

COURSE TITLE	CORPORATE LAW II
COURSE CODE	10FL1603
COURSE CREDITS	4

Objective:

- 1 To acquire knowledge and develop an understanding of the regulatory framework of incorporation of companies, company affairs
- 2 various compliances through various provisions of the Companies Act
- 3 its schedules, rules, notifications, circulars, and clarifications including case laws and Secretarial-legal standards.

Course Outcomes: After completion of this course, student will be able to:

- 1 The learners will be able to understand substantive & procedural provisions as well as equipped with knowledge of various compliances on the part of companies and the effect of non-compliance with Company Law 2013.
- 2 Students will be able to analyse judicial decisions and apply new dimensions while interpreting Company Law 2013.
- 3 Learners will be able to evaluate the implications of company affairs with a higher thinking order of deep knowledge and professional competence.

Pre-requisite of course: Law of Contract, Corporate Law I

Teaching and Examination Scheme

Theory Hours	Tutorial Hours	Practical Hours	ESE	IA	CSE	Viva	Term Work
3	1	0	50	30	20	0	0

Contents : Unit	Topics	Contact Hours
1	Corporate Administration- II Board of Directors 1. Constitution, Powers & composition, Restriction and Powers of Board, Board Committees- Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee and other Committees., Meetings: 1 Meetings of Board and Committees– Frequency, Convening, Proceedings, Video Conferencing of Board/Committee(s); Resolution by Circulation; Minutes and Evidence, General Meetings – Kinds of Meetings; Law, Practice and Procedure Relating to Convening and Proceedings at General and Other Meetings; Notice, Quorum, Chairman, Proxy, Voting including Voting through Electronic Means; Resolutions, Circulation of Members’ Resolution, etc.; Postal Ballot; Recording, Signing and Inspection of Minutes, Distribution of Powers of a Company – Division of Powers between Board and General Meetings; Acts by Directors in Excess of Authority; Monitoring and Management	9

Contents : Unit	Topics	Contact Hours
2	<p>Inspection, Inquiry and Investigation Inspection 1. Power to call for information, inspect books & conduct inquiries, What books & papers can be inspected?, Place & time of inspection, Duties of BoD, KMP & employee to assist in inspection, Power of inspector, Supply of report, Investigation, who can apply & scope of investigation, nvestigation into Affairs of the Company by SFIO, Investigation into company’s affairs in other cases, firm, body corporate / association not to be appointed as inspector, investigation of ownership of a company, Power & report of the Inspector/s, Follow up action of central government on investigation report of the inspector, investigation etc. of foreign companies S. 228, , Penalty, difference between inspection and investigation</p>	8
3	<p>Compromises, Arrangements, and Amalgamations Meaning of compromise, arrangement & amalgamation, Statutory provision on compromise or arrangement, Exercise of the Tribunal’s discretion, Information as to compromise or arrangement (s.230), Reconstruction and amalgamation, Meaning of reconstruction, Meaning of amalgamation and merger, Difference between amalgamation & reconstruction, Takeover v. merger, Legal provisions on reconstruction & amalgamation, Reconstruction/ amalgamation by sale of undertaking (S.232), Merger or amalgamation of certain companies (s. 233), , Application of s. 233 to start up companies, Merger or amalgamation with foreign company (S.234), Power to acquire shares of shareholders dissenting from scheme or contract approved by majority (s.235), Amalgamation of companies in public interest (S.237), Preservation of books & Papers of Amalgamated company (S.239), Offences committed prior to merger, amalgamation (S.240), Valuation by registered valuers</p>	9
4	<p>Majority Rules and minority Protection & Prevention of Oppression and Mismanagement Meaning of Majority Rule and Minority Rights, Law relating to Majority Powers and Minority Rights Shareholder Remedies – Actions by Shareholders; Statutory Remedies; Personal Action, Prevention of Oppression and Mis-Management 1. Mening of oppression, pplication to Tribunal for relief in cases of oppression etc..., Power of Tribunal, ,Oppression of Majority, Appeals against the order of the Tribunal & variation of the order of Tribunal, Composite/ simultaneous petition u/s. 242 & 271 Whether maintainable, Power of the Tribunal S. 242, Class Action</p>	1
5	<p>Penalties, and Their Compounding Regulatory Framework, Offences penalty and compounding-2013, Establishment of a special court, Offences to be noncognizable, Appointment of company prosecutors, Punishment for fraud, Adjudication of penalties, List of offenses compoundable in nature, Lesson Round-Up</p>	6

Contents : Unit	Topics	Contact Hours
6	Winding Up Modes of Winding Up S.270, Powers of Tribunal, Who can make a petition? S. 272, Commencement of winding up S. 357, Procedure for winding up and Consequences of winding up order, Submission of report by company liquidator S. 281, Promoters, directors etc. to cooperate with the company liquidator S. 284, Advisory Committee S. 287, Dissolution of company S.302, Summary procedure for liquidation S.361, Debts of all descriptions to be admitted to proof S. 324, Avoidance of voluntary transfer S. 329, Transfer for benefit of all creditors S. 330, Effect of floating charge S. 332, Distribution of property, Contributory, , Winding up of a foreign company, Removal of name of company from Register of Companies, Transfer of winding up procedure to Tribunal	9
7	National Company Law Tribunal, Appellate Tribunal Orders of Tribunal, Appeal from Orders of Tribunal, Delegation of Powers, Limitation, Transfer of Certain Pending Proceedings	3
Total Hours		45

Suggested List of Experiments:

Contents : Unit	Topics	Contact Hours
1	issues related to corporate Law issues related to corporate Law	15
Total Hours		15

Textbook :

- 1 Company Law and Practice Book, G K Kapoor, Sanjay Dhamija, Taxmann Publication, 2024

References:

- 1 Principles of Modern Company Law, Principles of Modern Company Law, Davies, Paul L., Thomson Reuters South Asia Private Limited, 20

Suggested Theory Distribution:

The suggested theory distribution as per Bloom's taxonomy is as follows. This distribution serves as guidelines for teachers and students to achieve effective teaching-learning process

Distribution of Theory for course delivery					
Remember / Knowledge	Understand	Apply	Analyze	Evaluate	Higher order Thinking / Creative
10.00	10.00	30.00	10.00	20.00	20.00

Supplementary Resources:

- 1 <https://www.sebi.gov.in/>
- 2 <https://www.mca.gov.in/content/mca/global/en/home.html>
- 3 <https://www.mondaq.com/topic/3/corporatecommercial-law>
- 4 <https://www.mondaq.com/worldwide/corporatecommercial-law/corporate-and-company-law>