantation Labour Act, 1951; The Industrial Employment (Standing Orders) Rules, 1946; Industrial Employment (Standing Orders) Act, 1946;The Industrial Employment (Standing Orders) Act, 1946; Indian Trade Union Act, 1926; The Trade Unions (Amendments) Act, 2001;

5. **Law of Wages:** Payment of Wages Act, 1936; Minimum Wages Act, 1948; Payment of Bonus Act, 1965; Equal Remuneration Act, 1976.

6. **Social Security Legislations:** Employees' Compensation Act, 1923; Employees Compensation (Amendment) Act, 2017; Equal Remuneration Act, 1976; Employees' State Insurance Act, 1948; Employees' Provident Funds and Miscellaneous Provisions Act, 1952; Payment of Gratuity Act, 1972; Maternity Benefit Act, 1961; Maternity Benefit (Amendment) Act, 2017; The Payment of Gratuity Act, 1972; The Unorganized Workers' Social Security Act, 2008; Apprentices Act, 1961; Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959

7. **The Labour Laws (Simplification of Procedure for Furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988.**

8. **Labour Codes:** Labour Code on Wages; Labour Code on Industrial Relations; Labour Code on Social Security & Welfare; Labour Code on Safety &Working Conditions.

9. **Industrial and Labour Laws Audit covering the above Acts and other Industry Specific Acts**.

Case laws, Case Studies and Practical Aspects.

Professional Programme

Module 2

ElectivePaper7

Valuations and Business Modelling

Objectives

Part I: To develop a reservoir of knowledge on valuation which can assist the Company Secretaries in undertaking valuation assignments as a Registered Valuer under Companies Act, 2013 including for Mergers and Acquisitions, Issue of Shares, Winding up of Business and during Distressed Sale.

Part II: To assist the student in comprehending the concept of Business Modelling, its vital components, steps involved in preparation of a Business Model and Business Models for varied magnitude of business organizations.

Part I: Valuations (70 Marks)

Detailed Contents

1. **Overview of Business Valuation:** Genesis of Valuation; Need for Valuation; Hindrances/ Bottlenecks in Valuation; Business Valuation Approaches; Principles of Valuation (Cost, Price and Value).
2. **Purpose of Valuation:** M&A, Sale of Business, Fund Raising, Voluntary Assessment; Taxation; Finance; Accounting; Industry perspective; Statutory Dimension; Society Angle.
3. **International Valuation Standards Overview**
4. **Valuation guidance resources in India**
5. **Business Valuation Methods:** Discounted Cash Flow Analysis (DCF); Comparable transactions method; Comparable Market Multiples method; Market Valuation; Economic Value Added Approach; Free Cash Flow to Equity; Dividend Discount Model; Net Asset Valuation; Relative Valuation; Overview of Option Pricing Valuations.
6. **Steps to establish the Business Worth:** Planning and Data Collection; Data Analysis and Valuation including review and analysis of Financial Statements; Industry Analysis; Selecting the Business Valuation Methods; Applying the

selected Valuation Methods; Reaching the Business Value Conclusion.

7. **Valuation of Tangibles:** Overview ofValuation of Immovable Properties; Plant & Machinery; Equipments; Vehicles; Capital Work-in-Progress; Industrial Plots; Land and Buildings; Vessels, Ships, Barges etc.
8. **Valuation of Intangibles**: Definition of Intangible Assets; Categorization of Intangibles- Marketing Related (Trademarks, Trade names, Certification marks, Internet domains etc.), Customer or Supplier Related (Advertising Agreements, Licensing, Royalty Agreements, Servicing Contracts, Franchise Agreements), Technology Related (Contractual or non-contractual rights to use: Patented or Unpatented Technologies, Data Bases, Formulae, Designs, Softwares, Process), Artistic Related (Royalties from artistic works: Plays, Books, Films, Music).
9. **Valuation during Mergers& Acquisitions**
10. **Valuation of various magnitudes Business Organizations:** Large Companies, Small Companies, Start-Ups, Micro Small and Medium Enterprises.
11. **Valuation of Business during Distressed Sale.**

Part- II: Business Modelling (30 Marks)

Introduction to Business Modelling: Genesis, Meaning; Features; Significance; Usage; Spreadsheet Techniques (Effective use of spreadsheets for modelling, Review of key Excel Functions like building Macros, Decisions involving Time Value of Money);.Report and analyze historical data, Prepare future projections and present integrated financial statements, Key financial ratios and Outputs in a logical, summarized and effective manner

12. **Business Model Analysis:** Facets of Analysis: Revenues: Cash flows and their timing and Revenue drivers, Expenses: Cash flows and their timing, Investment required through cash flow breakeven: Working Capital, Maximum financing required and cash flow breakeven timing, Sensitivity Analysis: Key success factors, Structuring and designing models

Professional Programme

Module 2

Elective Paper 8

Insolvency

Objective:

To acquire expert knowledge of the legal, procedural and practical aspects of Insolvency and its resolution.

