

DEPARTMENT OF COMMERCE
B.Com. (Semester-III)
(w.e.f. Academic Session- 2018-19)

Course code	Nomenclature of Paper	Max. Marks	L	T	P	Total Credit
COM- CC-311	Company Law	100	5	1	0	6

Objective: The objective of the course is to impart basic knowledge of the provisions of the Companies Act 2013. Case studies involving issues in company law are required to be discussed.

Syllabus Contents

UNIT – I (18 Lectures)

Introduction: Administration of Company Law [including National Company Law Tribunal (NCLT), National Company Law Appellate Tribunal (NCLAT), Characteristics of a company; types of companies including one-person company, small company and dormant company; association not for profit; illegal association; formation of company, promoters, their legal position, pre-incorporation contract.

UNIT – II (18 Lectures)

Incorporation of Company's Documents: Memorandum of Association, Articles of Association, Doctrine of constructive notice and indoor management.

Shares' Documentation: prospectus-shelf and red herring prospectus, Mis-statement in prospectus; GDR; Book building; Issue, allotment and forfeiture of share, Transmission of shares, Buyback and provisions regarding buyback; Issue of bonus shares.

UNIT – III (18 Lectures)

Management: Classification of directors, women directors, independent director, small shareholder's director; Disqualifications, director identity number (DIN); Appointment; Legal positions, powers and duties; removal of directors; Key managerial personnel, managing director, manager;

Meetings & Committees: Meetings of shareholders and board; Types of meeting, convening and conduct of meetings, postal ballot, meeting through video conferencing, e-voting; Committees of Board of Directors - Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee.

UNIT – IV (18 Lectures)

Dividends, Accounts, Audit: Provisions relating to payment of Dividend, Provisions relating to Books of Account, Provisions relating to Audit, Auditors' Appointment, Rotation of Auditors, Auditors' Report, Secretarial Audit.

Majority Rule and Minority Rights: Law relating to Majority Powers and Minority Rights.

UNIT – V (18 Lectures)

Winding Up: Concept and different methods of Winding Up of companies.

Company secretary: Definition, appointment, qualification, legal position, rights, duties liabilities and removal of company secretary. Whole-time and part-time secretary, director as secretary, Professionalization of company secretary-ship in India. Function of company secretary in regard to company formation, issue and forfeiture of share, dividends and meetings.

Note: Current issues and developments are to be discussed.

ESSENTIALS READINGS:

1. Sharma, J.P., *An Easy Approach to Corporate Laws*, Ane Books Pvt. Ltd., New Delhi
2. MC Kuchhal, *Modern Indian Company Law*, Shri Mahaveer Book Depot (Publishers), Delhi.
3. GK Kapoor and Sanjay Dhamija, *Company Law*, Bharat Law House, Delhi.
4. Anil Kumar, *Corporate Laws*, Indian Book House, Delhi
5. Reena Chadha and Sumant Chadha, *Corporate Laws*, Scholar Tech Press, Delhi.

SUGGESTED /RECOMMENDED READINGS:

1. Avtar Singh, *Introduction to Company Law*, Eastern Book Company
2. Ramaiya, *A Guide to Companies Act*, LexisNexis, Wadhwa and Buttersworth.
3. *Manual of Companies Act, Corporate Laws and SEBI Guideline*, Bharat Law House, New Delhi,.
4. *A Compendium of Companies Act 2013, along with Rules*, by Taxmann Publications.
5. Gower and Davies, *Principles of Modern Company Law*, Sweet & Maxwell
6. Sharma, J.P., *An Easy Approach to Corporate Laws*, Ane Books Pvt. Ltd., New Delhi

Note: Latest edition of text books may be used.