

<b>PROGRAM</b>	<b>Bachelor of Commerce/ Bachelor of Commerce (Hons)</b>
<b>SEMESTER</b>	<b>IV</b>
<b>COURSE TITLE</b>	<b>Company Law</b>
<b>COURSE CODE</b>	<b>04BC0409</b>
<b>COURSE CREDITS</b>	<b>04</b>
<b>COURSE DURATION</b>	<b>48 Hrs (48 sessions of 60 minutes each)</b>

**COURSE OUTCOMES:**

- Demonstrate knowledge of the theories, concepts and principles related to the structure and regulation of company organizations.
- Analyze the likely impact of these trends and developments on the major topics in Company Law.
- To understand the Management and Administration of the Company.
- To understand the basic requirements of the Documentations for the forming of the company.
- To comprehend the process of winding up of the company.

**Teaching and Examination Scheme**

Teaching Scheme (Hours)			Credits	Internal Marks (50%)		End-Semester Examination (50%)			Total Marks
Theory	Tutorial	Practical		IA	CSE	Theory	Practical/Viva	Term Work (TW)	
4	0	0	4	30	20	50	0	0	100

**Course Contents:**

Unit No	Unit / Sub Unit	Sessions
<b>I</b>	<b>Introduction:</b>  Joint stock Company –Meaning- definition - Nature and characteristics of a company- kinds of a company including one-person company, small company and dormant company; association not for profit; illegal association -lifting of corporate veil – formation of company, on-line filing of documents, - promoters, their legal position,, duties and liabilities of promoters , pre-incorporation contract; on-line registration of a company.  Administration of Company Law [including National Company Law Tribunal	10

	(NCLT), National Company Law Appellate Tribunal (NCLAT), Special Courts];	
<b>II</b>	<p><b>Company's Constitutional Documents</b></p> <p>Memorandum of Association(MOA): meaning and importance - Registration and Its Effect; Binding Nature; Clauses in Memorandum of Association - doctrine of ultra-virus - Rule of Constructive Notice -doctrine of indoor management- alteration in memorandum of association – Article of Association (AOA)- meaning - Importance,- content -difference between MOA &amp; AOA - Alteration of Articles of Association.</p> <p>Prospectus- definition- object- conditions for the issue of the prospectus-statement in lieu of prospectus –Types of Prospectus (Abridged prospectus, Shelf Prospectus, Red Herring Prospectus and Deemed prospectus) - misrepresentation and penalties in case of misrepresentation in prospectus.</p>	10
<b>III</b>	<p><b>Shares Capital</b></p> <p>Shares: Definition- share Vs stock- kinds of share capital - guidelines for issue of fresh capital- public issue- private placement- underwriting of shares capital- bonus issues-right issues- employees stock option plans- public share at par, premium and discount- forfeiture, rules for valid forfeiture- transfer&amp; transmission- buy back.</p> <p><b>Share allotment &amp; share certificate</b></p> <p>Share allotment- meaning- statutory provisions- irregular allotment-consequences of irregular allotment- rules regarding issue of share certificates- distinction between share certificate and share warrants</p>	10
<b>IV</b>	<p><b>Management and Meetings</b></p> <p><b>Directors</b></p> <p>Directors: meaning- position- classification, additional, alternate and adhoc director; women directors, independent director, small shareholders' director; director identity number (DIN) - who can appoint a director, qualification &amp; disqualification- appointment of directors- rights, powers, duties and liabilities of a director- number of director &amp; directorship- vacation of office of directors- removal of a director- resignation of a director- interested directors- managing directors</p> <p><b>Meetings</b></p> <p>Meetings of shareholders and board; types of meeting, convening and conduct of meetings, requisites of a valid meeting; postal ballot, meeting through video conferencing, e-voting; –Statutory, Annual general meeting and Extra-ordinary General meeting.        Company Meetings (Directors) : –Requisites of valid Board Meeting-notice, quorum, Chairman, resolutions, minutes. –Procedure of convening &amp; conducting a Board meeting.</p>	10

<b>V</b>	<b>Winding up of companies</b>  Concept - modes of winding up – who can apply for winding-up - effects of winding upon antecedent and other transactions-appointment of liquidators - winding up of unregistered companies	8
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**SUGGESTED READINGS:**

**Text Books:**

Sr. No	Author/s	Name of the Book	Publisher	Edition & Year of Publication
<b>T-01</b>	G.K. Kapoor & Sanjay Dhamija	Company Law	Taxmann's University Edition.	20th Edition 2017

**Reference Books:**

Sr. No	Author/s	Name of the Book	Publisher	Edition and Year of Publication
<b>R-01</b>	Bare Act	Companies Act 2013	Bharat Law House Pvt. Ltd.	26 <sup>th</sup> Edition
<b>R-02</b>	G.K. Kapoor Sanjay Dhamija	Company Law and Practice (Paperback): A Comprehensive Text Book on Companies Act 2013	Taxman	22nd Edition 2017