Detailed Contents

1. **Insolvency – Concepts and Evolution:** Bankruptcy/Insolvency– the Concept; Historical Developments of Insolvency Laws in India;A Brief on Historical Background on UK Insolvency Framework; US Bankruptcy Laws.
2. **Introduction to Insolvency and Bankruptcy Code:** Historical Background; Report of the Bankruptcy Law Reforms Committee, Need for the Insolvency and Bankruptcy Code, 2016; Overall scheme of the Insolvency and Bankruptcy Code; Important Definitions; Institutions under Insolvency and Bankruptcy Code, 2016.
3. **Corporate Insolvency Resolution Process:** Legal Provisions; Committee of Creditors; Procedure; Documentation; Appearance; Approval.
4. **Insolvency Resolution of Corporate Persons:** Contents of resolution plan; Submission of resolution plan; Approval of resolution plan.
5. **Resolution Strategies:** Restructuring of Equity and Debt; Compromise and Arrangement; Acquisition; Takeover and Change of Management; Sale of Assets.
6. **Fast Track Corporation Insolvency Resolution Process:** Applicability for fast track process; Time period for completion of fast track process; Procedure for fast track process.
7. **Liquidation of Corporate Person:** Initiation of Liquidation; Powers and duties of Liquidator; Liquidation Estate; Distribution of assets; Dissolution of corporate debtor.
8. **Voluntary Liquidation of Companies:** Procedure for Voluntary Liquidation;Initiation of Liquidation; Effect of

liquidation; Appointment; remuneration; powers and duties of Liquidator; Completion of Liquidation.

9. **Adjudication and Appeals for Corporate Persons:** Adjudicating Authority in relation to insolvency resolution and liquidation for corporate persons; Jurisdiction of NCLT; Grounds for appeal against order of liquidation; Appeal to Supreme Court on question of law; Penalty of carrying on business fraudulently to defraud traders.
10. **Debt Recovery and Securitization:** Non-performing assets;Asset Reconstruction Companies [ARC];Security Interest (Enforcement) Rules, 2002; Options available with banks e.g. SARFAESI, DRT, etc., Application to the Tribunal/Appellate Tribunal.
11. **Winding-Up by Tribunal:** Introduction; Is winding up and dissolution are synonymous? Winding up under the Companies Act, 2013;Powers of the Tribunal; Fraudulent preferences.
12. **Cross Border Insolvency:** Introduction; Global developments; UNCITRAL Legislative Guide on Insolvency Laws; UNCITRAL Model Law on Cross Border Insolvency; US Bankruptcy Code; World Bank Principles for Effective Insolvency and Creditor Rights; ADB principles of Corporate Rescue and Rehabilitation; Enabling provisions for cross border transactions under IBC, Agreements with foreign countries.
13. **Insolvency Resolution of Individual and Partnership Firms:** Application for insolvency resolution process; Procedural aspects; Discharge order.
14. **Bankruptcy Order for Individuals and Partnership firms:** Bankruptcy if insolvency resolution process fails;Application for bankruptcy; Conduct of meeting of creditors; Discharge order; Effect of discharge order.
15. **Bankruptcy for Individuals and Partnership Firms:** Background; Overview of the provisions; Adjudicating Authority; Appeal against order of DRT; Appeal to Supreme Court.
16. **Fresh Start Process:** Background; Application for fresh start order; Procedure after receipt of application; Discharge order.
17. **Professional and Ethical Practices for Insolvency Practitioners:** Responsibility and accountability of Insolvency Practitioners ;Code of conduct; Case laws; Case Studies; and Practical aspects.

<u>Annexure -4</u>

SKILL SETS FOR COMPANY SECRETARY

Communication and Professional Skills	Legal Skills	Management Skills	IT Skills
• Verbal and Written skills ○ Ability to communicate; ○ Power to express; ○ Ability to listen & understand. ○ Personality Development	• Legal drafting; • Court Craft; • Interpretation abilities; • Pleadings; • Representative and appearance capabilities; • Art of Advocacy; • Knowledge of Applicable Laws, Rules and Regulations ; • Application and implementation of Law ; • Understand Compliances Systems and Procedures.	• Business skills-Commercial and Business Acumen; • Analytical approach, Sound business sense; • Ability to express and make presentation • Management-Decision making, Team work, Analytical skills and creativity; • Strategic and Corporate planning; • Leadership-Board Management, Coordination with regulators, stakeholders management, Stress Management, Team Building, Equation Analysis and understand various Push and Pull Factors; • Risk assessment and identify action to be taken to mitigate risks; • Collaborations; • Leading Edge-Build and maintain relationships.	• Info graphic; • Social Media; • Digitalization; • Filing Procedure; • Effective use of Technology for enhancement of performance such as PPT, Excel, Word etc.; • Updation of skill and understanding new technology used by the business.

