**COURSE: B.Com : CBCS, Semester-III**

**Paper BC 3.1 : Company Law**

**Theory + Tutorials: 5 Lectures + 1 Tutorial per batch (per week)**

**SUBJECT OBJECTIVE**

* **To impart basic knowledge of the provisions of Companies Act 2013**
* **To develop the habit of understanding the legal implications of these provisions**
* **To keep updated with recent changes and amendments in Company Law**
* **To develop problem solving techniques through the analysis of relevant case studies**

**LESSON PLAN (Academic Year: 2020-2021)(as per revised syllabus)**

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| **UNIT/WEEK/LECTURE** | **TOPICS FOR LECTURE**  **(INPUT)** | **PROCEDURE & METHODOLOGY**  **(TOOLS)** | **LEARNING OUTCOMES**  **(OUTPUT)** | **ASSESSMENT** |
| **UNIT I- INTRODUCTION 3 WEEKS 15 LECTURES** | | | | |
| **WEEK 1,**  **LECTURES**  **5** | **-Characteristics of a company**  **-Lifting of corporate veil**  **-Administration of Company law-National Law Company Tribunal( NCLT), NCLAT, Special Courts** | **Introduction and overview of the subject**  **Syllabus and Examination pattern,**  **Important terms used in law**  **CASE LAWS**  **Saloman vs Saloman & Co. Ltd**  **Lee vs Lee’s Air Farming Ltd.**  **Re Dinshaw Maneckjee Petit,1927**  **Gilford Motor Co. Ltd. vs Horne** | **To understand the relevance of corporate laws**  **To understand difference between --company and firm**  **To understand the concept of separate legal entity**  **To learn the circumstances when corporate veil can be lifted**  **To learn about the role of NCLT, NCLAT and Special Courts** | **Revision of important**  **terms**  **Oral question-answer**  **session**  **Objective type practice**  **questions in tutorial**  **Practical Problems** |
| **WEEK 2, LECTURES**  **5** | **- Types of companies including private and public co’s, govt co.,foreign co. one person co. ,small co., associate co.,dormant co.,producer co.,association not for profit, illegal association** | **Diagrammatic presentation of classification of companies**  **Tabular Comparison of Private and public company**  **Class lecture**  **Doubts session**  **Revision of the important points.** | **To learn about the various kinds of companies and their peculiar features**  **To understand the legal consequences faced by illegal associations.** | **Revision of important**  **terms**  **Oral question-answer**  **session**  **Objective type practice**  **questions in tutorial**  **Practical Problems** |
| **WEEK 3, LECTURES**  **5** | **-Formation of company, promoters and their legal position, preincorporation contract and provisional contracts , online registration of a company** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **Flow chart on online registration of company-**  **SPICE Plus Form**  **CASE LAWS-**  **-Gluckstein vs Barnes**  **-Natal Lands Colonisation Co. vs Pauline Colliery Syndicate**  **-Imperial Ice Mfg. Co**  **vs Manchershaw** | **To understand the meaning of promoter and his role**  **To understand the procedure for incorporating a company**  **To learn the steps for online registration**  **To understand the legal implications of preliminary contracts** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical problems** | |
| **UNIT II DOCUMENTS and SHARES 3 WEEKS 15 LECTURES** | | | | |
| **WEEK 4, LECTURES**  **5** | **-Memorandum of Association and its alteration**  **-Articles of Association and its alteration**  **-Doctrine of constructive notice and Indoor mangement** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **Tabular Comparison between MOA and AOA**  **CASE LAWS**  **-Ashbury Railway Carriage & Iron Co. Ltd. vs Riche**  **-Re Jon Beauforte (London) Ltd.**  **-Royal British Bank vs Turquand**  **-Howard vs Patent Ivory Co.**  **-Anand Bihari Lal vs Dinshaw & co.**  **-Ruben vs Great Fingall Ltd.** | **To learn about memorandum and its various clauses.**  **To understand the procedure of its alteration**  **To be able to differentiate between MOA and AOA**  **To understand the implications of Doctrine of Ultravires and Doctrine of Indoor management** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems**  **Recapitulation of important points from earlier topics**  **Class Lecture** |
| **WEEK 5, LECTURES**  **5** | **-Prospectus, shelf prospectus, red herring prospectus, misstatement in a prospectus,**  **-Issue, allotment and forfeiture of shares**  **- Calls on shares** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **CASELAWS**  **-Peek vs Gurney**  **-Rex vs Kylsant**  **-Smith vs Chadwick**  **-** | **-To understand the meaning of prospectus and its requirements**  **-To learn about the consequences of misstatement in prospectus**  **-To understand the procedure of issue, allotment and forfeiture of shares.** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems** |
| **WEEK 6**  **LECTURES 5** | **-Issue of sweat capital**  **-Employee stock options**  **-Issue of bonus shares**  **-Transfer and transmission of shares**  **-Buyback and its provisions**  **-D-MAT system** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **Tabular Comparison between Sweat Issue and Employee Stock Option Plans**  **Tabular Comparison between Bonus Issue and Rights Issue**  **Flow chart on buyback of shares** | **To understand the procedure involved in public offer and private placement**  **To understand the concept of sweat equity**  **To understand the procedure for buyback of securities** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems**  **CLASS TEST1** |
