



**NATIONAL BANK FOR AGRICULTURE AND RURAL DEVELOPMENT
SYLLABUS FOR THE WRITTEN EXAMINATION FOR THE POST OF
ASSISTANT MANAGERS IN GRADE 'A'**

COMPANY SECRETARY

(The syllabus is illustrative and not exhaustive. The syllabus should not be considered as the only source of information while preparing for the examination. Keeping in view the nature of examination, all matters falling within the realm of the subject concerned will have to be studied by the candidate as questions can be asked on all relevant matters under the subject. Candidates appearing for the examination should also prepare themselves for answering questions that may be asked on the current/latest developments/Acts taking place under the subject(s) although those topics may not have been specifically included in the syllabus.)

Business Communication Meaning and significance of good communication; principles of business communication; means of communication - oral, written, visual, audio-visual; essentials of a good business letter, etc. **Business Correspondence** Related to Personnel, Purchase, Sales, Accounts, Secretarial (correspondence with shareholders and debenture-holders pertaining to dividend and interest, transfer and transmission, Stock Exchanges, Registrar of Companies and various authorities like RBI, SEBI) & Miscellaneous (IDM, Press Releases etc.) **Economics and Statistics** Conceptual understanding of economic concepts, principles of economics and statistical tools to interpret and analyse various economic phenomena, Definition and functions of statistics, statistical techniques commonly used in business activities, law of statistics, limitations of statistics **Financial Accounting, Business Laws** relating Contract, Sale of Goods, Negotiable Instruments, Partnership, Company Law, **Management** Meaning; nature of management and its process; planning, organising; directing; coordination and controlling, Social Responsibility of Business, **General and Commercial Laws:** General and commercial laws which have a bearing on the conduct of the corporate affairs, **Constitution of India** Broad framework of the Constitution of India; fundamental rights; directive principles of state policy; ordinance making powers of the President and the Governors; legislative powers of the Union and the States; freedom of trade, commerce and intercourse; constitutional provisions relating to State monopoly; judiciary; writ jurisdiction of High Courts and the Supreme Court; different types of writs - *habeas corpus*, *mandamus*, *prohibition*, *quo warranto* and *certiorari*; Concept of delegated legislation, **Interpretation of Statutes, Law relating to Specific Relief;** Arbitration and Conciliation; Torts; Limitation and Evidence, **Law relating to Transfer of Property, Law relating to Stamps, Law relating to Registration of Documents :** Registrable documents - compulsory and optional; time and place of registration; consequences of non-registration; description of property; miscellaneous provisions **Information Technology Law:** Important terms under Information technology legislation; digital signatures; electronic records; certifying authority; digital signature certificate; Cyber Regulation Appellate Tribunal; offences and penalties, **Code of Civil Procedure,** Elementary knowledge of the structure of civil courts, their jurisdiction, basic understanding of certain terms - order, judgement and decree, stay of suits, *res judicata*, suits by companies, minors, basic understanding of summary proceedings, appeals, reference, review and revision, **Criminal Procedure Code:** Offences; *mens rea*, cognizable and non-cognizable offences, bail, continuing offences,

