

**ST. JOSEPH'S COLLEGE FOR WOMEN (AUTONOMOUS), VISAKHAPATNAM**

V SEMESTER

**OFFICE MANAGEMENT**

5 Hrs/Week

OFF 5402 (3)

**COMPANY SECRETARIAL PRACTICE**

Max. Marks: 100

w.e.f 2017-18 (AC batch)

**SYLLABUS**

**Learning Objectives:** The students will be able to

- ✓ Define and identify the terms used in companies to describe the functional aspects.
- ✓ Understand various procedures followed and how companies manage their Affairs.
- ✓ Apply and analyse the implications of the inner functional dynamics in larger business concerns.
- ✓ Prepare agendas and minutes of meetings
- ✓ Draft resolutions.

**Learning Outcomes: Upon completion of the course student should be able to**

- ✓ Identify and critically evaluate and apply the role of company secretary as an advisor to the board.
- ✓ Understand the law and best practice in key functional matters (for example, meetings and share capital management) and apply them in the secretaryship function and ensure corporate compliance.
- ✓ Apply the functions of a company secretary in ensuring corporate compliance through good disclosure and observance of statutory and other regulations
- ✓ Identify required actions arising from statutory obligations and best practice in terms of financial, compliance and governance reporting and disclosure; understand why such disclosure is necessary.
- ✓ Apply statutory requirements and good practice in relation to shareholder related communications.
- ✓ Critically assess the role played by the secretary in supporting compliance, disclosure, and accountability across the organisation to ensure the effective achievement of organizational objectives.

**MODULE-I: Company Secretary and kinds of Companies:** Definition of Secretary and Company Secretary: Appointment, qualifications for appointment as Company Secretary; Legal position, duties and Liabilities of a Company Secretary.

Kinds of Companies; Private and Public Companies; Case Law and Practical problems

**MODULE-II: Incorporation** – promotion; promoters. Legal position and Liability of promoters; Incorporation; Capital Subscription stage; Commencement of Business; Cases . Memorandum of Association, Meaning, importance and contents of Memorandum; Doctrine of Ultra Vires; Articles of Association; Form and signature of Articles; Contents of Articles; Legal effect of Articles and Memorandum; Alteration of Articles; Distinction between Memorandum and Articles ; Doctrine of constructive notice of Memorandum and Articles, Doctrine of Indoor Management ; Cases. Prospectus: Definition, Contents.

Statement in lieu of prospectus;

**MODULE-III: Share Capital:** Definition, kinds of Shares; Voting rights; Share certificate – definition; Share warrants: Allotment of Shares.

Membership: Modes of acquiring membership; who can be members;. Rights and liabilities of members

Transfer and transmission of Shares: Differences between transfer and transmission of share; Case Law

**MODULE-IV: Board Meetings and Resolutions:** General meetings; Types of meetings- Annual General, Extraordinary Meetings : Requisites of a valid general meeting; statutory and Board meetings; Rights, powers and duties of chairman ; Voting rights; Proxies; Adjournment of meetings; Motions; Amendments; Ordinary and Special resolutions; Minutes of General Meetings; Questions.

**MODULE-V: Management of a Company:** Directors: Qualifications, Appointment, Remuneration & Legal Position: Managing Director, Manager; Case Law.

**Book for Study:**

Ashok Bhagrial., A textbook of Secretarial Practice, Kalyani Publishers, 2010

**Selected References:**

1. Secretarial Practice - M.C.Kuchal
2. Company Secretarial Practice - A.Sherlekar
3. Company Administration & Meetings - S.D.Jain
4. A Textbook of Company Law - Acharya & Govekar
6. A Guide to Company Law - V.K.Sancheti .