

B. Com (Hons.) (Accounting and Taxation)
CORE COURSE (CC)
SEMESTER III
(BCB32301T): COMPANY LAW

MAX. MARKS: 100

EXTERNAL: 70

INTERNAL: 30

PASS: 40%

Credits: 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.

Course Outcomes:

CO 1:	To understand the regulatory and more general procedural elements pertaining to various company forms, taking into account the Companies Act of 2013 and its regulations.
CO 2:	Prepare the basic legal documents required for formation of a company.
CO 3:	Analyze the managerial composition of companies and examine the process of company meetings.
CO 4:	To evaluate the dividend distribution structure and gain knowledge of the winding up procedure.

SECTION A

Block I: Introduction: Administration of Company Law

Administration of Company Law including National Company Law Tribunal (NCLT), National Company Law Appellate Tribunal (NCLAT), Special Courts

Block II: Formation of a Company

Formation of Company, 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, on-line filing of documents, promoters, their legal position, pre-incorporation contract; on-line registration of a company.

Block III: Documents of a Company

Documents – Memorandum of association, Articles of association, Doctrine of constructive notice and indoor management prospectus-shelf and red herring prospectus, Misstatement in prospectus, GDR; Book building; Issue, allotment and forfeiture of share, Transmission of shares, Buyback and provisions regarding buyback; Issue of bonus shares.

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 and manager.

SECTION B

Block IV: Meetings, Committee of board of directors, 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.

Block V: Dividends and Audit

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

Block VI: Winding Up, Insider-Trading and Insider-Trading

Winding Up - Concept and modes of Winding Up.

Insider-Trading: meaning and legal provisions.

Whistleblowing: Concept and Mechanism.

Suggested Readings:

1. Kuchhal, M.C. (2018), *Modern Indian Company Law*, Shri Mahaveer Book Depot (Publishers), Delhi.
2. Kapoor G.K. and Dhamija, S. (2023), *Company Law*, Bharat Law House, Delhi.
3. Kumar, A. (2022), *Corporate Laws*, Taxmann's Corporate Laws, Delhi
4. Chadha, Reena and Chadha, Sumant (2021), *Corporate Laws*, Scholar Tech Press, Delhi.
5. Singh, Avtar (2018), *Introduction to Company Law*, Eastern Book Company

INSTRUCTIONS FOR THE PAPER SETTER/EXAMINER:

1. The syllabus prescribed should be strictly adhered to.
2. The question paper will consist of three sections: A, B, and C. Sections A and B will have four questions from the respective sections of the syllabus and will carry 10 marks each. The candidates will attempt two questions from each section.
3. Section C will have fifteen short answer questions covering the entire syllabus. Each question will carry 3 marks. Candidates will attempt any ten questions from this section.
4. The examiner shall give a clear instruction to the candidates to attempt questions only at one place and only once. Second or subsequent attempts, unless the earlier ones have been crossed out, shall not be evaluated.
5. The duration of each paper will be three hours.

INSTRUCTIONS FOR THE CANDIDATES:

Candidates are required to attempt any two questions each from the sections A and B of the question paper and any ten short questions from Section C. They have to attempt questions only at one place and only once. Second or subsequent attempts, unless the earlier ones have been crossed out, shall not be evaluated.