

**S.Y. B.Com.**  
**Compulsory Paper**  
**Subject Name -: Elements of Company Law.**  
**Course Code -: 205**

**Objectives:**

- 1) To impart students with the knowledge of fundamentals of Company Law.
- 2) To update the knowledge of provisions of the Companies Act of 2013.
- 3) To apprise the students of new concepts involving in company law regime.
- 4) To acquaint the students with the duties and responsibilities of Key Managerial Personnel.
- 5) To impart students the provisions and procedures under company law.

<b>Term – I</b>		
<b>Sr. No.</b>	<b>Topic</b>	<b>Lectures</b>
<b>Unit 1</b>	<p><b>Introduction to the New Act &amp; Concept of Companies:</b></p> <p>1.1. Background and Salient Features of the Act of 2013, Overview of the changes introduced by the Act of 2013;</p> <p>1.2. Nature and types of Companies, Definitions and important features of a Company- Distinction between a company and a partnership - Lifting or Piercing the Corporate Veil</p> <p>1.3. Types of Companies based on various criteria including one man company, dormant company, sick and small company, associate company.</p> <p>1.4. Distinction between private and public company (Advantages, Disadvantages and privileges of both the companies) - Conversion of a private company into a public company - Conversion of a public company into a private company.</p>	<b>13</b>
<b>Unit 2</b>	<p><b>Formation and Incorporation of a Company:</b></p> <p>2.1. Stages in the Formation and Incorporation.</p> <p>2.1.1. Promotion: Meaning of the term ‘Promoter’ / Promoter Group - Legal Position of Promoters, Pre-incorporation contracts.</p> <p>2.1.2. Registration/ Incorporation of a company : - Procedure, Documents to be filed with ROC. Certificate of Incorporation- Effects of Certificate of Registration.</p> <p>2.1.3. Floatation/ Raising of capital.</p> <p>2.1.4. Commencement of business.</p>	<b>8</b>
<b>Unit 3</b>	<p><b>Documents relating to Incorporation and Raising of Capital:</b></p> <p>3.1 <b>Memorandum of Association:</b> Meaning and importance- Form and contents- Alteration of memorandum.</p> <p>3.2 <b>Articles of Association:</b> Meaning- Relationship of and distinction between Memorandum of association and Articles of association- Contents and form of Articles- Alteration of articles- Doctrine of constructive notice- Doctrine of Indoor Management.</p> <p>3.3 <b>Prospectus:</b> Meaning and Definition- Contents- Abridged form of</p>	<b>07</b>

	prospectus- Statutory requirements in relation to prospectus- Deemed prospectus- Shelf prospectus - Statement in lieu of prospectus- Mis-statement in a prospectus and Liabilities for Mis-statement.	
<b>Unit 4</b>	<b>Capital of the Company</b> 4.1 Various Modes for Raising of Share Capital including private placement, public issue, rights issue, bonus shares. 4.2 ESOS, Sweat Equity Shares, Buy-back of shares. 4.3 Allotment of Shares: Meaning- - Statutory provisions for allotment, improper and irregular allotment- Consequences of irregular allotment. 4.4 Calls On Shares: Meaning- Requisites of a valid call, Calls in advance 4.5 Share Certificates: Meaning, Provisions regarding issue of share certificates - Duplicate Share Certificate. 4.6 Share Capital – Meaning, Structure (Kinds) – Concept of Securities – Definition, Nature and Kinds of Shares.	<b>14</b>
<b>Unit 5</b>	<b>Forfeiture, Surrender &amp; Transfer of Shares</b> 5.1 Forfeiture and Surrender of Shares: Meaning of forfeiture of shares: - Conditions/Rules of valid forfeiture- Effect of forfeiture- Re-issue of forfeited shares- Annulment of forfeiture- 5.2 Surrender of shares 5.3 Transfer and transmission of shares - meaning and procedure distinction between transfer and transmission 5.4 Nomination of shares	<b>6</b>
	<b>Term – II</b>	
<b>Sr. No.</b>	<b>TOPIC</b>	<b>Lectures</b>
<b>Unit 6</b>	<b>E-Governance and E-Filing:</b> 6.1 Introduction- Meaning of E-Governance 6.2 Advantages of E-Governance, 6.3 Basic understanding of MCA Portal 6.4 E-filing (Ss. 397 to 402), DIN-Directors Identification Number (Ss. 153-159)	<b>06</b>
<b>Unit 7</b>	<b>Management of Company:</b> 7.1 Board of Directors: Definition, Powers, Restrictions, Prohibition on Board. (Ss. 179 to 183) 7.2 Director: Meaning and Legal position of directors. 7.3 Types of Directors – Types including Executive, Non -Executive, Independent, Additional, Alternate, Interested, Nominee Director, Related Party Transactions (Ss. 188) 7.4 Appointment of Directors, Qualifications and Disqualifications. 7.5 Powers, Duties, Liabilities of Directors, Remedies for Breach of Duties. 7.6 Loans to Directors (S. 185), Remuneration of Directors	<b>10</b>
<b>Unit 8</b>	<b>Key Managerial Personnel (KMP)</b> 8.1 Meaning, Definition and Appointments of Managing Director,	<b>10</b>

