

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		
<ul style="list-style-type: none"> ✓ Define and identify the terms used in companies to describe the functional aspects. 		
<ul style="list-style-type: none"> ✓ Understand various procedures followed and how companies manage their Affairs. 		
<ul style="list-style-type: none"> ✓ Apply and analyse the implications of the inner functional dynamics in larger business concerns. 		
<ul style="list-style-type: none"> ✓ Prepare agendas and minutes of meetings 		
<ul style="list-style-type: none"> ✓ Draft resolutions. 		
Learning Outcomes:		
<ul style="list-style-type: none"> ✓ Analyze the performance of companies through the diverse parameters of class meetings and general meetings 		
<ul style="list-style-type: none"> ✓ Recognise the law and best practices in key functional matters (for example, meetings and share capital management) and apply them in the secretaryship function and ensure corporate compliance. 		
<ul style="list-style-type: none"> ✓ Demonstrate critical thinking when presented with Case law in companies to understand their greater implications especially in the present business world. 		
<ul style="list-style-type: none"> ✓ Evaluate success stories of successful Companies from a micro perspective 		

(Team presentations and face defence questions)
✓ Interpret legal issues with contemporary society especially in case of Scams and Corrupt practices of Mismanagement in Banks
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 Bhagrail., 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