



## TEACHING PLAN: Company Law

SCHOOL:ASOM		ACADEMIC SESSION: 2023–24		B. COM. (H), SEMESTER-IV	
				FOR STUDENTS' BATCH: 2021-2024	
1	Course code	COM-402			
2	Course Title	COMPANY LAW			
3	Credits	4			
4	Learning Hours	Contact Hours (Class room and Tutorial)		60	
		Assessment		20	
		Guided Study		20	
		Total hours		100	
5	Course Objective	<ul style="list-style-type: none"> <li>To understand the basics provisions of company.</li> <li>To understand the various type of companies.</li> <li>To understand the provision of MOA &amp; AOA.</li> <li>To understand the provisions of partnership Act 1932.</li> <li>To know about the legal obligation of security.</li> </ul>			
6	Course Outcomes	<p>After completing the course, the student shall be able to:</p> <p>CO1: Recognize and apply the provisions of companies Act.</p> <p>CO2: Differentiate various type of companies.</p> <p>CO3: Practical knowledge about MOA &amp; AOA.</p> <p>CO4: Exercise appropriate judgment in cases of partnership.</p> <p>CO5: Understand and apply the concept of securities .</p>			
7	<b>Outline syllabus:</b>				
7.01	Paper Code	Unit	Introduction	Reference number	Teaching methods
7.02	Paper Code. Unit I COM-402	(a)	Introduction -Characteristics of a company; types of companies, <ul style="list-style-type: none"> <li></li> </ul>	T1: 1-4 T2: I/1.3-1.8	Direct Lecture, White board, Group discussion, PPT

		(b)	formation of company –promoters, their legal position.	T1: 4-6 T2:I/1.10-1.22	Direct Lecture, White board, Group discussion,
		(c)	Memorandum of association, articles of association, doctrine of constructive, Notice and indoor management, prospectus. in an organization.	T1: 10-20 T2: I/2.1-2.18	Direct Lecture, White board, Group discussion
7.03	Paper Code. Unit II	(a)	Allotment and forfeiture of share, transmission of shares,	T1: 20-30 T2:I/2.19-2.28	Direct Lecture, White board, Group discussion
		(b)	buyback, and provisions regarding buyback; issue of bonus shares.	T1: 30-32 T2: I/2.1-2.7	Direct Lecture, White board, Group discussion, Q&A Session
		(c)	Directors, legal positions, powers, and duties.	T1: 32-41 T2:I/2.5-2.8	Direct Lecture, White board, Group discussion
7.04	Paper Code. Unit III	(a)	Meetings and types of meeting.	T1: 177-196 T2:II/6.1-6.3	Direct Lecture, White board, Group discussion, PPT
		(b)	● winding up of company	T1: 200-240 T2: II/6.14-51	Direct Lecture, White board, Group discussion, Q&A Session
		(c)	modes of winding up.	T1: 241-247 T2: II/6.51-59	Direct Lecture, White board, Group discussion, Q&A

					Session
7.05	<b>Paper Code. Unit IV</b>	(a)	Nature of Partnership Firm, Test of Partnership, Relation of partners to third parties.	T1: 279-324 T2:IV/1.3-1.15	Direct Lecture, White board, Group discussion, Q&A Session
		(b)	Duties and rights of partners, Minor as a partner,	T1: 326-355 T2:IV/1.16-1.42	Direct Lecture, White board, Group discussion, Q&A Session
		(c)	Registration of firms, Dissolution of firm.	T1: 367-411 T2:IV/4.1-4.33	Direct Lecture, White board, Group discussion, Q&A Session
7.06	<b>Paper Code. Unit V</b>	(a)	Introduction of stock exchanges,	T1: 704-710 T2: V/5.1-5.4	Direct Lecture, White board, Group discussion, Q&A Session
		(b)	Recognition of stock exchanges,	T1: 711-755 T2:V/5.5-5.21	Direct Lecture, White board, Group discussion, Q&A Session
		(c)	Listing of Securities	T1: 762-765 T2:V/5.25-5.5.35	Direct Lecture, White board, Group

