



APAC & ASSOCIATES LLP  
Company Secretaries

# ONE CONCEPT ONE SLIDE

Web Series – Dec. 2019/16

Topic: Independent Directors

604-605, PP City Centre Road No. 44, Pitampura, New Delhi – 110 034



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# INDEPENDENT DIRECTORS (IDs) – Online Proficiency Test

The idea is to improve corporate literacy and to make the ID's aware of their duties, roles and responsibilities.

## REQUIREMENT FOR IDs

1. A listed Company
2. Public Company-
  - a) Paid up share capital ≥ Rs. 10 crore
  - b) Turnover ≥ Rs. 100 crore
  - c) Aggregate outstanding loans, debentures, and deposits > Rs. 50 crore

## QUALIFICATION OF IDs

As mentioned in Section 149(6) of the Companies Act, 2013

- Existing IDs as on Dec 1, 19
- Person intends to be appointed as ID (not mandatory to hold DIN)

### Applicability

### Apply for Data bank inclusion

- To Indian Institute of Corporate Affairs (IICA)
- For 1 year/5 years/lifetime
- Renewal\* for 1 year/5 years/lifetime within 30 days of expiry (otherwise name shall stand removed)

Within 1 year  
(Now- from deployment of test)

- Conducted by IICA in Manesar, Haryana
- Syllabus includes Indian Company Law, Ethics, Capital market norms
- Min. 60% marks, unlimited attempts

### Pass Online Proficiency test

### Declaration & Disclosure

- declaration of compliance to these rules in declaration u/s 149(7) of the CA'13.
- An opinion of Board with regard to integrity, expertise & experience (including proficiency) of IDs appointed during the year to be reported by companies in Board's Report

Otherwise removal of name from data bank

*\*No renewal application for persons who has paid life-time fees for inclusion of his name in the data bank.*

Existing Directors – **till June 30, 2020**  
New Director – **Before appt.**

Exemption- individual has served for not less than 10 years (more than 2 directorships/KMP same time shall be counted once) on date of inclusion of name in databank as director or KMP in:  
Listed public co., or Unlisted public company having paid-up share capital of ≥ Rs. 10 cr.  
**body corporate listed on a recognized stock exchange**

- Individual may restrict his personal information to the institute, to be disclosed
- At present, the subscription plan for only 1 year is activated with fees of Rs. 5,000/- + GST
- Companies can access data bank by paying required fees to IICA

Any Changes in the information shared by the individual to the data bank shall be done by him in 30 DAYS.



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The idea is to improve corporate literacy and to make the ID's aware of their duties, roles and responsibilities.

## REQUIREMENT FOR IDs

1. A listed Company
2. Public Company-
  - a) Paid up share capital  $\geq$  Rs. 10 crore
  - b) Turnover  $\geq$  Rs. 100 crore
  - c) Aggregate outstanding loans, debentures, and deposits  $>$  Rs. 50 crore

- Existing IDs as on Dec 1, 19
- Person intends to be appointed as ID (not mandatory to hold DIN)

### Applicability

Existing Directors -  
**till Mar 01, 20**  
New Director –  
**Before appt.**

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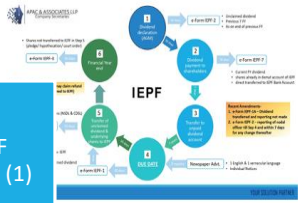
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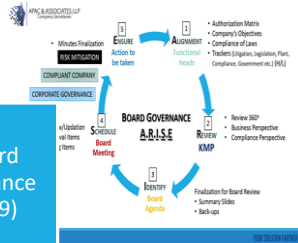


# OTHER VIDEOS - APAC

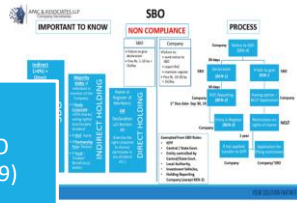
1. IEPF (Aug'19) (1)



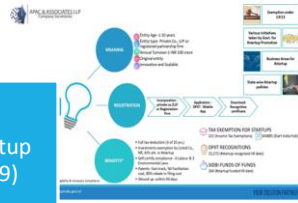
2. Board Governance (Sep'19)



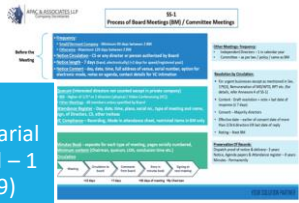
3. SBO (Sep'19)



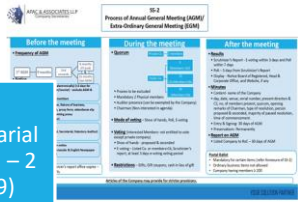
4. #startup (Sep'19)



5. Secretarial Standard – 1 (Sep'19)



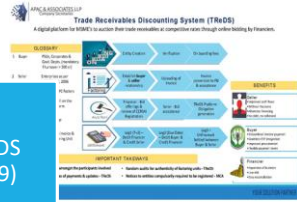
6. Secretarial Standard – 2 (Sep'19)



7. Board's Report (Oct'19)



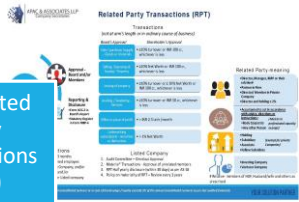
8. TReDS (Oct'19)



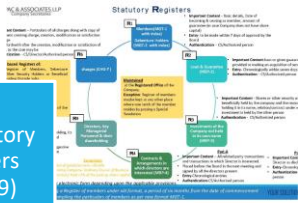
9. Corporate Social Responsibility (Oct'19)



10. Related Party Transactions (RPT) (Oct'19)



11 Statutory Registers (Nov'19)



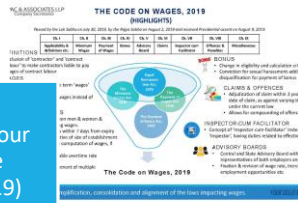
12. Incorporation of Companies (Nov.' 19)



13. Secretarial Audit (Nov.'19)



14. Labour Code (Dec.'19)




15. LEI (Dec.'19)





## Weekly Updates:



**WEEKLYTE**  
SECRETARIAL UPDATES

Week 26 (2019-2020)

LAW UPDATES

**Significant Beneficial Owner-Extension for E-form BEN-2 till 31.12.2019**

Consequent to the representations and certain new aspects which require further examination and clarification, the time limit for filing of e-form BEN- 2 (reporting of Significant Beneficial Owner) is extended upto 31.12.2019 without payment of an additional fees.

Source: [http://mca.gov.in/Ministry/pdf/GeneralCircular\\_24092019.pdf](http://mca.gov.in/Ministry/pdf/GeneralCircular_24092019.pdf)

**Unique Alpha-numeric Identification Number (Code)**

CSI has made mandatory to quote a unique code for:

The members in practice (ICSI UDIN) in every document except an e-form, signed c

## Monthly Updates:



Private Circulation On

**MONTHLYTE**  
Secretarial Updates August 2019

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**A. Re-Shaping of Law**

1.0 CSR Recommendations of High-Level Committee (HLC)

Pg. 4-5

**B. Regulatory Changes**

1.2 Companies (Amendment) Act, 2019- Enforcement

1.5 IEPF Compliance-Amendment

## Regular Online Updates



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