

Course Code	Course Title	C	H	I	E	T
17U3KAC2	<b>Company Law &amp; Practice</b>	4	75	25	75	100
<b>Learning Objectives</b>						
<ul style="list-style-type: none"> <li>To provide solid foundations in company law since formation of the company to winding up of the company as per the companies act 2013</li> <li>To get familiarized with regulatory frame work on issues of share capital, company meetings and managerial personnel and appointment of directors</li> </ul>						
<b>Learning Outcomes:</b> Knowledge on formation of company, Managerial personnel & Directors, ability to conduct meetings and winding up procedure						

### **Unit – I Formation of Company**

Company – Definition – Essential characteristics – Lifting up of Corporate veil - Kinds of Companies – One Person Company (OPC) – Associate Company – Licensed Company – Producer Company – Dormant Company –Public Vs Private Companies - Formation of a company – Promotion – Promoters – Functions - Incorporation – Commencement of Business - Memorandum of Association – Clauses and Alterations - Articles of Association – Contents – Prospectus – Contents – Mis-Statement of Prospectus.

### **Unit - II Shares and Share Capital**

Meaning – Nature – Kinds of Shares –Preference shares – Equity shares – Sweat equity shares – Stock Vs Share – Share Capital – Classifications (Authorised, Issued, Subscribed, Called up and Paid-up Capital) – Share Certificate –Dematerialisation of Shares - Transfer of Shares – Transmission of Shares – Lien on Shares - Debentures - Legal provisions governing Shares and Debentures.

### **Unit – III Company Meetings and Proceedings**

Kinds – Annual General Meeting - Extraordinary general meeting - Class meeting – Procedures and Requisites of a valid meeting – Notice – Agenda – Quorum – Proxy - Resolution – Types – Minutes.

### **Unit – IV Managerial Personnel and Directors**

Managerial Personnel – Meaning – Key Managerial Personnel (KMP) – Types – Managing Directors Vs Whole Time Director – Independent Director – Manager – Company Secretary - Functions of Company Secretary - Remuneration. Directors – Meaning – Classification – Appointment of Directors – Committees – Audit committee – Stake holder committee – Corporate Social Responsibility (CSR) committee – Removal of Directors – Power and Duties – Concept of Corporate Governance.

### **Unit – V Winding up**

Meaning – Modes of Winding up – Winding up by National Company Law Tribunal (NCLT) – Company Liquidator – Official Liquidator - Duties and Powers of Liquidators – Voluntary Winding up – Members Voluntary winding up – Creditors Voluntary Winding up.

**Book for Study**

S.N. Maheswari & S.K. Maheswari, *A Manual of Business Laws*, Himalaya Publishing House, Mumbai.

**Books for Reference**

1. Kapoor N.D., *Elements of Company Law*, Sultan Chand & Co., New Delhi. Ashok and Bagrail, *Company Law*, New Delhi, S.Chand & Co.2010.
2. V. Balachandran & M. Govindarajan, *A Students Handbook on Company Law and Practice*, Vijay Nicole Imprints Private Limited, Chennai.
3. J.Shanthi, *Company Law*, Margham Publications, Chennai.
4. [www.icaai.org.in](http://www.icaai.org.in), [www.icmai.in](http://www.icmai.in), [www.icsi.edu.in](http://www.icsi.edu.in)