					discussion, Q&A Session
<b>8</b>	<b>Course Evaluation</b>				
<b>8.10</b>	<b>CA: 40%</b>				
<b>8.1</b>	<b>Attendance</b>	5%			
<b>8.12</b>	<b>Homework</b>	20%			
<b>8.13</b>	<b>Quizzes</b>	15%			
<b>8.14</b>	<b>Projects</b>	5%			
<b>8.15</b>	<b>Presentation</b>	15%			
<b>8.16</b>	<b>Any other</b>	--			
<b>8.2</b>	<b>MTE(IA)</b>	<b>20%</b>			
<b>8.3</b>	<b>End-term examination: 60%</b>				
<b>9</b>	<b>Text Books &amp; References</b>				
<b>9.1</b>	<b>Text books</b>				
<b>9.2</b>	<b>References</b>				
<b>9.3</b>	<b>Video References</b>	<a href="https://www.youtube.com/watch?v=VXTbSqrS1OQ">https://www.youtube.com/watch?v=VXTbSqrS1OQ</a> <a href="https://www.youtube.com/watch?v=ewxXKmH8qpAhttps://www.youtube.com/watch?v=pGymzuGAKJ8">https://www.youtube.com/watch?v=ewxXKmH8qpAhttps://www.youtube.com/watch?v=pGymzuGAKJ8</a> <a href="https://www.youtube.com/watch?v=IXTyKhV05ho">https://www.youtube.com/watch?v=IXTyKhV05ho</a> <a href="https://www.youtube.com/watch?v=Dk63IDcbeU0">https://www.youtube.com/watch?v=Dk63IDcbeU0</a> <a href="https://www.youtube.com/watch?v=EMVs0IL0EfUhttps://www.youtube.com/watch?v=XZ0riJeipw4">https://www.youtube.com/watch?v=EMVs0IL0EfUhttps://www.youtube.com/watch?v=XZ0riJeipw4</a>			

### Mapping of Outcomes v. Topics

Outcome no. → Syllabus topic↓	1	2	3	4	5
Paper Code. Unit I (a)	✓				
Paper Code. Unit I (b)	✓				
Paper Code. Unit I (c)	✓				
Paper Code. Unit II (a)		✓			
Paper Code. Unit II (b)		✓			
Paper Code. Unit II (c)		✓			
Paper Code. Unit III (a)			✓		
Paper Code. Unit III (b)			✓		
Paper Code. Unit III (c)			✓		
Paper Code. Unit IV (a)				✓	
Paper Code. Unit IV (b)				✓	
Paper Code. Unit IV (c)				✓	
Paper Code. Unit V (a)					✓
Paper Code. Unit V (b)					✓
Paper Code. Unit V (c)					✓

**UNIT-I**

1. Must a limited company under the companies Act have directors?
2. What are the qualifications of a director?
3. When is a person disqualified for appointment as a director of a company?
4. Briefly state the provisions of the Companies Act, 1956, regarding the mode of appointment of the directors of a Company.
5. When is an office of Director of a Public Company deemed to be vacated?
6. "Directors are not only agents but also in some sense trustees of the Company".

Discuss.

7. State how the managing director of a Public limited Company is appointed and what his duties are?
8. Can a managing director act before obtaining the approval?
9. Briefly state the provisions of the Companies Act, 1956, regarding the mode of appointment of the Company Secretary.
10. Explain the role of a Company Secretary in a Company.

**UNIT – II**

11. What are the different kinds of meetings of the shareholders of a Company? When and how these meetings held?
12. What is statutory meeting? What is statutory report and what are its contents?
13. What are the Statutory provisions regarding the holding of an Annual general Meeting. What business is transacted at such a meeting?
14. "The AGM alone is the Company's primary organ and Directors are merely the company's agents or servants at all the time subservient to the general meeting of a Company on requisition?"
15. Can the directors of a Company postpone the holding of its annual general meeting beyond the statutory time limit on the ground that the annual accounts are not ready?
16. What do you understand by a Quorum? Must a quorum be present through out a meeting? What is the procedure if a Quorum is never formed?

