

CHAPTER DESCRIPTION

1. SECRETARY

- Meaning & Definition
- Features, Importance, Types
- Along with the explanation of each type of secretary, their Appointment & Qualifications are given
- Functions & Qualities of secretary
- Old chapters 1 & 2 clubbed together

(REMOVED-CHANGING CONCEPTS OF SECRETARY AND FUNCTIONS OF EACH TYPE OF SECRETARY)

CHAPTER DESCRIPTION

2. Joint stock company

- Evolution of business organisation
- **Introduced Limited Liability Partnership**
- Meaning, Definition & Features of Joint Stock Company
- Types of Companies (+ **New types**)

(REMOVED- MERITS & LIMITATIONS OF A JOINT STOCK COMPANY)

CHAPTER DESCRIPTION...

3. FORMATION OF A COMPANY

➤ Stages :-

- 1) Promotion
- 2) Incorporation
- 3) Commencement of business

(REMOVED – CAPITAL RAISING STAGE AND DISTINCTION BETWEEN CERTIFICATE OF INCORPORATION & CERTIFICATE OF COMMENCEMENT OF BUSINESS)

CHAPTER DESCRIPTION...

4. DOCUMENTS RELATED TO FORMATION OF A COMPANY

- Memorandum of Association
- **Doctrine of Ultra Vires**
- Articles of Association
- **Doctrine of Indoor Management**
- **Entrenched Articles**
- Prospectus and **Different types of Prospectus**

(REMOVED – STATEMENT IN LIEU OF PROSPECTUS AND DISTINCTION BETWEEN PROSPECTUS & STATEMENT IN LIEU OF PROSPECTUS)

CHAPTER DESCRIPTION...

5. MEMBERS OF A COMPANY

- Member V/S Shareholder
- Eligibility of Membership
- Acquisition of Membership
- Cessation/Termination of Membership
- Rights, Duties & Liabilities of Member

(REMOVED – Ch. STRUCTURAL ORGANISATION OF A JOINT STOCK COMPANY)

CHAPTER DESCRIPTION...

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL OF A COMPANY

- Directors , **DIN, Types of Directors**, Powers, Liabilities, Remuneration, Appointments
Qualification, Duties, **Legal position of Directors**, Removal
- **KMP :-**
 - i) Managing Director:- Meaning, Dis-qualification, Appointment, Powers & Duties
 - ii) **Whole Time Director**,
 - iii) Manager
 - iv) Company Secretary:- Definition, Duties, Rights, Position, Liabilities, Role, **Secretarial Standard & Secretarial Audit**
 - v) **Chief Financial Officer**
- Distinction between MD & Whole Time Director and MD & Manager
(REMOVED – AUDITOR)

CHAPTER DESCRIPTION...

7. COMPANY MEETINGS - I

➤ Essentials of valid meeting

1) Properly convened:- Authority, Notice, Agenda,

2) Properly constituted:- **Quorum** & Chairman

3) Properly conducted:- Proxy, Motion, Voting, Resolution & Minutes

➤ Distinction

CHAPTER DESCRIPTION...

8. COMPANY MEETINGS – II

➤ Types of Meetings:-

1) Shareholders Meetings:- (a)AGM & EGM

(b) Class Meeting

2) Directors Meeting :- Board Meeting & Committee Meeting

3) Creditors Meeting

➤ Functions of Secretary related with AGM

➤ Distinction

(REMOVED – STATUTORY MEETING AND SECRETARIAL DUTIES RELATED TO STATUTORY MEETING, EXTRA ORDINARY MEETING & BOARD MEETING)

CHAPTER DESCRIPTION...

9. BUSINESS COMMUNICATION SKILLS OF SECRETARY

- Business communication- Meaning & Definition
- **Types of communication**
- **Methods of communication**
- **Merits of written communication**
- **Modes of electronic communication**
- **Essential skills for effective communication**
- Roles of Secretary in Business communication :- Business Letter, **Notices, Reports and Minutes**

(REMOVED – PRECAUTIONS TO BE TAKEN WHILE WRITING BUSINESS LETTER)

CHAPTER DESCRIPTION...

10. CORRESPONDENCE WITH DIRECTORS

- Precautions to be taken by Secretary while corresponding with Directors
- Circumstances under which a secretary has to enter into correspondence with Directors
- Specimen letters
- **(New) Letter – Disclosure of personal interest**

(REMOVED –LETTER REQUESTING DIRECTOR TO ATTEND A MEETING AS AN EXPERT & INTIMATING REMOVAL OF A DIRECTOR)

CHAPTER DESCRIPTION...

11. CORRESPONDENCE WITH BANKS

- Bank:- Meaning, Functions of Commercial banks
- Precautions to be taken by Secretary
- Circumstances under which a secretary has to enter into correspondence with Banks
- Specimen Letters
- **(New)Letter – Overdraft facility**
- Distinction

CHAPTER DESCRIPTION...

12. CORRESPONDENCE WITH STATUTORY AUTHORITIES

- Ministry of Corporate Affairs
- Registrar of Companies
- National Company Law Tribunal
- National Company Law Appellate Tribunal
- Securities and Exchange Board of India
- Precautions to be taken while corresponding with statutory authorities
- Specimen Letters – i) MCA
 - ii) ROC
 - iii) NCLT
 - iv) Reply to an Investor