

Lesson Plan

COURSE NAME	SEMESTER	COURSE CODE	COURSE TITLE	LECTURE-5	TEACHER	SESSION
B.COM(P)	II	BC: DSC-2.2	COMPANY LAWS	3	MS.DEEPIKA	2022-23

COURSE OBJETIVES: To impart basic knowledge of the provisions of Companies Act and Depositories Act 1996.

COURSE LEARNING OBJECTIVES: After completing the course , students will be able to :

1. Understanding the regulatory aspects and broader procedural aspects involved in different Types of company under Companies Act and Rules thereunder.
2. Follow the basic legal documents and their usage essential for operations and management of company.
3. Enable the students with synthesis company processes, meetings and decisions.
4. Equip the students with framework of dividend distribution and role of auditors in a company.
5. Comprehend and evaluate working of depositories and their functions in stock markets.

LESSON PLAN:

Unit No	Learning Objective	Lecture No.	Topics to be covered
1	Introduction	1	Introduction of Company-basic concepts with the help of examples, features of Company
		2	Overview of administration of Company Law;
		3-4	Types of Company -public company, private company, government company, foreign company, one person company, small company , associate company
		5	Types of Company-Dormant company, producer company, Association not for profit, illegal association
2	Formation and Incorporation Documents	6	Provisions relating to formation of company & stages in formation
		7-8	Promotion of company-basic concept, legal position of promoters & their duties in promotion of company,

			liabilities and remuneration of promoters
		9	Pre-incorporation contracts: concept & features, online registration of company (provisions & related procedure)
		10	Memorandum of Association- alteration of MOA,
		11	Memorandum of Association-Doctrine of Ultra Vires and its effect
		12	Article of Association- Meaning, formats of AOA,contents, alteration of AOA introduction
		13-14	Article of Association-Alteration and limitations of alteration, constructive notice of MOA & AOA
		15-16	Article of Association-Doctrine of Indoor Management : concept and exceptions, Difference between MOA & AOA
3	Share Capital	17-19	Prospectus-Concept, contents of prospectus, Forms of prospectus, issue of prospectus
		20-21	Prospectus-Misleading prospectus and its consequences
		22-23	Prospectus-Misleading prospectus, Remedies against company, directors, promoters & experts
		24	Allotment of Shares- concept, general & special provisions of allotment of shares
		25	Allotment of Shares-Restrictions on allotment, Effects of non compliance
		26	Shares and Share capital- Definitions , stock , stock vs share, Types of shares,
		27	Buyback of shares(concept and methods), Further issue of shares,issue of bonus shares and share certificate
		28	Forfeiture Of shares- concept, provision of forfeiture and reissue of forfeiture
		29	Transfer and transmission of shares; Demat system.

4	Management and Meetings	30-31	Directors-MEANING, Classifications of directors
		32-33	Directors identification number(DIN) , Appointment and Removal of directors
		34-35	Disqualification of directors, legal positions, power & duties.
		36-37	Board meetings: AGM and EGM ,meeting through video conferencing, shareholders meeting
		38	Convening and conduct of meeting: Requisites of valid meeting, resolutions, postal ballot, e-voting
5	Dividends, Audit and Winding up	39	Provisions relating to payment of Dividend
		40-41	Company Auditors-Qualifications, Disqualifications and appointment
		42	Removal of Auditors, rotation
		43	Auditors Report & Powers
		44	Winding up- concept and modes of winding up
		45	Provisions relating to winding up under insolvency and bankruptcy code 2016

Evaluation Scheme:

Internal assessment (Test/Assignment/quiz/attendance)	30
continuous Assessment	40
End term external exam	90

Suggested Readings:

- Chadha R. & Chadha, S., Company Law , Scholar Tech Press, Delhi.
- Das & Roy(2018). Company Laws. Oxford University Press.
- Jagota, R., Corporate Laws, Taxmann Pvt Ltd, Delhi.

- Kaur Harleen. Company Law Kitab Mahal, Delhi.
- Kuchhal, M. C. and Kuchhal, A., Company Law, Mahavir Publications.
- Kumar, Anil, Corporate Laws, Taxmann Pvt Ltd, Delhi.
- Maheshwari, S. N., Maheshwari, S. K. Elements of Corporate Laws. Himalaya Publishing House Pvt. Ltd.
- Maheshwari, S. N., Maheshwari, S. K. Company Law. Himalaya Publishing House Pvt. Ltd.
- Ramaiya, A. A Guide to Companies Act, LexisNexis, India. ● Sharma, J.P. An Easy Approach to Corporate Laws, Ane Books Pvt. Ltd., New Delhi.

Syllabus:

syllabus	
Unit 1: Introduction	Meaning and characteristics of a company; Lifting of corporate veil; Overview of administration of Company Law; Types of companies including private and public company, government company, foreign company, one person company, small company, associate company, dormant company and producer company; Association not for profit; Illegal association.
Unit 2: Formation and Incorporation Documents	Formation of company, promoters, their legal position and pre incorporation contracts; Online registration of a company. Memorandum of Association and its alteration, Articles of Association and its alteration, Doctrine of constructive notice, Doctrine of ultra vires and indoor management
Unit 3: Share Capital	Prospectus, Shelf and Red herring prospectus, misstatement in prospectus; Book building. Allotment and Forfeiture of share, Sweat Equity, ESOPs, Bonus issue, and Further issue of shares, buyback and provisions regarding buyback; Transfer and transmission of shares; Demat system.
Unit 4: Management and Meetings	Directors: Legal position, Disqualifications, Director Identification Number (DIN); Classification of directors-Additional, Alternate and Casual directors, Women directors, Independent director, small shareholder's director; Appointment, Removal of directors; Powers and Duties; Key managerial personnel (KMP); Board Meetings; Shareholders' meetings: AGM and EGM. Convening and conduct of meetings: Requisites of a valid meeting; Resolutions; Postal ballot; e-voting.
Unit 5: Dividends, Audit and Winding up	Provisions relating to payment of Dividend. Company Audit - auditor's qualification and disqualifications, Auditor's appointment, rotation and removal. Winding Up: Concept and

	Modes of Winding Up; Provisions of winding up under Insolvency and Bankruptcy Code 2016.
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