

Institute of Distance and Open Learning
Revised Syllabus
S.Y. B.Com
With Effect from the Academic Year 2019-2020
Ability Enhancement Courses (AEC)
Skill Enhancement Courses (SEC) Group
Company Secretarial Practice

Course Objective:

- To provide the learners an insight about Company Secretarial Practices.
- To make the learners understand the role of Company Secretary towards Company's statutory provisions, rules and regulations.
- To make the learners understand the various aspects of Company Management, meetings and reports.

SECTION I

Sr. No.	Modules
1	Introduction to Company
2	Company Secretary Practices
3	Company Documentation and Formation
4	Secretarial Correspondence

Sr. No.	Modules /
1	<p>Introduction to Company</p> <ul style="list-style-type: none"> • Introduction to Company – Features, Types -As per Company's Act, 2013. • Company Secretary – Qualities, Qualifications, Appointment procedure, Resignation & Removal. • Role of Company Secretary–Rights, Responsibilities, Liabilities of Company Secretary, Career options of Company Secretary.
2	<p>Company Secretary Practices</p> <ul style="list-style-type: none"> • Advisory Services – Role of Company Secretary as an advisor to Chairman, Secretary as an liaison officer between the (a) Company and Stock Exchange (b) Company and Depository Participants (c) Company and Register of Companies (ROC). • Representation Services of Company Secretary at different forums- Company Law Board, Consumer Forum, SEBI, Arbitration & conciliation services, Cyber Law compliance, Secretarial Standards – Advantages, Secretarial Standards by ICSI, Secretarial Standards -1- 10. • Secretarial Audit – Procedure and Stages, Need and Importance, Scope.
3	<p>Company Documentation and Formation</p> <ul style="list-style-type: none"> • Memorandum of Association (MOA) - Clauses, Alteration of MOA, Ultra

	<p>Vires. Articles of Association (AOA) – Contents, Prospectus – Statement in Lieu of Prospectus, Contents, Misleading Prospectus.</p> <ul style="list-style-type: none"> • Company Formation –Stages, Secretarial Duties at each stage in public company and private company. • Conversion & Reconversion of Private and Public Company – Secretarial Procedure.
4	<p>Secretarial Correspondence</p> <ul style="list-style-type: none"> • Correspondence– Shareholders, Debenture Holders, Registrar of Companies, Stock Exchange & penalties thereon • Correspondence with SEBI, Company Law Board and penalties thereon, Role of technology in Secretarial Correspondence • Specimens– Letter to shareholders - Rights Issue, Bonus Issue, Letter to ROC-Alteration of MOA/ AOA, Letter to Stock Exchange –Listing of shares, Letters to Government- Reconversion/Conversion, Letter to Bank – Overdraft Facility

SECTION II

Sr. No.	Modules
5	Management of Companies
6	Company Meetings
7	Dematerialisation and Online Trading
8	Reports and Winding Up

Sr. No.	Modules
5	<p>Management of Companies</p> <ul style="list-style-type: none"> • Directors – Appointment, Duties, Role, Directors Report, Director Identification Number (DIN). • Types of Directors , Role of CEO, Non- Executive Directors, Independent Director • Auditor- Appointment, Duties, Rights & Powers, Audit report.
6	<p>Company Meetings</p> <ul style="list-style-type: none"> • Types of Company meeting, Secretarial Duties – Before, During and after company meeting – Annual General Meeting, Extra-Ordinary General Meeting, Board Meeting. • Notices, agenda, Chairman, Quorum& Proxy – Concept and Statutory Provisions • Motion, Resolution, Minutes – Concept, Types Voting, Minutes – Concept, Methods.
7	Dematerialisation and Online Trading

	<ul style="list-style-type: none"> • Dematerialisation – Need and Importance, Secretarial Duties, Procedures, Participants. • Online Trading – Concept, Advantages & Disadvantages, Bombay Stock Exchange Online Trading (BOLT), BOSS. • Listing of securities – Procedure, Advantages, Secretarial Duties, Scrips –Types.
8	<p>Reports and Winding Up</p> <ul style="list-style-type: none"> • Company Reports – Types, Secretarial Duties with regard to payment of dividend, Interest, Charges & penalties. • Winding up of a Company – Procedure,& Statutory Provisions, Secretarial role in winding up. • Specimen – Notice & Agenda of Annual General Meeting, Notice & Agenda of Board Meeting prior to Annual General Meeting, Resolution for appointment of Company Secretary, Special Resolution for alteration of Memorandum of Association, Minutes of Board Meeting prior to Annual General Meeting, Minutes of Annual General Meeting.

Readings:

1. M. C.Bhandari : Guide to Company Law Procedure; Wadhwa& Company, Agra&Nagpur
2. K. V.Shanbhogue : Company Law Practice; BharatLaw House, New Delhi – 34
3. M. L.Sharma : Company Procedures and Register of Companies , Tax Publishers, Delhi
4. A. M.Chakborti, : Company Notices, Meetings and B. P.Bhargava Resolutions, Taxmann, New Delhi
5. A.Ramaiya : Guide to the Companies Act, Wadhwa& Company, Nagpur
6. R.Suryanarayanan : Company Notices, Meetings and Resolutions, Kamal Law House, Kolkatta
7. D. K. Jain : E- Filling of Forms & returns
8. Taxmann : E-Company forms
9. V.K.Gaba : Depository Participants (Law & Practice)
10. ICSI Publications : Meetings
11. B. K.Sengupta : Company Law
12. D. K. Jain : Company Law Procedures

References:

1. M. C.Bhandari : Guide to Memorandum, Articles and R.D.Makheeja Incorporation of Companies ; Wadhwa& Company, Agra&Nagpur
2. Taxman : Company Law, Digest

Journals:

1. Chartered Secretary : ICSI Publication
2. Student Company Secretary : ICSI Publication
3. Company Law Journal : L.M.Sharma, Post Box No. 2693, New Delhi – 110005.

PAPER PATTERN
COMPANY SECRETRIAL PRACTICE
W.E.F. 2019-20
SECTION I

1. Explain the terms (Any five) 10
2. Answer **Any Three Out of six** questions 30
3. Write notes on **Any two out of four** 10

SECTION II

4. Explain the terms (Any five) 10
5. Answer **Any Three Out of six** questions 30
6. Write notes on **Any two out of four** 10