

## DETAILED DESCRIPTION OF KEY MANAGERIAL POSITIONS

### 1. Company Secretary

**No. of Position - (1)**

**Education Qualification:**

As prescribed under Companies (Appointment and qualification of Secretary) Rules, 1988:

- An individual shall be appointed as Company Secretary if he qualifies one or more below mentioned conditions:
- Membership of the Institute of Company Secretaries of India (ICSI).
- Post-Graduate degree in commerce.
- Degree in Law granted by any university.
- Membership of ICAI.
- Membership of ICWA.

S.no	Position	Recruitment Mode	Qualification	Minimum Experience Required
1.	Company Secretary	Open Market	As prescribed under Companies Rules,1988: An individual shall be appointed as Company Secretary if he qualifies one or more below mentioned conditions: <ul style="list-style-type: none"> <li>• Membership of the Institute of Company Secretaries of India (ICSI).</li> <li>• Post-graduate degree in commerce.</li> <li>• Degree in Law granted by any university.</li> <li>• Membership of ICAI.</li> <li>• Membership of ICWA.</li> </ul>	Minimum 10 Years of professional experience of dealing with legal and regulatory matters of the company and god knowledge of Companies Act.

**Roles & responsibilities:**

Company Secretary is responsible for company secretarial, legal, corporate governance and administrative functions of the Company. He is responsible for conducting board and shareholders' meetings, statutory compliances, filing forms with various statutory authorities,

court cases, due diligence / drafting of all contract documents, preparation and submission of periodical MIS, liaison with various Government Departments / Agencies, formulating and implementing HR policies of the Company. He should be thorough in the new Company law, commercial and economic legislations, SEBI guidelines, FEMA provisions etc. He is expected to play a leadership role and provide effective support in achieving sustained growth of the Company.

### **Functions of a Company Secretary in FSCL:**

#### **Secretarial functions:**

- Ensure compliance of the provisions of Companies Law and rules made there-under and other statutes and bye-laws of the company.
- Ensure that business of FSCL is conducted in accordance with its objects as contained in its memorandum of association.
- Ensure that affairs of the company are managed in accordance with its objects contained in the articles of association and the provisions of the Companies Law.
- Preparing the agenda in consultation with the CEO and Chairman and the other documents for all the meetings of the board of directors.
- Arrange with and to call and hold meetings of the board and to prepare a correct record of proceedings as per national /international practices.
- Attending the Board meetings in order to ensure that the legal requirements are fulfilled, and provide such information as are necessary.
- Preparing, in consultation with the chairman, the agenda and other documents for the general meetings.
- Arranging with the consultation of chairman the annual and Extraordinary General Meetings (EGM) of the company and to attend such meetings in order to ensure compliance with the legal requirements and to make correct record thereof.
- Carrying out all matters concerned with the allotment of shares, and issuance of share certificates including maintenance of statutory Share Register and conducting the appropriate activities connected with share transfers.
- Prepare, approve, sign and seal, sale agreements leases, legal forms, and other official documents on the company's behalf, when authorized by the board of the directors or other executive's responsible.
- Advice, in conjunctions with the company's solicitors, the chief executive or other executive, in respect of the legal matters, as required.
- Engaging legal advisors and defend the rights of the company in Courts of Law.
- To have custody of the seal of the company.

#### **Legal obligations of Company Secretary:**

- Filling of various documents/returns as required under the provisions of the Companies Law.
- Proper maintenance of books and registers of the company as required under the provisions of the Companies Law.
- To see whether legal requirements of the allotment, issuance and transfer of share certificates, mortgages and charges, have been complied with.
- To convene/arrange the meetings of directors, on their advice.
- To issue notice and agenda of board meetings to every director of the company.
- To carry on correspondence with the directors of the company on various matters.



# FARIDABAD SMART CITY LIMITED

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- To record the minutes of proceedings of the meetings of directors as per prevailing procedures.
- To implement the policies formulated by the directors.
- To deal with all correspondence between the company and the shareholders.
- To issues notice and agenda of the general meetings to the shareholders.
- To keep the record of the proceedings of all general meetings.
- To make arrangement for the payment of the dividend within prescribed period as provided under the provisions of the Companies Law.

## **To maintain the following statutory books:**

- the register of transfer of shares;
- the register of buy-backed shares by a company;
- the register of mortgages, charges etc.;
- the register of members and index thereof;
- the register of debenture-holders;
- the register of directors and other officers;
- the register of contracts;
- the register of directors' shareholdings and debentures;
- the register of local members, directors and officers, in case of a foreign company;
- Minute books;
- Proxy register;
- Register of beneficial ownership;
- Register of deposits;
- Register of director's share holding; and
- Register of contracts, arrangements and appointments in which directors etc are interested.

## To Perform following Management related services:

- **General/Strategic Management**

- ✓ Advising on Legal Structure of the organization
- ✓ Business policy strategy and planning
- ✓ Formulation of the organizational structure
- ✓ Acting as management representative to obtain ISO Certification.

- **Corporate Communications and Public Relations**

- ✓ Communication with shareholders, stakeholders, Government and Regulators, Authorities, etc.
- ✓ Advisory services for Brand equity and image building

- **Human Resources Management**

- ✓ Manpower planning and development
- ✓ Audit of the HR function
- ✓ Performance appraisal
- ✓ Motivation and remuneration strategies
- ✓ Industrial relations
- ✓ Office management, work studies and performance standards
- ✓ Advising on industrial and labour laws

- **Information Technology**

- ✓ Compliance with cyber laws
- ✓ Conducting Board Meetings through video-conferencing and teleconferencing
- ✓ Advising on software copyright and licensing
- ✓ Development of management reports and controls
- ✓ Maintenance of statutory records in electronic form
- ✓ Sending notices to shareholders by electronic mode
- ✓ Filing of forms/documents in electronic form with Registrar of Companies and other statutory authorities

## Other duties:

- ✓ The company secretary usually undertakes the following duties:
- ✓ Ensuring that statutory forms are filed promptly.
- ✓ Providing members and auditors with notice of meeting.
- ✓ Filing of copy of special resolutions on prescribed form within the specified time period.
- ✓ Supplying a copy of the accounts to every member of the company, every debenture holder and every person who is entitled to receive notice of general meetings. Must send annual audited accounts.
- ✓ Keeping or arranging for minutes of directors' meetings and general meetings. Apart from monitoring the Directors and Members minutes books, copies of the minutes of board meetings should also be provided to every director.
- ✓ Ensuring that people entitled to do so, can inspect company records. For example, members of the company are entitled to a copy of the company's register of members, and to inspect the minutes of its general meetings and to have copies of these minutes.
- ✓ Custody and use of the common seal. Companies are required to have a common seal and the secretary is usually responsible for its custody and use. (Common seals can be bought from seal makers).