

Course Code	Course Title	C	H	I	E	T
17P1KMC3	Company Law and Governance	4	5	25	75	100

**Unit I Introduction to Company Law** **18 Hrs**

Meaning –Definition- Scope – Features of a Company –Kinds of Companies- (including One Person Company- Dormant Company—Small Company—Associate Company – Licensed Company)—Formation and incorporation of a Company – Memorandum of Association – Articles of Association- Prospectus.

**Unit II Share Capital** **18 Hrs**

Sources of raising Share capital—Kinds-Public offer—Issue of Securities by a Public company and Private Company-Offer for sale by members, Shares—Kinds—Nature of shares—Share certificate—Voting rights—Sweat equity shares –Debentures—main features—Issue of debenture under Companies Act

**Unit III Company Management** **18 Hrs**

Director—Legal Positions—Kinds—Appointments—Powers—Duties—Liabilities— Removal—Constitution of important committee—Audit Committee—Nomination and Remuneration Committee—Stakeholder relationship committee—Related Party Transactions—Corporate Governance—E Governance—Listing agreement—Corporate Social Responsibility—Whistle Blowing.

**Unit IV Company Meeting and Proceedings** **18 Hrs**

Definition of a meeting—Essentials of valid meeting—Agenda—Kinds of Meeting— Annual General Meeting—Extra-ordinary General Meeting—Board Meeting and E Board Meeting—special provisions for One Person Company (OPC)—Notice of Meeting—Chairman of Meeting—quorum—E Voting—Resolutions—Meaning— Kinds—Reports.

**Unit V Winding up** **18 Hrs**

Meaning—Modes of Winding up—Winding up by the Tribunal—Vountary Winding up—Creditors Voluntary Winding up—Company Liquidator—appointment—Duties and powers—Official liquidator.

**Text Book**

1. N.D.Kapoor, “**Elements of Company Law**”, Thirtieth Edition, 2016, Sultan Chand Publications, New Delhi.

**Reference Books**

1. Ashok K Bagrial, “**Company Law**”, Twelfth Revised Edition, 2015, Vikas Publishing House.
2. A.C.Fernando, “**Corporate Governance Principles, Policies & Practices**”, Second Edition, 2015, Pearson Publication.
3. V. Balachandran & V. Chandrasekaran, “**Corporate Governance, Ethics & Social Responsibility**”, Second Edition, 2013, PHI Learning Pvt. Ltd.