	<p>Whole Time Director,  Manager,  Company Secretary  Term of office/ Tenure of appointment, Remuneration –</p> <p>8.2 Distinction between Managing Director, Manager and Whole Time Director - Role (Powers, Functions of above KMP)</p> <p>8.3 Corporate Social Responsibility (CSR) [U/S 135] – Concept who is Accountable, CSR Committee, Activities under CSR,</p> <p>8.4 Role of Board of Directors.</p> <p>8.5 Prevention of Oppression and Mismanagement (Ss. 241 to 246)</p>	
<b>Unit 9</b>	<p><b>Company Meetings:</b></p> <p>9.1 Board Meeting – Meaning and Kinds</p> <p>9.2 Conduct of Meetings - Formalities of valid meeting [Provisions regarding agenda, notice, quorum, proxies, voting, resolutions (procedure and kinds) minutes, filing of resolutions, Virtual Meeting]</p> <p>9.3 Meeting of Share Holders  General Body Meetings, Types of Meetings  A. Annual General Meeting (AGM), Ss. 96 to 99  B. Extraordinary General Meeting (EOGM) – S. 100</p> <p>9.4 Provisions regarding convening, constitution, conducting of General Meetings contained in Ss. 101 to 114</p>	<b>12</b>
<b>Unit 10</b>	<p><b>10.1 Revival and Re-habilitation of Sick Companies (S. 253-269)</b></p> <p><b>10.2 Compromises, Arrangements and Amalgamation:</b> Concept and Purposes of Compromises, Arrangements, Amalgamation, Reconstruction – Fine distinction between these terms.:</p> <p><b>10.3 Winding –up :</b> Meaning of winding-up, Dissolution of company, Conceptual understanding of winding-up by the Tribunal, Compulsory winding-up, Members’ voluntary winding-up, Creditors’ voluntary winding-up</p>	<b>10</b>

<b>Recommended Books</b>
<ol style="list-style-type: none"> <li>1) Bharat’s – Companies Act, 2013 with comments, Edited by: Ravi Puliani, Advocate Mahesh Puliani, Bharat Law House Pvt. Ltd., New Delhi, 19<sup>th</sup> Edition, 2013.</li> <li>2) Introduction to Company Law, Karn Gupta, Publication: LexisNexis, 2013, Gurgaon, Haryana, India.</li> <li>3) The Companies Act, 2013. With notes to Legislative Clauses. 2014 Edition. Corporate Professionals – where excellence is Law, CCH – a Wolters Kluwer business. Wolters Kluwer (India) Pvt. Ltd., DLF – Cyber City, Gurgaon, Haryana (India)</li> <li>4) Insights into the New Company Law – Prachi Manekar LexisNexis, Gurgaon, Haryana, India, 2013.</li> </ol>

- 5) Taxman's, Company Law Ready Reckoner, V.S. Datey, Printed at – Tan Prints (India) Pvt. Ltd. Jhajjar, Haryana, India., 13<sup>th</sup> September, 2013.
  - 6) Analysis of Companies Act, 2013, Corporate Professionals – where excellence is Law., CCH – a Wolterskluwer business., Corporate Professionals India Pvt. Ltd., New Delhi, India., Published by – Wolters Kluwer (India) Pvt. Ltd., 2013.
-