

Only This Much

For Company Secretary Professional Program

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The immense success of the Second Edition of Only This Much for CS Executive Program (3-in-1 book) has prompted us to come out with a sequel for Professional Program (6-in-1 book). Our concerted effort has been to enable students and readers to be successful in their endeavour in learning and comprehending the subject with ease. Your appreciation is highly valued and we have the pleasure of introducing the CS Professional Program version of ONLY THIS MUCH.

We have presented Only This Much in a pictorial manner with a reader friendly representation of provisions of law to facilitate repeated reading. We have also maintained the friendly icon - "line" to help you with your reviews and study and our guiding principle that "NOTHING SHOULD BE READ, UNLESS OTHERWISE IT'S INTERESTING!"

Only This Much for Corporate Restructuring and Insolvency:

It deals with the Legal, Procedural, Taxation, Accounting and Valuation aspects of Mergers, Demergers, Amalgamations, Compromises, Arrangements, Reconstruction, Sick Industries, SARFAESI, Debt Recovery and Winding up.

Contents: Part I: Corporate Restructuring Insolvency (70 MARKS) • Corporate Restructuring • Sections of Companies Act • Procedural Aspects • Takeovers • Regulations, 1997 [Takeover Code]* Demerger, Hiving off & Slump Sale • Accounting & Taxation Aspects • Valuation of Shares, Business & Brands & Practical Problems • Fund Raising Options • Reduction & Variation • Buy Back of Securities • Case Laws & Miscellaneous Concepts **Part II: Insolvency (30 MARKS):** • SARFAESI, DRT & Others (Securitisation) • Sick Industrial Companies (Special Provisions) Act [SICA], 1985 & NCLT Provisions • Corporate Insolvency/Winding Up • Cross Border Insolvency

Only This Much for Strategic Management, Alliances and International Trade:

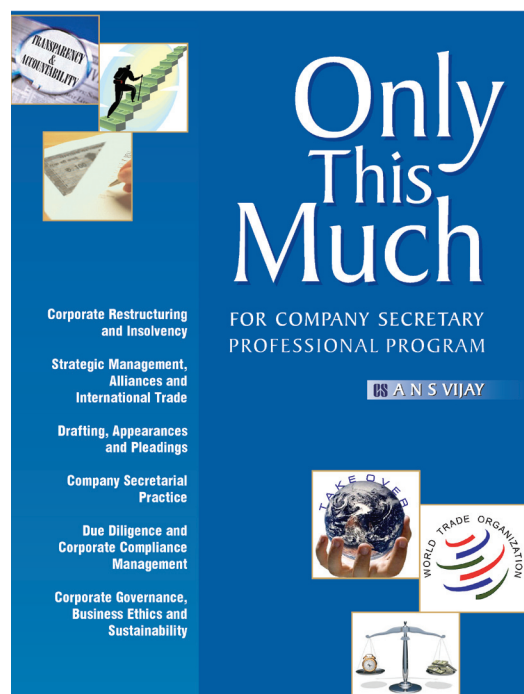
It enunciates the concepts in Management Information Systems and Control with ways of inbound & outbound investments, World Trade Organisation (WTO) rounds & concepts and Regional Trade Agreements.

Contents: Part A: Strategic Management (40 MARKS) • Nature & Scope of Strategic Management • Environmental Scanning & Internal Appraisal Analysis • Planning & Formulation • Implementation & Control • Performance Evaluation • Risk Management • Management Information Systems • Internal Control System • **Part B: Strategic Alliances (20 MARKS)** • Strategic Alliances • Legal Aspects of FDI, ODI & Agreements • **Part C: International Trade (40 MARKS)** • International Trade & Treaties • GATT Rounds & WTO Ministerials • GATT - Goods • TRIMS - Trade Related Investment Measures • GATS - General Agreement on Trade in Services • TRIPS - Trade Related Intellectual Property Rights • Duties, Investigation, Recommendation & Collection • Dispute Settlement Mechanism (DSM) • Regional Trade Agreement (RTA)

Only This Much for Drafting, Appearances and Pleadings:

It contains the provisions and aspects of various laws with specific reference to the deeds as required under it along with Deed Samples in simple formats. It also contains Civil Procedure Code provisions regarding Pleadings, Writs, Compounding & Consent orders.

