

University of Mumbai



NAAC ACCREDITED

**SYLLABUS
FOR
SEMESTER – III & IV
Program- B.Com
Course- COMPANY SECRETARIAL PRACTICE – I & II**

Credit Based Semester and Grading System

w.e.f. the Academic year 2013 - 2014

S.Y.B.COM SEM-III

Company Secretarial Practice - I

To develop an understanding, at an advanced level, of the company secretary's role in putting into practice statutory provisions, rules and regulations, and observing established and best practices.

Module – I Company Secretary

(11 Lectures)

Qualities , Qualification , Appointments , Termination , Removal , Role , Power & Duties, Secretary as a advisor to Chairman & Board. Company Secretary as a liason officer between the Company and Stock Exchanges, Company and Depository Participants (DP) and Company and Registrar of Companies (ROC). Secretarial Standards issued by ICSI. Career as Company Secretary. Role of Company Secretary in Practice under Companies Bills 2012. Specimen resolutions thereon.

Module – II Company Formation

(11 Lectures)

Procedure for formation Registration, Re-registration & Consequences of Non-Registration, Company – Meaning, Definition, Features & Types , Conversion of Public & Private company & Reconversion of Private & Public Company. Filing of Periodical Returns & Penalties therein. Procedure for getting compliance certificate. Specimens.

Module – III Company Documents & Company Capital

(11 Lectures)

Corporate Compliance, Promotional documents: Memorandum of Association – Clauses and Alteration

Article of Association – Table A and Alteration. Statutory documents, Statutory and Non-Statutory Books required by the company.

Prospectus & Statement in lieu of Prospectus. Company Capital - Owned & Borrowed capital -Types of shares & Debentures & Methods of Borrowings. Specimen.

Module – IV Shareholders & Debentureholders (12 Lectures)

Concept- Member, Shareholder and Debentureholder, Rights of Shareholder and Debentureholder, Register of Members & Debenture Holders. Concepts of Right Issue, Allotment, Calls, Forfeiture Surrender & lien. Transfer & Transmission of Shares – Procedure, Registration, stamp duty related to transfer and transmission of shares and debentures. Specimens

Assignment / Specimens related to above modules

Question Paper Pattern (SEMESTER – III)

1. Semester End Exam: 2 hrs. – 60 Marks

N.B. - 1. All Questions are Compulsory.

2. All Questions carry equal marks.

Q.1. Attempt any Two (Out of Three)	Module - I
Q.2. Attempt any Two (Out of Three)	Module - II
Q.3. Attempt any Two (Out of Three)	Module - III
Q.4. Attempt any Two (Out of Three)	Module - IV

S.Y.B.COM SEM-IV

Company Secretarial Practice - II

Semester – IV

- An understanding of how companies are governed and respective roles of the Company Directors and Shareholders.
- An understanding of the role of a shareholder, share register and the principles and procedures involved in share registration.
- Understanding of the Listing requirements, the prospectus and knowledge of the practical procedures involved.

Module – I Management of Companies

(11 Lectures)

Role of directors including the Chairman, the Chief Executive, Non-executive directors, Directors duties, Appointment, retirement, resignation & removal of directors , Disqualifications of directors & penalties, Directors Report , Appointment & remuneration of auditors , Resignation of auditors, their rights & duties. Statutory Audit Procedure.

Module – II Company Meetings

(11 Lectures)

Procedure in respect of statutory meeting, annual general meeting, extra ordinary general meeting, class meeting, Directors meeting: Board & Committee meetings. Meaning & Types of motions and Resolutions, Voting & polls, Minutes, Proxies, Role of the company secretary before, during and after meetings.

Module – III Dematerialization

(11 Lectures)

Dematerialization of Shares/ Securities – Concept, History, Need and Importance, Procedure, Benefits to the Parties, Agencies/ Depository Participants (DP). Rematerialization. Secretarial duties related to this process. Concept – IPO and Scripts of Companies. Listing of shares in Stock Exchanges – procedure, formalities and secretarial duties.

