



Faculty of: **Commerce**  
 Course: **Bachelor of Commerce**  
 Semester: **II**  
 Subject Code: **4CO02BCL1**  
 Subject Name: **Corporate Laws**

Sr. No	Branch Code	Subject Code	Subject Name	Teaching hours/ Week			Credit hours	Credit Points	Evaluation Scheme/ Semester								Total		
				Th	Tu	Pr			Theory				Practical						
									Internal Assessment		End Semester Exams		Internal Assessment		End Semester Exams				
									Marks	Duration	Marks	Duration	Marks	Duration	Marks	Duration			
3	7	4CO02BCL1	Corporate Laws	4	2	0	6	5	10	SE	1 Hr.	80	2½	10	CE	0	0	0	100

### SCOPE:

Provide Guidelines to the companies to Conduct the Business within the legal limits legalized any business initiative or business deal performance by an organization.

### OBJECTIVES:

The objective of the course is to impart basic knowledge of the provisions of the Companies Act 2013 and the Depositories Act, 1996. Case studies involving issues in corporatelaws are required to be discussed.

## COURSE CONTENTS

### Unit I Introduction

**15 Hrs.**

- Administration of Company Law [including National Company Law Tribunal (NCLT), National Company Law Appellate Tribunal (NCLAT), Special Courts]; 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.

### Unit II Documents

**15 Hrs.**

- Memorandum of association, Articles of association, Doctrine of constructive notice and indoor management, prospector-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 Management

15 Hrs.

- 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*: Meetings of shareholders and board of directors; Types of meetings, Convening and conduct of meetings, Requisites of a valid meeting, 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

### Unit IV

15 Hrs.

- **Dividends, Accounts, Audit**: Provisions relating to payment of Dividend, Provisions relating to Books of Account, Provisions relating to Audit, Auditors' Appointment, Rotation of Auditors, Auditors' Report, Secretarial Audit.
- **Winding Up**: Concept and modes of Winding Up.
- **Insider Trading, Whistle Blowing**: Insider Trading; meaning & legal provisions; Whistle-blowing : Concept and Mechanism.

### Unit V Depositories Law

05 Hrs.

- The Depositories Act 1996 – Definitions; rights and obligations of depositories; participants issuers and beneficial owners; inquiry and inspections, penalty.

### REFERENCE BOOKS:

1. MC Kuchhal, *Modern Indian Company Law*, Shri Mahavir 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

### SWAYAM COURSE LINK:

1. Corporate Laws by Prof. (Dr.) Harpreet Kaur, National Law University Delhi  
[https://onlinecourses.swayam2.ac.in/cec20\\_hs23/preview](https://onlinecourses.swayam2.ac.in/cec20_hs23/preview)