

**DEPARTMENT OF COMMERCE**  
**SYLLABUS**  
**SYBCOM - COMPANY SECRETARIAL PRACTICE –I**

**Module 1. Introduction to Company (12 Lectures)**

- **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.

**Module 2. Company Secretary Practices (12 Lectures)**

- **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

**Module 3. Company Documentation and Formation (12 Lectures)**

- **Memorandum of Association (MOA)** - Clauses, Alteration of MOA, Ultra Vires. Articles of Association (AOA) – Contents, Prospectus – Statement in Lieu of Prospectus, Contents, Misleading Prospectus.
- **Company Formation** –Stages,Secretarial Duties at each stage in public company and private company.
- **Conversion & Reconversion of Private and Public Company** – Secretarial Procedure.

**Module 4. Secretarial Correspondence (10 Lectures)**

- **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

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**Module 1. Management of Companies (11 Lectures)**

- 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.

**Module 2. Company Meetings (11 Lectures)**

- 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.

**Module 3. Dematerialisation and Online Trading (11 Lectures)**

- 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.

**Module 4. Reports and Winding up (12 Lectures)**

- 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.