17. What are the requisites of a valid meeting?
18. What do you understand by a Proxy? What are the statutory provisions regarding proxy?
19. What are the various Kinds of Motions?
20. Describe the kinds and proceedings of Resolutions.

### **UNIT – III**

21. “The will of Majority must prevail” is the principle of Company Management. Are there any exceptions to this rule?
22. “A proper balance of the rights of the majority and minority shareholders is essential for smooth functioning of a Company”. Why?
23. What are the provisions of the Companies Act, 1956 for the prevention of oppression of the minority shareholders and mismanagement of a Company?
24. What remedies are available to the minority shareholders of a Company against oppression and mismanagement?
25. “Majority will have its way but the minority must be allowed to have its say”. Discuss this proposition.
26. What are the powers given to the tribunal and the Central government by the Companies Act, 1956 against prevention of oppression and mismanagement?
27. Who may apply for relief to the Company Law tribunal?
28. What do you mean by Corporate Social responsibility?
29. Describe the emerging trends in Corporate Social responsibility.
30. Write a short note on significance of Corporate Social responsibility.

### **UNIT – IV**

31. What do you mean by the term ‘Compromises’ and ‘Arrangement’?
32. How can a company make a compromise or arrangement with its members or creditors without going into liquidation?
33. Set out briefly the methods by which the reconstruction of a company can be carried out?
34. What do you mean by the Amalgamation? State the difference between

Amalgamation and Merger.

35. How may the Amalgamation of a company with another company be able to be carried out?
36. State the powers of central Government to provide for the amalgamation of companies in the public interest.
37. Explain the provisions of compromise during the Winding up of a Company?
38. Explain the provisions of compromise when a company is a going concern.
39. Define the powers of court during reconstruction of Company.
40. Explain about acquisition of shares of dissenting shareholders during reconstruction of company.

#### **UNIT – V**

41. What do you mean by the winding up of a Company?
42. What are the different modes of winding up?
43. When can a company be wound up by the court? Who are the persons entitled to present a petition for the winding up of a company by the court?
44. Under what circumstances will the court order a compulsory winding up of a company? What is the effect of a winding up order?
45. Explain the various consequences of winding up of a Company.
46. Define provisions about the voluntary winding up by the creditors.
47. Explain various types of voluntary winding up of a Company.
48. What is the difference between Member's voluntary winding up and Creditor's voluntary winding up.
49. Discuss the meaning of Contributories and provisions regarding them.
50. What do you mean by Liquidators?

#### **PROJECT**

- Q.1. Distinguish between the following : (a) 'Company' and 'limited liability partnership'. (b) 'Preference shares' and 'equity shares'. (c) 'Memorandum of association' and 'articles of association'. (d) 'Red-herring prospectus' and 'abridged prospectus
- Q.2. Who can be a director of a company? Explain the provisions of the Companies Act relating to the appointment of directors by the Board of Directors.
- Q.3. What is meant by rotation of auditors? What are the provisions related to appointment and rotation of auditors?
- Q.4. Explain the Doctrine of Ultra Vires with its effects.
- Q.5. What is meant by EGM? Who can call the EGM and when?
- Q.6. What is the online registration process of a company?
- Q.7. What is meant by scrip less trading? Explain the terms participant, registered owner and beneficial owner.
- Q.8. Explain Voluntary winding up of a company.
- Q.9. Define a prospectus. Explain the red herring prospectus, abridged prospectus and shelf prospectus.
- Q.10. What is meant by Investor Education and Protection Fund? Explain the provisions related to its establishment.
- Q.11. Explain the duties and liabilities of a Director.