Annexure -5

SEGMENT WISE ROLE OF COMPANY SECRETARY

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<tr><th colspan="2">General Policy</th></tr>
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Area of work
- Advisory
- Procedural
- Compliance
- Certification
- Audit
- Representation

Type of Organisation
- Listed Public Companies
- Unlisted Public Companies
- Private Limited Companies
- Public Sector Undertakings
- LLPs/Partnership Firms /
- Others

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Major Type of Sector
- Manufacturing
- Trading
- Service
- E-Commerce
- Mines

Specific Industry/ Segment
- Automobile
- Biotechnology
- Banking and NBFCs
- Capital Markets and its Intermediaries
- Defence Equipment
- Financial Services
- Food Processing
- FMCG
- Infrastructure, Power and Telecom
- IT Solutions
- IT Enabled Services and BPO
- Media and Entertainment
- Pharma and Healthcare
- Real estate
- Textile
- Tourism and Hotel
- Others

Scale of Organisation
- Large
- Medium
- Small

Geography of Operations
- Indian Entities
- Indian MNCs
- Foreign MNCs

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Specific Report
Example of Segment Specific Module **Industry Segment** Module will broadly cover: **Industry Profile**

- Services Provided by Companies
- Business Scenario Both Domestic and International
- Stock Exchange Analysis Report
- Scales of Operation
- Specialty About Industry – Production process & its raw material
- Research Report

Legal Framework

- Organisation Type (Constitution)
- Applicable Laws:
  - **Common to all companies:** Company Law, Labour Laws, Tax law etc.
  - **Common to listed companies:** SEBI Law & Regulations
  - **Sector:** Manufacturing, Trading, Services, e-commerce, mines, Construction;
  - **Industry/ Segment:** IT, FMCG, Telecom;
  - **Activity:** IPR, Export, Import
  - **State Law:** Shop & Establishment
  - **Local Law**
- Concerned Tribunals
- Relevant Regulations
- Concerned Ministries

Position of Company Secretary

- Position in Value Chain
- Vertical and Horizontal Reporting

Functions of CS in Employment in Industry

- Advisory
- Procedural
- Compliance
- Representation

Functions of CS in Practice for Industry

- Advisory
- Procedural
- Compliance
- Certification
- Audit
- Representation

Success Mantra – Tips and Advice from CS Working in Big Corporate

<u>Annexure -6</u>

Indicative list of Certificate & PMQ Courses.

Certificate Courses

Objective:

To create expertise in respective areas and enhance employability/practice areas.

S. No.	Certification Course
	CORE & HYBRID
1.	Certificate Course in Internal Audit
2.	Certificate Course in GST
3.	Certificate Course in Insolvency
4.	Certificate Course in Securities Audit
5.	Certificate Course in FEMA and NBFCs
6.	Certificate Course in Capital Markets and Financial Services
7.	Certificate Course in Setting up of business in India and Abroad
8.	Certificate Course in Setting up and Management of Mega Firms
9.	Certificate Course in Due Diligence
10.	Certificate Course in Segment wise Role of Company Secretaries
11.	Certificate Course in Mergers and Amalgamations
12.	Certificate Course in Corporate Funding – National and International
13.	Certificate Course in Resolution and Management of Corporate Disputes, Non-Compliances & Remedies
14.	Certificate Course in Alternative Dispute Resolution and International Commercial Arbitration
15.	Certificate Course in Valuations and Business Modelling
16.	Certificate Course in Financial, Non-Financial and Integrated Reporting
17.	Certificate Course in Drafting, Pleadings and Appearances
18.	Certificate Course in Compliance of All Applicable Laws
19.	Certificate Course in Internal Audit of Securities Market Intermediaries

20.	Certificate Course in Forensic Audit
21.	Certification Course in Secretarial Audit
ANCILLIARY TO CORE	
22.	Certificate Course in Property Laws and Practice
23.	Certificate Course in Environment Protection Laws
24.	Certificate Course in Banking
25.	Certificate Course in Insurance
26.	Certificate Course in Direct Tax Law
27.	Certificate Course in Intellectual Property Rights
28.	Certificate Course in Consumer Disputes and their Resolution

PMQ Courses

Objective

To provide 360 degree in-depth knowledge including case studies, research and international perspective

S. No.	**Post Membership Qualification**
CORE & HYBRID	
1.	PMQ Course in Insolvency
2.	PMQ Course in Corporate Governance, Risk and Compliance Management
3.	PMQ Course in Mergers and Amalgamations
4.	PMQ Course in Alternative Dispute Resolution and International Commercial Arbitration
5.	PMQ Course in Valuations and Business Modelling