



Semester IV			
Course name: Corporate Laws			
Course code: C2BC230421T			
Course Credits: 4			
Pedagogy: Lecture method, problem solving method case study method			
Course Description: The course has been designed to give a proper understanding of the incorporation of the company and its administration with the process of liquidation. The course further gives a thorough understanding of the administrative authorities formed for better corporate governance. It shall enable the students to solve problems under corporate law.			
Learning Objectives: The course aims to help learners to acquire conceptual knowledge of; LO1. Have proper understanding of the corporate laws. LO2. Solve complex legal problems faced by the companies			
Course Outcomes: On successful completion of the course, students will be able to: CO1. Increase the ability of reasoning on the existing laws, rules and regulations of the corporate life. CO2. Think and resolve on the divergent views of the judiciary on complex corporate matters.			
Unit No.	Unit Name	Topics	Nos. of lectures
Companies Act, 2013*			
1	Introduction	Meaning of Company and Registrar of Companies; Characteristics of a company; lifting of corporate veil; types of companies including one person company, small company, associate company, and dormant company; association not for profit; illegal association; formation of company, promoters and their legal position, pre-incorporation contract; Administration of Company Law [including National Company Law Tribunal (NCLT), National Company Law Appellate Tribunal (NCLAT).	7
2	Documents	Memorandum of association; Articles of association; Doctrine of ultra-vires; Doctrine of constructive notice and Doctrine of indoor management; Prospectus-shelf and red herring prospectus, misstatement in prospectus, Liabilities for such misstatement; Annual Returns	15
3	Management	Directors: Classification of directors, women directors, independent director, small shareholders' director; Directors' qualifications and disqualifications, director identity number (DIN); Appointment, legal positions, powers and duties of directors; Removal of directors; Key managerial personnel, managing director, manager Meetings: Meetings of shareholders; Types of meetings; Convening and conduct of meetings; Requisites of a valid meeting; Postal ballot, meeting through video conferencing, e-voting.	18



		Committees of Board of Directors: Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee.	
4	Winding Up	Concept and modes of Winding Up. • Whistleblowing: Concept and Mechanism. • CSR- Sec 135	6
5	Prevention of Oppression and mismanagement	Meaning, power of the Tribunal, application to the Tribunal, public interest, limitation, relief	5
Insolvency and Bankruptcy Code 2016*			
6	Insolvency and Bankruptcy Code 2016	Need for the Insolvency and Bankruptcy Code, 2016; Overall scheme of the Insolvency and Bankruptcy Code; Corporate Insolvency Resolution Process: Legal Provisions; Committee of Creditors; Procedure; Documentation; Appearance; Approval.	9

**The relevant portions will be covered as per the latest amendments.*

SUGGESTED TEXT BOOKS/ READING MATERIALS:**

1. M C Kuchhal, Modern Indian Company Law, Shri Mahavir Book Depot (Publishers), Delhi.
2. GK Kapoor and Sanjay Dhamija, Company Law, Bharat Law House, Delhi.
3. Anil Kumar, Corporate Laws, Indian Book House, Delhi B.Com. (Hons.) CBCS 14
4. ReenaChadha and Sumant Chadha, Corporate Laws, Scholar Tech Press, Delhi.
5. Avtar Singh, Introduction to Company Law, Eastern Book Company
6. Ramaiya, A Guide to Companies Act, LexisNexis, Wadhwa and Buttersworth.
7. Manual of Companies Act, Corporate Laws and SEBI Guideline, Bharat Law House, New Delhi.
8. A Compendium of Companies Act 2013, along with Rules, by Taxmann Publications.
9. Gower and Davies, Principles of Modern Company Law, Sweet & Maxwell
10. Sharma, J.P., An Easy Approach to Corporate Laws, Ane Books Pvt. Ltd., New Delhi
11. Rinita Das, Company Law, Eastern Book Company

***Latest edition of the books are recommended.*