**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**