

**B.Com. (Hons.) Revised Syllabus as approved by Academic Council on 21st June, 2014
and Executive Council on 19th July, 2014**

**B.Com. (Hons.)
Paper – CH 2.4: Semester - II
CORPORATE LAWS**

[Also for SOL, B.Com (Hons) IInd Year Annual Mode Paper no. XII]

(To be effective from Academic Year 2014-15 and onwards)

Duration:3 hours

Max. Marks: 100

Lectures: 75

Objective: The objective of the course is to impart basic knowledge of the provisions of the Companies Act 2013 and the Depository Laws. Case studies involving issues in corporate laws are required to be discussed.

UNIT I

15 Lectures

Introduction -Characteristics of a company; lifting of corporate veil; types of companies including one person company, small company and producer company; association not for profit; illegal association; formation of company –promoters, their legal position, pre-incorporation contract and provisional contracts; online registration of a company.

UNIT II

15 Lectures

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.

UNIT III

20 Lectures

Management- 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, manager; meetings of shareholders and board; types of meeting, convening and conduct of meetings, postal ballot, meeting through video conferencing, e-voting.

Unit IV

15 Lectures

Miscellaneous Provisions- Books of accounts, registers; online filing of documents; dividend provisions; auditor's appointment; rotation of auditors; auditor's report; secretarial audit; concept and modes of winding up; national company law tribunal (NCLT); special courts.

Unit V

10 Lectures

Depositories Act 1965- Definitions; rights and obligations of depositories; participants issuers and beneficial owners; inquiry and inspections, penalty.

Suggested Readings:

1. Hicks, Andrew & Goo S H, *Cases and Material on Company Law*, Oxford University Press
2. Kershaw, David, *Company Law in Context*, Oxford University Press, UK
3. Gowar, LCB, *Principles of Modern Company Law*, Stevens & Sons, London.
4. Hanningan, Brenda, *Company Law*, Oxford University Press, UK
5. Sharma, J. P, *An Easy Approach to Corporate Laws*, Ane Books Pvt Ltd, New Delhi.
6. Ramaiya, *A Guide to Companies Act*, Wadhwa and Company Nagpur
7. Kannal, S., & V.S. Sowrirajan, *Company Law Procedure*, Taxman's Allied Services (P) Ltd., New Delhi
8. *Companies Act and Corporate Laws*, Bharat Law House Pvt Ltd, New Delhi

Note: Latest edition of textbook may be used.