

<b>B.COM. (HONS.): SEMESTER – II</b>	<b>CORE-4: BCH220C2: CORPORATE LAWS</b>
<b>CREDITS : THEORY: 6; TUTORIAL: 2</b>	<b>MARKS: THEORY: 60; TUTORIAL: 30</b>
	<b>TOTAL MARKS: 90</b>

## **CORPORATE LAWS**

*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.*

### **CONTENTS (THEORY):**

#### **Unit - 1**

**(Marks: 15)**

**Introduction** - Meaning and Characteristics of a company; lifting of corporate veil; 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;. Administration of Company Law [including National Company Law Tribunal (NCLT), National Company Law Appellate Tribunal (NCLAT), Special Courts].

#### **Unit - 2**

**(Marks: 15)**

**Documents** - Memorandum of association: Clauses, Articles of association: Contents of Articles of Association. Doctrine of constructive notice and indoor management prospectus: shelf and red herring prospectus, Misstatement in prospectus, **Dividends, and Audit:** Provisions relating to payment of Dividend, Provisions relating to Audit, Auditors' Appointment and duties. Auditors' Report: types and contents.

#### **Unit - 3**

**(Marks: 15)**

**Management:** Director: Qualifications, Disqualifications, types, powers and duties, appointment and removal, director identity number. Key managerial personnel. Types of meeting: Statutory meeting, AGM, Extraordinary General Meeting, BODs meeting, Class meeting. Committees of Board of Directors - Audit Committee, Corporate Social Responsibility Committee: Constitution and purpose.

#### **Unit – 4**

**(Marks: 15)**

**Winding Up** - Concept and modes of Winding Up.

**Insider-Trading, Whistle-Blowing** - Insider-Trading; meaning and legal provisions; Whistle- blowing: Concept and Mechanism.

**Depositories Law:** The depositories Act 1996: Meaning, features, rights and obligations of depositories; participants, issuers and beneficial owners.

---

### **TUTORIAL: Unit – 5 and Unit – 6**

**(Marks: 30)**

1. *Practical on Online registration of a company and demonstration thereof by each student individually*  
or
2. *Case studies of winding up of a select company and submission of report thereof by each student individually*

#### **Suggested Readings:**

1. MC Kuchhal, *Modern Indian Company Law*, Shri Mahaveer Book Depot (Publishers), Delhi.
2. GK Kapoor and Sanjay Dhamija, *Company Law*, Bharat Law House, Delhi.
3. Anil Kumar, *Corporate Laws*, Indian Book House, Delhi
4. Reena Chadha and Sumant Chadha, *Corporate Laws*, Scholar Tech Press, Delhi.
5. Avtar Singh, *Introduction to Company Law*, Eastern Book Company
6. Ramaiya, *A Guide to Companies Act*, LexisNexis, Wadhwa and Buttersworth.
7. *Manual of Companies Act, Corporate Laws and SEBI Guideline*, Bharat Law House, New Delhi,.
8. *A Compendium of Companies Act 2013, along with Rules*, by Taxmann Publications.
9. Gower and Davies, *Principles of Modern Company Law*, [Sweet & Maxwell](#)
10. Sharma, J.P., *An Easy Approach to Corporate Laws*, Ane Books Pvt. Ltd., New Delhi

**Note: Latest edition of text books may be used.**