

**SEMESTER – IV**  
**CORE PAPER –X**  
**COMPANY LAW & SECRETARIAL PRACTICE – II**

**Instructional Hrs. : 75**  
**Max.Marks: CIA-25; ESE-75**

**Sub.Code: 16CCUC410**  
**Credits: 4**

**Objective:** To Enable the Students to Acquire Knowledge Regarding the Management and accounts of a Company.

**Unit-I**

**Company Meeting-** Kinds of Meeting-requisites of valid meeting- Proxy-Resolution- Kinds of resolution-Secretarial Duties.

**Unit –II**

Directors- Kinds of Directors-Class of Directors-DIN-Application for DIN, Allotment for DIN under Companies Rules,2014 - Intimation of Charges of particulars in Din, Cancellation/Surrender/De-activation of DIN, punishment for contravention- Appointment of directors- Removal of Directors-Secretarial Duties.

**Unit –III**

Dividend-Meaning and Definition –Types of dividend- dividend warrant –Rules regarding payment of dividend- unpaid dividend- Investors Education & Protection Fund(IEPF)- Utilization of Fund – authority for the fund, Claim from the fund.

**Unit-IV**

Corporate Governance- principles of Corporate Governance – Objectives- Need-Role of auditors in Corporate Governance – Requirements to strengthen the corporate governance.

**Unit- V**

Winding up – Meaning and Definition- Modes of Winding up- Petitions for Winding up – Appointment of Liquidator – Duties of Company Secretary in respect of winding up.

**TEXT BOOK**

V.Balachandran and M.Govindarajan ‘A Student Hand Book on Company Law and Practice’  
Vijay Nicole Imprints Private Limited’ 2016.

**REFERENCE BOOKS**

N.D.Kappoor “Companies Act 2013. Supplement to Elements of Mercantail Law’ Sulan Chand & Sons, New Delhi, 2014.  
ICSI Study Material.

**Skill Based Activities (excluded for external examination) :**Collection of Annual report.

**SEMESTER – I**  
**CORE PAPER – II**  
**ADVANCED COMPANY LAW AND SECRETARIAL PRACTICE – I**

**Instructional Hrs. :105**  
**Max.Marks: CIA-25; ESE-75**

**Sub.Code: 16CCPC102**  
**Credits: 4**

**Objective:** To Enable the Students Acquire Knowledge Regarding the management of company affairs

**UNIT-I** **20Hrs**

Company – Kinds of Companies- Formation of Company; Stages - Corporate Identity Number (CIN) – Conversion by One Person Company (OPC) to Public or Private Limited Company.

**UNIT-II** **20 Hrs**

Documents required for Incorporation; Memorandum of Association – Articles of Association - Alterations – Doctrine of Ultra Virus- Constructive Notice - Doctrine of Indoor Management.

**UNIT-III** **20 Hrs**

Prospectus - Kinds of Prospectus - Misleading Prospectus-Liabilities for Mis-statement in Prospectus - Share Capital - Kinds of Share Capital - Issue of Shares - Procedure for Allotment - Issue of Share Certificate - Share Transfer and Transmission.

**UNIT-IV** **20 Hrs**

Appointment and Removal of Managerial Personnel; Directors - Managing Director – Manager - Women Director - Independent Director - Qualification and Disqualification - Managerial Remuneration.

**UNIT-V** **25 Hrs**

Directors Identification Number (DIN) - Application for DIN - Allotment-Surrender – Cancellation - Deactivation of DIN under Companies (Appointment and Qualification of Directors)Rules 2014 - Related Party Transaction – Definitions-Conditions under section 188 - Disclosures in Boards Report.

**TEXTBOOKS**

1. Kapoor N.D., *Company Law and Secretarial Practice*, Sultan Chand&Sons,New Delhi,13<sup>th</sup> Edition,2010.

**REFERENCE BOOKS**

1. BalachandranV., and M.GovindarajanA *Student Handbook on Company Law and Practice*, Vijay Nicole Private Limited,1<sup>st</sup> Edition,2016.

2. Ghosh P.K., *Text book of Company Secretarial Practice*, Sultan Chand&Sons, New Delhi, 13<sup>rd</sup> Edition,2009.

3. Kuchaal M.C., *Secretarial Practice*, Vikas Publishing House, New Delhi, 16<sup>th</sup> Edition, 2000.

4. ICSI *Study Material*.

**SEMESTER – II**  
**CORE PAPER – VI**  
**ADVANCED COMPANY LAW AND SECRETARIAL PRACTICE – II**

**Instructional Hrs. :75**  
**Max.Marks: CIA-25; ESE-75**

**Sub.Code: 16CCPC206**  
**Credits: 4**

**Objective:** To Enable the Students Acquire Knowledge Regarding the procedures of company affairs

**UNIT-I** **15 Hrs**

Meeting; Kinds of Meeting - Requisites of valid meeting - E-Board meeting board - Advantages - E-voting Procedures. Resolution – Kinds - Secretarial Duties.

**UNIT –II** **15 Hrs**

Annual Accounts; Books of Accounts in Electronic Mode - Board's Report-Directors Responsibility Statements - Filing of Financial Statements - NFRA –Constitution – Duties - Powers.

**UNIT-III** **15 Hrs**

E-governance under MCA 21 and XBRL; Organisation of ROC - Digital Signature Certificate - E- Filing of Documents under MCA 21-Catagories of E-Forms - Annual Fillings - Structure of E-Forms - E- Filing Process – XBRL - Benefits of XBRL.

**UNIT-IV** **15 Hrs**

Dividend: Meaning and Definition – Statutory Provisions and Secretarial Duties – Powers of Board of Directors Regarding Dividend – Interim Dividend – Unclaimed Dividend – *Dividend Warrant* – Payment of Interest Out of Capital – Secretarial Duties in Connection with Dividend.

**UNIT–V** **15 Hrs**

Winding Up:Meaning – Modes of Winding Up- Petitions for Winding up – Consequences of Winding Up - Appointment of Official Liquidator – Duties of a Secretary in Respect of each Winding Up - Contemporary Developments; Distinguishing and Evaluating Features of Company Law in Other Jurisdictions.

**TEXTBOOKS**

1. Kapoor N.D., *Company Law and Secretarial Practice*, Sultan Chand&Sons,New Delhi,13<sup>th</sup> Edition,2010.

**REFERENCE BOOKS**

1. BalachandranV., and M.GovindarajanA *Student Handbook on Company Law and Practice*, Vijay Nicole Private Limited,1<sup>st</sup> Edition,2016.

2. Ghosh P.K., *Text book of Company Secretarial Practice*, Sultan Chand&Sons, New Delhi, 13<sup>rd</sup> Edition,2009.

3. Kuchaal M.C., *Secretarial Practice*, Vikas Publishing House, New Delhi, 16<sup>th</sup> Edition, 2000.

4. ICSI *Study Material*.