searches, limitation for taking cognizance of certain offences, **Law relating to Right to Information, Company Accounts, Cost & Management Accounting, Tax Laws : The Income-tax Act, Service Tax, Value Added Tax, Company Law** as well as Schedules and Rules made thereunder including their interpretation through case laws, departmental circulars, clarifications, notifications, etc. **Incorporation and its Consequences:** Types of companies and their incorporation; memorandum and articles of association and their alteration; registered office; publication of name; commencement of business; contracts; deeds; common seal; effect of incorporation, Re-registration and registration of unregistered joint-stock companies. The doctrine of *ultra-vires*, constructive notice and indoor management. *Promoters* - meaning and importance; position, duties and liabilities. **Financial Structure:** Concept of capital and financing of companies, sources of capital; classes and types of shares; equity with differential rights; issue of shares at par, premium and discount; etc., **Membership, Depositories and Transfer/Transmission:** *Membership* - modes of acquiring membership; rights and privileges of members, register of members; dematerialisation and rematerialisation of securities; transfer and transmission of securities in physical and depository modes; nomination. **Management and Control of Companies** *Directors* – appointment/re-appointment, qualifications, disqualifications, remuneration, vacation of office, retirement, resignation and removal; loans to directors; powers and duties; office or place of profit; role of directors; contracts in which directors are interested, **Dividend:** Profit and ascertainment of divisible profits; declaration and payment of dividend; treatment of unpaid and unclaimed dividend; transfer of unpaid and unclaimed dividend to Investor Education and Protection Fund **Investments, Loans and Deposits:** Law relating to making investments in and granting loans to other bodies corporate and giving guarantees and providing security, Invitation, acceptance, renewal, repayment, default and remedies. **Accounts and Audit, Board's Report and Disclosures**– preparation; disclosures; directors' Responsibility statement, Compliance certificate – need and purpose; issue and signing by practising company secretary; disclosure and filing, Compromises and Arrangements, **Societies, Co-operative Societies, Trusts, Producer Companies and Limited Liability Partnerships, Economic and Labour Laws:** Industries Development and Regulation, Trade, Competition and Consumer Protection, Concept of competition, development of competition law, Consumer protection law; objects; rights of consumers; nature and scope of remedies; appearance before Consumer Dispute Redressal Forums, Essential Commodities and Standards of Weights and Measures, Management of Foreign Exchange Transactions, Pollution Control and Environmental Protection, Management of Intellectual Property Rights, Prevention of Money Laundering, Minimum Wages Act, 1948, Payment of Bonus Act, 1965, Payment of Gratuity Act, 1972, Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Employees' State Insurance Act, 1948, Workmen's Compensation Act, 1923, Contract Labour (Regulation and Abolition) Act, 1970, Industrial Disputes Act, 1947, Industrial Employment (Standing Orders) Act, 1946, Factories Act, 1948, **Securities Laws and Compliances:** Securities Contracts (Regulation) Act, 1956; SEBI Act, 1992; Depositories Act, 1996; authorities governing capital markets; objective, power and functions of SEBI; Securities Appellate Tribunal, appearance before SAT. **Issue Management and Compliances, Resource Mobilisation in International Capital Market. Company Secretarial Practice: E-governance (MCA – 21) :** *Important Features of MCA-21-* CIN, DIN, DSC, CFC, SRN, etc; E-forms and on-line filing and inspection of documents. **Company Formation and Conversion, Alteration of Memorandum and Articles, Issue and Allotment of Securities, Membership and Transfer/Transmission, Directors and Managerial Personnel, Company Secretary** – *Company Secretary in Practice* – Functions ; procedure for appointment, resignation and removal of company secretary in practice, *Auditors*

:Procedure for appointment/reappointment, resignation and removal of statutory auditors and branch auditors; appointment of cost auditors; special auditors; CAG audit, **Decision-making Forums and Meetings, Preparation & Presentation of Reports, Inter-corporate Loans, Investments, Guarantees and Security** : Procedure for making inter-corporate loans, investments, giving of guarantees and providing of security, **Filing and Filing of Returns and Documents, etc., Striking off Names of Companies** – Law and Procedure, **Best Practices** - Secretarial Standards, **Insider Trading, Global Developments in Company Law, Drafting of Agreements, Drafting of Various Deeds, Drafting of Agreements under the Companies Act, Appearances and Pleadings, Compounding of Offences, Treasury and Forex Management, Security Analysis and Portfolio Management, Recent Developments in Financial, Treasury and Forex Management, Corporate Restructuring and Insolvency** : **Strategies:** Planning, formulation and execution of various corporate restructuring strategies - mergers, acquisitions, takeovers, disinvestments and strategic alliances, demergers and hiving off, **Mergers and Amalgamations, Takeovers, Funding of Mergers and Takeovers, Valuation of Shares and Business, Corporate Demergers and Reverse Mergers, Post Merger Re-organisation, Financial Restructuring, Legal Documentation, Corporate Insolvency-** Revival, Rehabilitation and Restructuring of Sick Companies, **Securitisation and Debt Recovery, Securitisation Act, Debt Recovery Act, Winding up, Strategic Management Alliances and International Trade, Performance Evaluation - criteria and challenges, Risk Management, Management Information Systems, Internal Control Systems, Foreign Collaborations and Joint Ventures, International Trade and Treaties, Anti-dumping, Subsidies and Countervailing Duties, Settlement of Disputes under WTO, Advanced Tax Laws and Practice, International Taxation, Due Diligence and Corporate Compliance Management, Governance, Business Ethics and Sustainability, Contemporary developments**