Contents: Laws Governing Drafting, Appearances & Pleading • General Principles of Drafting • Deed Sample with Sale Deed Provisions • Deed of Mortgages, Charges, Hypothecations, Leases & Licenses • Hire Purchase & Trade Related Agreements • Foreign Collaboration & Outsourcing Agreement



- Arbitration • Guarantees & Service Agreement • Deeds Drawn in First Person • Partnership Deeds • Instrument of Trust & Gift Deeds • Assignment Under Intellectual Property Laws & Debts • Drafting of Agreements Under Companies Act [Refer Company Secretarial Practice & Corporate Restructuring]
- Appearances & Pleadings • Composition of Offences • Competition Act, 2002

Only This Much for Company Secretarial Practice:

The Company Law is approached in a way to understand what type of resolution is required at what type of meeting and what form to be filed with what attachments??? It focuses on the compliances, non-compliances, sample formats and procedures of Company Law, Insider Trading.

Contents: MCA – 21 • Important Concepts • General & Board Meeting • General Meeting Resolution • Resolutions by Postal Ballot [Section 192A] • Common Points to be considered while drafting Minutes of Board & General Meeting • Board Meeting Resolution • Application to Central Government • Security in Connection with Loan to Director • Other Aspects and General Meeting • Other Aspects and Board Meetings • Directors & Officers (D&O) Liability Insurance • Group Rights, Signatory and Registers • Signatures Under Companies Act • Registers & Inspection Under Companies Act • Company Law Board (CLB) • Insider Trading • Highlights of Limited Liability Partnership • Highlights of Companies Bill, 2009 • Highlights of Global Developments In Company Law

Only This Much for Due Diligence and Corporate Compliance Management:

Updated with ICDR Regulations (which has replaced DIP guidelines) for public issue of equity & convertibles gives the concepts and provisions in an understandable manner. Further, it deals with listing & delisting of equity, debt, ADR/GDR, IDR, Compliance and Secretarial Audits.

Contents: Due Diligence • Securities & Exchange Board of India (Issue of Capital & Disclosure Requirements - ICDR) Regulations, 2009 [deals with Due Diligence of Equity & Convertible Issues] • Listing Agreement & Disclosures • Delisting of Equity • Debt Issue & Listing Agreement • Audit of Depositories • Issue of Depository Receipts • Indian Depository Receipts [IDR] • Corporate Compliance Management • Compliance Management • Compliance Certificate • Secretarial Audit • Compliance with the Covenants Imposed Under the Loan Agreement Entered into with the Financial Institution(s) • Share Transfer Audit • Search / Status Report

Only This Much for Corporate Governance, Business Ethics and Sustainability:

With an insight to Satyam scandal, the subject deals with the development of Corporate Governance norms in India & Abroad with provisions of SoX Act. Then, it deals with Business ethics and the new sustainability initiatives such as Carbon Credits and the principles of absolute liability of the polluters.

Contents: Part A: Corporate Governance [50 MARKS] • Introduction - Corporate Governance • Issues & Challenges of an Effective Board • Corporate Governance Committees & Codes in India • Corporate Governance in India [Clause 49 of Listing Agreement] • International Corporate Governance • Sarbanes Oxley Act, 2002 [SoX] • Corporate Social Responsibility (CSR) • Investor Protection & Corporate Communication • **Part B: Business Ethics [30 MARKS]** • Business Ethics • **Part C: Sustainability [20 MARKS]** • Sustainability • Conventions, Protocols & Treaties on Environment, Health, Safety & Social Security Issues • Policies & Praxis • Principles of Absolute Liability • Abbreviations

A.N.S. VIJAY a practicing professional, is known for his will to experiment with anything new and out of the ordinary. He is the author and originator of the concept of Only This Much! He is currently attached with Law Labz Consultancy (P) Ltd, an organization providing 3600 corporate and secretarial solutions. Spice and change are essential in his life and these define his character. He blogs at <http://yehseeeyes.blogspot.com>.

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Guest Editors

R. ANAND, a professional who is currently working in SEBI. He was a gold medalist in December 2006 final examination (conducted by the ICSI). He has valuably contributed by aligning this compilation to the legal content and context.

R. ASHWIN KUMAR, a professional leaves no stone unturned while grappling with day to day challenges. His questioning perspective and inquisitive approach have been cashed on for this book.

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