| **UNIT III MANAGEMENT 2 WEEKS 10 LECTURES** | | | | |
| **WEEK 7 LECTURES**  **5** | **- Classification of directors,**  **-Directors Identity Number**  **-appointment, removal of directors**  **-legal position** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **Sectionwise Tabular Presentation of provisions from sec.149- Sec.169**  **Revision of important provisions** | **To understand the meaning of director and its classification**  **To know about the composition of Board of Directors**  **To understand the procedure of appointment and removal of directors**  **To understand the procedure for issue of DIN** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems** |
| **WEEK 8, LECTURES**  **5** | **-powers and duties**  **-key managerial personnel, managing director, manager**  **-committees of board of directors-audit committee, nomination and remuneration committee, stakeholders relationship committee** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **Sectionwise Tabular Presentation of provisions related to directors**  **Tabular comparison between managing director, wholetime director and manager**  **Class discussion on CSR** | **To know the powers of the directors and limitations on them**  **To understand the provisions pertaining to KMP**  **To understand the composition and role of various committees of directors** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems** |
| **UNIT IV COMPANY MEETINGS 2 WEEKS 10 LECTURES** | | | | |
| **WEEK 9,**  **LECTURES 5** | **-Meetings of shareholders and board**  **-types of meeting**  **-convening and conduct of meetings**  **-requisites of a valid meeting-notice, agenda, chairman** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **Concept chart on requisites of a valid meeting**  **Class discussion** | **To know the provisions relating to AGM and EGM**  **To know the ways in which board meetings are held**  **To understand the essentials of a valid meetings**  **To know the essentials of valid notice, proper agenda** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems** |
| **WEEK 10,**  **LECTURES 5** | **-requisites of a valid meeting- quorum, proxy, resolutions,**  **minutes**  **-postal ballot**  **-meeting through video conferencing**  **-e voting**  **-** | **Recapitulation of important points from earlier topics**  **Class Lecture** | **To understand about various voting methods used in meetings**  **To understand the difference between ordinary resolution and special resolutiom**  **To understand the procedure for polls**  **To learn provisions relating to proxy**  **To understand the Company Rules on video conferencing and e voting** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems**  **CLASS TEST 2** |
| **UNIT V DIVIDENDS , AUDIT and WINDING UP 3 WEEKS 15 LECTURES** | | | | |
| **WEEK 11, LECTURES**  **5** | **-Provisions relating to payment of dividend**  **-Relevant provisions of Companies( Payment and Declaration of Dividend) Rules, 2014**  **-** | **Recapitulation of important points from earlier topics**  **Class Lecture**  **Tabular Comparison of interim dividend and final dividend** | **To understand the provisions relating to dividends**    **To learn about Investor Education and Protection Fund- its sources, disbursements and its management** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Practical Problems** |
| **WEEK 12, LECTURES 5** | **Provisions relating to audit, auditor’s appointment,rotation of auditors, auditors report** | **Recapitulation of important points from earlier topics**  **Class Lecture** | **To learn about the appointment, rotation, qualifications, etc of auditors.**  **To learn about various kinds of audit report** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial** |
| **WEEK 13,**  **LECTURES 5** | **-Winding up- concept and modes**  **-Liquidator**  **Relevant provisions of Insolvency and Bankruptcy Code, 2016.** | **Tabular comparison between winding up and dissolution**  **Chart on modes of winding up**  **Flow chart on Insolvency Resolution and Liquidation Process**  **Class lecture** | **To understand the procedure of winding up under different modes-**  **Compulsory winding up under the Companies Act, 2013**  **Insolvency resolution and liquidation under IBC,2016**  **Voluntary liquidation under IBC,2016.** | **Revision of important**  **terms**    **Question answer session**  **Objective type practice questions in tutorial**  **Discussion on previous**  **years’ questions**  **CLASS TEST-3** |

**BOOKS AND REFERENCES**

* **Kucchal, M.C. and Kuchhal , Alok. *Company Law.* Mahavir Publication**
* **Jagota, Rajni, *Company Law.* Taxmann’s**
* **Chaddha, Reena and Chaddha, Sumant.*Company Law* . Scholar Tech Press**
* **Kumar, Anil. *Company Law.* Taxmann**
* **Sharma,J.P.*An Easy Approach to Corporate Laws.* Ane Books pvt. Ltd. New Delhi**
* **Goyal, Bhushan Kumar,*Corporate Laws,* Singhal Publication.**
* **Ramaiyya. *A Guide to Companies Act.***
* **The Depositories Act, 1996**