

V SEMESTER

COURSE-I: COMPANY LAW

Objectives:

In view of the important developments that have taken place in the corporate sector, the course is designed to understand the formation, management and other activities of the companies. Important regulations pertaining to the issue of shares and the capital raising have come into force. This course aims to impart the students, the corporate management, control, possible abuses, the remedies, and government regulation of corporate business and winding up of companies.

Course Contents:

UNIT – I

Introduction and concept

Company - historical development – nature and characteristics of company – kinds of company – Corporate personality – limited liability – lifting of corporate veil – promoters – duties and liability of promoters.

UNIT – II

Incorporation

Procedure of incorporation – certificate of incorporation – MOA – AOA – Doctrine of indoor management – prospectus.

UNIT – III

Management and Control of Companies

Board of Directors – powers and functions: Distribution of powers between Board of Directors and general meeting.

Directors: appointment – qualification – position of directors – types of directors – powers and duties of directors – remuneration – removal.

Meetings: Meetings of Board and Committees – kinds of meetings – procedure relation to convening and proceedings at General and Other meetings – resolutions – Prevention of oppression and Mismanagement.

Corporate social responsibility.

UNIT IV

Financial structure of company

Sources of capital: Shares – types – allotment – transfer of shares – rights and privileges of shareholders – dividends – declaration and dividends, prohibition of buy back – private placement.

Debentures – floating charge – appointment of debenture trustees and their duties – kinds – remedies of debenture holders – redemption.

Acceptance of Deposit by Companies, charge on assets.

UNIT – V

Reconstruction and amalgamation and winding up

Reconstruction, rehabilitation and amalgamation: concept – jurisdiction and powers of courts and NCLT – vesting of rights and transfer of obligations – takeover and acquisition of minority interest.

Winding up: concept – modes of winding up – who can apply – procedure under different modes.

Prescribed Books:

1. Taxman, Companies Act 2013.
2. Singh, Avtar, Company Law, (Lucknow: Eastern Book Company, 2007).

Reference Books:

1. Ramaiah, A, Guide to Companies Act, (Nagpur: Wadhwa, 1998)
2. Shah, S.M., Lectures on Company Law, (Bombay: Tripathi, 1988)
3. Kuchal, S.C, Corporation Finance: Principles and problems. 10th Edition, (Chaitanya Publishing House, 1973)
4. Y.D. Kulshreshta, Government regulation of financial management of private corporate sector in India, Indian Law Institute, (1986)
5. S. K. Roy, Corporate Image in India A Study of Elite Attitudes towards Public and Private Industry, (Shri Ram Centre for Industrial Relations and Human Resources, 1974)
6. Gower, L, C. B, Principles of Modern Company Law, (London: Sweet & Maxwell, 1997)
7. L. Majumdar, Towards philosophy of Modern Corporation. (Asia Publishing House, 1967)
8. Pennington, Robert R., Pennington's Company Law, (U.K: Oxford University Press, 2001)
9. Rajiv Jain, Guide on foreign collaboration – Policies & Procedures (Vidhi Publication, 2007).
10. Singhania, Foreign collaborations and Investments in India – Law and procedures, (Fred B. Rothman & Co, 1999)
11. Joyant M Thakur, Comparative Analysis of FEMA – Act, 1999 with FERA.
12. Sanjiv Agarwal, Bharat's guide to Indian capital, 2nd Edition, (New Delhi: Bharat Law House Pvt Ltd, 2001).

Note: The course teachers have to keep track of the notification regarding enforcement of the Companies Act, 2013 and teach the provisions enforced. For the provisions not enforced, the parallel provisions from the Act of 1956 are to be taught.