

## **6 BCOM A - 2018**

### **SEMESTER VI**

#### **C5 18 MC 604: COMPANY LAW AND SECRETARIAL PRACTICE**

##### ***Course Objectives***

1. Describe the role of Company secretary as per secretarial standard 1 and 2 under the companies' act of 2013.
2. Explain the various stages involved in the formation of company right from promotion to commencement of business stage.
3. Explain the procedure involved in raising capital by way of issue of Shares and Debentures.
4. Plan for convening the company meetings as per the compliance to manage the internal and external affairs of company.
5. Describe the duties and responsibilities of director as per compliances under Companies' Act of 2013.
6. Explain the role of official Liquidator and the procedure involved in different modes of liquidation.

<b>Sl. No</b>	<b>UNITS</b>	<b>No. of Lecture Hours</b>	<b>Methodology/ Instructional techniques</b>	<b>Evaluation/ learning confirmation</b>	<b>T Level</b>	<b>Course Outcomes</b>
<b>UNIT 1</b>	<b>Module 1: Over View of Companies Act, 2013</b>	<b>6 Hrs</b>			<b>2</b>	
	Overview of Company (History, types of companies) – Authorities related to company law board – Registrar of companies and SEBI (in brief) – Importance and functions (in brief) – Company Secretary: Qualification, appointment and terminations- Secretarial Standard 1 and 2 - Secretarial Audit – Compliance with law - Related Party Transactions – Who are they? - Types and Requirements of law.		PPT	Q&A		
<b>UNIT 2</b>	<b>Module 2: Company Formation</b>	<b>16 Hrs</b>			<b>2</b>	
	(a) Promotion: Functions and Position of Promoters, steps in promotion, Pre-incorporation contracts and Provisional contract, Law with regard to start ups		PPT	Q&A, Case Studies,		

	(b) Documents to Commence Business:  Memorandum of Association: Meaning and Definition, contents, Doctrine of ultra- vires and Alteration of Memorandum			Assignment		
	Articles of Association: Meaning, contents, alteration constructive notice and indoor management					
	Prospectus: Meaning, definition, importance, contents, Prospectus by implication, Shelf Prospectus, Red Herring Prospectus, Liability for misstatements and statement in lieu of prospects.					
	Certificate for commencement of business					
<b>UNIT 3</b>	<b>Module 3: Shares</b>	<b>16 Hrs</b>			<b>2</b>	
	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 Members and Shareholders: Meaning of Member – Acquisition of Membership – Termination of Membership – Register of Members.		PPT	Q&A, Case Studies, Assignment		
	Share Capital: Meaning of Share and Stock – ESOP, Sweat equity, and Shareholders agreement- Differential voting rights– Reduction of Share Capital.					
	Borrowing and Debenture: Borrowing powers – Effects of Ultra Vi- res borrowings – Mortgage and charge – Debentures – Kinds of Debentures – Debenture Trust Deed - MCA 21 Guidelines					
<b>UNIT 4</b>	<b>Module 4: Company Meetings</b>	<b>10 Hrs</b>			<b>6</b>	
	Importance of meetings – Types of meetings – Annual General Meeting and Extraordinary General 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		PPT	Q&A, Case Studies, Assignment		

<b>UNIT 5</b>	<b>Module 5: Directors</b>	<b>6 Hrs</b>			<b>2</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 Director - Duties and Responsibilities of a Director		PPT	Q&A, Case Studies, Assignment		
<b>UNIT 6</b>	<b>Module 6: Winding-Up</b>	<b>6 Hrs</b>			<b>2</b>	
	Modes of Winding up – Consequences of winding up – Official Liquidator – Defunct Company		PPT	Q&A, Case Studies		

CIA:

1. Case Study
2. MCQ
3. Assignment

#### **Books for Reference**

- 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 Meeting