Module – IV On-line Trading & Miscellaneous (12 Lectures)

On-line trading – Concept, BOLT - (BSE), Procedure, Advantages and disadvantages.

Miscellaneous: Concepts, Regulations & Disclosure – Dividend, dividend reinvestment plan (DRIPS), unclaimed dividends and untraceable shareholders. payment of dividends and interest. Annual report & Circulars of companies.

Assignment / Specimens related to above module

Question Paper Pattern (SEMESTER – IV)

Semester End Exam: 2 hrs. – 60 Marks

N.B. - 1. All Questions are Compulsory.

2. All Questions carry equal marks.

Q.1. Attempt any Two (Out of Three)	Module - I
Q.2. Attempt any Two (Out of Three)	Module - II
Q.3. Attempt any Two (Out of Three)	Module - III
Q.4. Attempt any Two (Out of Three)	Module - IV

REFERENCES FOR SEMESTER – III & IV

Title	Author	Publisher
Company Law Procedure	K.V.Shanbhogue	Bharat Law House
Company Procedures and Registrar of Companies	M.L.Sharma	Tax Publishers
Company Notices, Meetings and Resolutions	A.M.Chakraborti, B.P.Bhargava	Taxmann
Company Law Procedures	S.Kannan, V.S.Sowrirajan	Taxmann
Company Notices, Meetings and Resolutions	R.Suryanarayanan	Kamal Law House
Concise Commentary on companies Act	Mamta Bhargava	Shreeji Publishers
Company Law & Secretarial Practice	Dr.K.R.Chandratre	Bharat Law House

References

Title	Author	Publisher
Guide to Memorandum, Articles and Incorporation of Companies	M.C.Bhandari, R.D.Makheeja	Wadhwa & Company
Company Rules & Forms	Bhargava & Bhargava	Taxmann
Company Law Practice Manual	Adesh Ojha & Other	The Tax Publishers
Guide to Company Law Procedure	M.C.Bhandari	Wadhwa & Company
Guide to the Companies Act	A.Ramaiya	Wadhwa & Company

Journals

Title	Author	Publisher
Chartered Secretary		ICSI, New Delhi.

Student Company Secretary

Corporate Law Adviser

Company Law Journal

ICSI, New Delhi.

Corporate Law Advisers,
Post Bad No.3, Vasant Vihar,
New Delhi.

L.M.Sharma, Post Box
No.2693, New Delhi-110
005.

Books Recommended

1. Secretarial Practice, M.C., Kuchhal, Vikas Publishing House, Bombay.
2. Company Secretarial Practice, S.A. Sherekar, Kitab Mahal, Delhi.
3. Text-Book of Company Secretarial Practice, P. K. Ghosh, Sultan Chand and Sons, New Delhi.
4. Company Law and Secretarial Practice, Nafees Baig, Sterling Publishers, Delhi.
5. Company Law, N. D. Kapoor, Sultan Chand & Sons, New Delhi.
6. Manual of Secretarial Practice, B. N. Tandon, S. Chand & Company, New Delhi.
7. Guide to Companies Act, A. Ramaia. Pitmans Business Correspondence, Geoffery Whitehead, David H. Whitehead, Wheeler Publishing, Allahabad.
2. Modern Business Correspondence, S. M. Nagamia & J. C. Bahl, Hind Kitabas Ltd., Bombay.
3. Communication through Letters and Reports, H. Menning, Illinois Richard D. Irwin.
4. Business Communication, U.S. Rai & S.M. Rai, Himalaya Publishing House, Mumbai.
5. Business Communication, Homai Pradhan, D.S. Bhende and Vijaya Thakur, Himalaya Publishing House, Mumbai.
6. Commercial Correspondence, P. K. Ghosh and Y.K. Bhushan.
7. Company Law and Secretarial Practice, Nafees Baig, Sterling Publishers, New Delhi.
8. Handbook of Business Letters, L.E. Frailey, Super Book House, Bombay.
9. Corporate Law and Secretarial Practice, N.D. Kapoor, Sultan Chand and Sons, New Delhi.