

**TAMIL NADU PUBLIC SERVICE COMMISSION  
SYLLABUS  
ASSOCIATE COMPANY SECRETARYSHIP – FINAL**

**Code: 473**

**UNIT I: COMPANIES ACT, 2013 – PART I (30 Questions)**

Incorporation of different types of companies – Charter documents – shares and debentures including various modes of issue, buyback, sweat equity etc. – differential voting rights Charges – accounts and audit, including CAG audit – board's report – dividend – corporate social responsibility and its rules

**UNIT II: COMPANIES ACT, 2013 – PART II (30 Questions)**

Directors and KMP – Composition of Board and Committees – Board and Committee meetings – Secretarial standards on Board and General Meetings – Management and administration including general meetings and postal ballot – rights of shareholders including right to inspect documents

**UNIT III: COMPANIES ACT, 2013 – PART III (20 Questions)**

Loans, Investments, Guarantees / Security – related party transactions – Borrowings

**UNIT IV: CORPORATE RESTRUCTURING AND DISSOLUTION (20 Questions)**

Mergers and amalgamations – strike-off – vanishing companies – willful defaulter – winding up – valuation of shares and business – matters relating to joint venture agreements – shareholder agreements, including share subscription and share purchase agreements – due diligence exercises – arbitration clauses – non-disclosure agreements

**UNIT V: CAPITAL MARKETS AND SECURITIES LAWS (20 Questions)**

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including compliance relating to related party transactions with knowledge on AS-18/Ind-AS 24 - SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 – SEBI (Prohibition of Insider Trading) Regulations, 2015 – SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 – Basics of primary and secondary market, including compliance with stock exchanges

**UNIT VI: OTHER LAWS – PART I (20 Questions)**

Indian Contract Act, 1872 – Negotiable Instruments Act, 1881 – Specific Relief Act, 1963 – Arbitration and Conciliation Act, 1996 – Laws relating to intellectual property rights

**UNIT VII: OTHER LAWS – PART II (30 Questions)**

Transfer of Property Act, 1882 – Right to Information Act, 2005 – Tamil Nadu Transparency in Tenders Act, 1998 – Information Technology Act, 2000 – Prevention of Money Laundering Act, 2002 – Foreign Exchange Management Act, 1999 – Fugitive Economic Offender Act, 2018 – Environmental Laws – Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 – Competition Act, 2002

**UNIT VIII: ESG AND BRSR (10 Questions)**

Sustainable development – ESG reporting – Business Responsibility and Sustainability Report – Social Stock Exchanges – Green Bonds – Carbon Rating / Green Rating

**UNIT IX: DRAFTING AND COMPLIANCE MANAGEMENT (10 Questions)**

Drafting of resolutions, agreements etc. – compliance management – audit and due diligence – secretarial audit – forensic audit – fraud detection techniques

**UNIT X: STRATEGIC MANAGEMENT (10 Questions)**

Strategic analysis – formulation of strategy – sources of corporate funding – project evaluation