

subject
code

12

Paper 5

B.Com V Semester

COMPANY LAW

BLOCK – I : INCORPORATION OF COMPANIES

Unit – 1 : Company

Meaning – Definition – Characteristics of Company – Company and partnership distinguished Legislation of Companies – Kinds of Companies – Corporate Veil – Lifting of Corporate Veil – Exceptions.

Unit – 2 : Incorporation

Procedure for Incorporation - Certificate of Incorporation – Conclusiveness of Certificate of Incorporation – Promoter – Role and Responsibilities – Pre-incorporation contracts.

Unit – 3 : Memorandum of Association

Contents – Alteration – Procedure – Articles of Association – Contents – Alteration – Relation between Memorandum and Articles – Ultra vires transactions – Exceptions – Doctrine of Constructive Notice – Doctrine of Indoor Management.

Unit – 4 : Prospectus

Meaning – Definition – Contents of prospectus – Mis-statements in prospectus – Consequences – Civil Liability – Criminal Liability. Shelf Prospectus – Red herring Prospectus – Statement in-lieu of Prospectus – Certificate of Commencement of Business.

BLOCK – II : MANAGEMENT OF COMPANIES

Unit – 5 : Director

Who can be appointed as Director – Models of Appointment – Qualifications – Disqualifications.

Unit – 6 : Position of Directors

Duties and Liabilities – Loans to Directors – Removal of Directors – Vacation of Office of Directors – Remuneration to Directors – Managing Director of Other Managerial personnel - Managerial Remuneration.

Unit – 7 : Corporate Governance

Concept – Meaning – Importance – Approaches to Corporate Governance – Relationship between Corporate Governance and Corporate Social Responsibility.

BLOCK – III : COMPANY SECRETARY

Unit – 8 : Company Secretary

Definition – Qualifications – Disqualifications – Appointment of whole-time Company Secretary.

Unit – 9 : Status of Company Secretary

KMP (Key Managerial Personnel) Duties – Liabilities – Responsibilities with regard to various meetings – Other Functions of Company Secretary – Compliances – Secretarial Audit.

BLOCK IV : COMPANY MEETINGS

Unit – 10: Meetings

Meaning – Requisites of a valid Meeting – Notice – Proxy – Agenda – Quorum.

Unit – 11: Resolutions and Minutes

Meaning of Resolution – Kinds of Resolutions – Ordinary – Special Resolutions requiring special notice – Minutes Meaning – Drafting of Minutes.

Unit – 12: Kinds of Meetings

Shareholders Meeting – Annual General Meeting – Board Meeting – Extraordinary General Meeting – Meetings of Creditors and Debentureholders.

BLOCK V : WINDING UP OF COMPANIES

Unit 13: Winding up

Meaning – Modes of winding up – Winding up by Tribunal – Voluntary winding up – Compulsory Winding up.

Unit – 14 : Consequences of winding up

Removal of name of company from Registrar of Companies – Liquidator of a Company – Powers and Duties – Statement of Affairs – Committee of Inspection – Contributories.

Unit – 15 : Insolvency and Bankruptcy code-2016.