

B. Com. Semester II

Secretarial Practice - Syllabus

Unit	Title	Details of Topic
Unit I	The Company Secretary	Definition, Who can be company secretary, Appointment, General Legal position, Duties of a Company Secretary, Rights of Company Secretary, Liabilities of Company Secretary, Qualification For Appointment as secretary, Dismissal of the Secretary, Secretary in the Whole time practice, Secretarial Compliance certificate, Specimen form
Unit II	The Companies Act and its Administration	The companies Act,1956, Applicability of the Act, Special features, Amendments to the Companies Act,1956, Machinery for the Administration of the Companies Act,1956, The company Law Board, MCA-21 E-Governance Project, Power of Securities Exchange Board of India, Jurisdiction of Courts
Unit III	Company Formation And Conversion	Choice of the form of the business entity, Conversion/re-conversion of one form of business entity into another, Procedure for incorporation of private/public companies, Companies limited by guarantee and unlimited companies and their conversion/re-conversion registration., Obtaining certificate of commencement of business, Obtaining certificate of re-registration, Commencement of new business and certification, Filing of agreements with managerial personnel, Formation of associations not for profit and non profit companies, Procedure relating to foreign companies carrying on business in India
Unit IV	Alteration of Memorandum and Articles	Procedure for alteration of various clauses of memorandum, Procedures for alteration of articles, Effect of alteration, Specimen forms
Unit V	Membership and Transfer / Transmission	Membership, Distinction between shareholder and member, Methods of becoming a member, Who may become a member?, Termination of membership, Rights of members, Contents of the register, Form of the register, Importance of the register, The right of inspection, Rectification of the register, Foreign Register of members, Specimen forms
Unit VI	Directors and Managerial Personnel	Procedure for appointment, reappointment, resignation, removal and varying terms of appointment/re-appointment of directors and managerial personnel, Procedure for payment of remuneration to directors and managerial personnel and disclosures thereof Compensation for loss of office, Waiver of recovery of remuneration, Directors and officers liability insurance.
Unit VII	Board meeting and	Board meetings, Frequency of board meetings, Notice of

	resolutions	meetings, Agenda, Quorum, Resolution by circulation, Validity of acts of directors Committee of the boards, Proceeding of Boards, Board resolution, Minutes of Board meetings, Secretarial Work related to Board meetings Specimens of minutes of Board of directors meetings
Unit VIII	General Meetings	Types of General meetings, Law, practice and Procedure, Resolutions and Minutes
Unit IX	Compromise, Arrangement, Reconstruction and Amalgamation	Compromise or arrangement, Statutory Provisions, Reconstruction and Amalgamation, Acquisition of dissenting shareholders in case of take over bid, Amalgamation in nation interest
Unit X	Global Developments in Company law	Contemporary developments, Distinguishing and evolving features of company law in other jurisdictions.

Books Recommended:

1. S.Srikanth , Shanti Rekha Rajagopal ,Revathy Blakrishnan, Corporate Laws and Secretarial Practice, Jain Book
2. M C Kuchhal, Secretarial Practice, Vikas Publishing House, New Delhi.
3. Sangeet Kedia, Advanced Company Law And Practice, Pooja Law Publishing Company,