

Agenda No. in AC: 2.03

Date: 23.03.2022

University of Mumbai



Vidya Prasarak Mandal's

K.G. Joshi College of Arts and N.G. Bedekar College of Commerce

(Autonomous)

(Affiliated to University of Mumbai)

Programme: B. Com.

Specific Programme: Company Secretarial Practices (JBCUCCSP)

Syllabus for SYBCom

Year of Establishment: 1969

Year of Upgrading: 2022-2023

Specific Programme: Company Secretarial Practices (JBCUCCSP)

PREAMBLE

The Latin word ‘Commercium’ in itself describes trading and merchandising together with required skills and attitudes for the handling of Trade, Commerce and Industry. William E. Gladstone highlighted the importance of Commerce by saying, “Commerce is the equalizer of the wealth of nations”. The study of Commerce is of paramount importance, as it imparts knowledge about Business, Service Sector, Management, Production, Finance, Marketing, Human Resource, Secretarial Practices, Foreign Trade, Organisational Development and related aspects. In this programme, learners are taught the core subjects of Commerce and Management. In three-year duration, the learners are also given options to opt for few elective subjects. The objective of the programme is to equip the learners with the knowledge of current scenario of global markets and recent trends in Commerce and Management. Dedicated to develop tomorrow's leaders, managers, and professionals, the Department of Commerce offers the learners various courses such as Introduction to Business, Service Sector, Management: Issues and Challenges, Production Management, Company Secretarial Practice, Marketing Management, Human Resource Management, Export Marketing and Financial Management. The curriculum aims at enhancing employability options of the learners and instils learnability for upskilling and reskilling even in later part of life.

Eligibility: A student must have successfully cleared the HSC (12th) examination.

Programme Duration: Three years (entire B.Com. course)

Mode of Delivery: Offline (Online, in case of emergency)

DISTRIBUTION OF TOPICS AND CREDITS

Course	Course Name	Semester	Course Nomenclature	Course Code	Credits
1	Company Secretarial Practices	III	Paper I	JBCUCCSP309	2
		IV	Paper II	JBCUCCSP409	2

Credit Based Semester and Grading System
with effect from the academic year 2022-2023

Programme Outcomes

PO	PSO Description
PO1	To impart knowledge about commercial and managerial aspects of business along with social and ethical issues
PO2	To give a working knowledge in respect of cost accounting, management accounting, financial accounting, auditing and taxation
PO3	To make the learners aware about various aspects of micro and macro economics
PO4	To acquaint the learners about business law, computer systems, its applications and network infrastructure
PO5	To provide the basic knowledge about Indian Financial System and recent development in finance

Programme Specific Outcomes

PSO	PSO Description
PSO1	To impart knowledge about commercial and managerial aspects of business along with social and ethical issues
PSO2	To acquaint the learners about basic concepts of business communication, mathematical and statistical tools, environmental and other social issues related to commerce and management
PSO3	To make the learners aware about basic concepts of marketing management, production management human resource management, export marketing and financial management along with the recent trends and developments in it
PSO4	To give a working knowledge in respect of cost accounting, management accounting, financial accounting, auditing and taxation
PSO5	To make the learners aware about various aspects of micro and macro economics and also about Indian financial system and recent development in it
PSO6	To acquaint the learners about business law, company secretarial practices and computer systems, its applications and network infrastructure

Semester III

Course Nomenclature: Company Secretarial Practices-I

Course Code: JBCUCCSP309

COURSE OUTCOMES

1. To provide the learners with an insight about company secretarial practice.
2. To make the learners understand the role of company secretary towards company's statutory provisions, rules and regulations.
3. To make the learners understand the various aspects of company management, meetings and records.

SYLLABUS

Module 1: Introduction to Company (12)

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 Services (12)

Advisory Services – Role of Company Secretary as an advisor to Chairman, Secretary as a 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 (11)

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)

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.

REFERENCES

Readings:

M. C. Bhandari: Guide to Company Law Procedure; Wadhwa& Company, Agra & Nagpur

K. V. Shanbhogue: Company Law Practice; Bharat Law House, New Delhi – 34

M. L. Sharma: Company Procedures and Register of Companies, Tax Publishers, Delhi

A. M. Chakborti: Company Notices, Meetings and B. P. Bhargava Resolutions, Taxmann, New Delhi

A. Ramaiya: Guide to the Companies Act, Wadhwa& Company, Nagpur

R. Suryanarayanan: Company Notices, Meetings and Resolutions, Kamal Law House, Kolkata

D. K. Jain: E- Filling of Forms & returns

Taxmann: E-Company forms

V.K. Gaba: Depository Participants (Law & Practice)

ICSI Publication: Meetings

B. K. Sengupta: Company Law

D. K. Jai: Company Law Procedures

References:

M. C. Bhandari: Guide to Memorandum, Articles and R.D. Makheeja

Incorporation of Companies: Wadhwa & Company, Agra & Nagpur

Company Law Digest: Taxmann

Journals:

Chartered Secretary: ICSI Publication

Student Company Secretary: ICSI Publication

Company Law Journal: L.M. Sharma, Post Box No. 2693, New Delhi – 110005.

MODALITY OF ASSESSMENT

A. Internal Assessment: 40% - 40 Marks

Sr. No.	Evaluation Type	Marks
1	Written Test	20
2	Assignment / Project	15
3	Class Participation	05
	Total	40

B. External Assessment: 60% - 60 Marks

Semester End Theory Examination

Time: 2 Hours

- NB.
1. All questions are compulsory.
 2. Each question carries equal marks.
 3. Figures to the right indicate marks.

1. Answer **ANY TWO** of the following.

15

a. (Theory Question - Module 1)

- b. (Theory Question - Module 1)
- c. (Theory Question - Module 1)

2. Answer **ANY TWO** of the following. 15

- a. (Theory Question - Module 2)
- b. (Theory Question - Module 2)
- c. (Theory Question - Module 2)

3. Answer **ANY TWO** of the following. 15

- a. (Theory Question - Module 3)
- b. (Theory Question - Module 3)
- c. (Theory Question - Module 3)

4. Answer **ANY TWO** of the following. 15

- a. (Theory Question - Module 4)
- b. (Theory Question - Module 4)
- c. (Theory Question - Module 4)

Semester IV

Course Nomenclature: Company Secretarial Practices-II

Course Code: JBCUCCSP409

COURSE OUTCOMES

1. To make the learners aware about Key Managerial Personnel.
2. To acquaint the learners about the types of company meetings, its provisions, rules and regulations.
3. To familiarize the learners with dematerialization and online trading as well as about company reports and winding up procedure.

SYLLABUS

Module 1: Management of Companies (11)

Directors – Appointment, Duties, Role, Directors Report, Director Identification Number (DIN).

Types of Directors, Role of CEO, Non- Executive Directors, Independent Director.

Auditor- Appointment, Rotation of Auditors, Duties, Rights & Powers.

Module 2: Company Meetings (11)

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)

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)

Company Reports – Types, Secretarial Duties with regard to payment of dividend, Interest, Charges & penalties.

Winding up of 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.

REFERENCES

Readings:

M. C. Bhandari: Guide to Company Law Procedure; Wadhwa & Company, Agra & Nagpur

K. V. Shanbhogue: Company Law Practice; Bharat Law House, New Delhi – 34

M. L. Sharma: Company Procedures and Register of Companies, Tax Publishers, Delhi

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a. (Theory Question - Module 4)

b. (Theory Question - Module 4)

c. (Theory Question - Module 4)
