

## Teaching lesson plan

**Program:** VI Semester B.Com (Regular)

**Course Name:** Company Law and Secretarial Practice

**Course Code:** C1 15 MC 604

**Semester:** VI

**Lecture hours:** 60 hours

**Faculty in-charge:** Mr. Mohammed Ashfaque, Dr. D. Raja Jebasingh, Ms. Megha Rathi and Mr. Bharath Kumar

Course outcome No.	Course outcomes	T-level indicator
CO1	Describe the role of Company secretary as per secretarial standard 1 and 2 under the Companies Act, 2013.	T2
CO2	Explain the various stages involved in the formation of company right from promotion to commencement of business stage.	T2
CO3	Explain the procedure involved in raising capital by way of issue of Shares and Debentures.	T2
CO4	Plan for convening the company meetings as per the compliance to manage the internal and external affairs of company.	T6
CO5	Describe the duties and responsibilities of director as per compliances under Companies Act, 2013.	T2
CO6	Explain the role of official Liquidator and the procedure involved in different modes of liquidation.	T2

Module No. & Topics Covered	Course outcome No:	No. of Lecture Hours	Pre-class Activity	Methodology/ Instructional techniques	Evaluation/ Assessment	T-level
Module 1: Overview of Companies Act, 2013, Overview of Company (History, types of companies), History, types of companies, Authorities related to company law board, Registrar of companies - SEBI (in brief), Importance and functions (in brief), Company Secretary: Qualification, appointment,	CO1	06 Hrs.	Review of various types of Business Organizations	Lecture and illustrations	Question and answer	T2

<p>terminations, Secretarial Standards 1 and 2, Secretarial Audit – Compliance with law, Related Party Transactions, who are they? – Types and requirements of law</p>						
<p><b>Module - 2: Company Formation</b>  <b>(a)Promotion:</b>          Functions - Position of Promoters, Steps in promotion, Pre-incorporation contracts - Provisional contract. Law with regard to start ups.  <b>(b)Documents to Commence Business: Memorandum of Association:</b> Meaning and Definition, contents, Doctrine of ultra- vires and Alteration of Memorandum,  <b>Articles of Association:</b> Meaning, contents, alteration of AOA, Doctrine of constructive notice, Doctrine of indoor management.  <b>Prospectus:</b> Meaning, definition, importance, contents, Prospectus by implication, Shelf Prospectus, Red Herring Prospectus, Liability for misstatements - statement in lieu of prospectus.</p>	CO2	16 Hrs.	A discussion session on start-up of companies	Lecture and illustrations	Question and answer	T2

<b>Certificate for commencement of business</b>						
<p><b>Module - 3: Shares, Allotment, IPO (book building process, only guidelines), Legal provisions on allotment, Underwriting Agreements - Underwriting Commissions, Buyback of shares, Depository system (D-MAT, RE-MAT), Transmission of Shares.</b></p> <p><b>Members and Shareholders:</b> Meaning of Member – Acquisition of Membership, Termination of Membership – Register of Members.</p> <p><b>Share Capital:</b> Meaning of Share and Stock, ESOP, Sweat Equity and shareholders agreement, Differential voting rights – Reduction of Share Capital.</p> <p><b>Borrowing and Debenture:</b> Borrowing powers – Effects of Ultra Vires borrowings, Borrowing powers –Mortgage and charge, Debentures – Kinds of Debentures, Debenture Trust Deed. MCA 21 guidelines</p>	CO3	16 Hrs.	<b>A Role play on trading of shares</b>	Lecture and illustrations	Question and answer	T2
<p><b>Module - 4: Company Meetings, Importance of meetings, Types of meetings, Annual General Meeting and Extraordinary General</b></p>	CO4	10 Hrs.	<b>Role play for conduct of meetings</b>	Lecture and illustrations	Question and answer	T6

Meeting, Requisites of a valid meeting, Quorum - Chairman - Adjourned Meetings - Proxies - Voting - Different types of Resolutions - Drafting of Minutes - Requirements as per Secretarial Standard No. 1 and 2.						
<b>Module - 5: Directors,</b> Need for Directors, Position of Directors, Their appointment, Retirement and removal, Powers of the Board of Directors and Shareholders, Types of Directors: Alternate, Woman, Independent <b>Director</b> , Duties and Responsibilities of a Director.	CO5	06 Hrs.	<b>Role play of position of Directors in Companies</b>	Lecture and illustrations	Question and answer	T2
<b>Module - 6: Winding Up,</b> Modes of Winding up, Consequences of winding up, Official Liquidator, Defunct Company	CO6	06 Hrs.	<b>Case Study on liquidation of Companies</b>	Lecture and illustrations	Question and answer	T2

Total number of hours= **60 hours**

Date of 1<sup>st</sup> CIA - **10<sup>th</sup> December, 2019**

Type of CIA- **Presentation / Video Presentation / written assignment**

Date of 2<sup>nd</sup> CIA- **18<sup>th</sup> February, 2020**

Type of CIA- **MCQ format / Online Software based Assignment**

**Books for reference:**

- A. K. Majumdar & G. K. Kapoor: Company Law & Practice.
- Avtar Singh: Principles of Company Law.
- Dr. P. N. Reddy & H. R.Appanaiah: Essentials of Company Law & Secretarial Practice.
- K. C. Garg & Vijay Gupta: Company Law & Secretarial Practice.
- M. C. Bhandari: Guide to Company Law Procedure.
- M. C. Kuchchal: Secretarial Practice.

- M. C. Shukla & Gulshan: Principles of Company Law.
- N. D. Kapoor: Company Law & Secretarial Practice.
- S. C. Kuchehal: Company Law & Secretarial Practice.
- Taxman: Company Law.
- Tuteja: Company Administration and Meetings
- C.S Institute study material for Inter and final examinations