

## B.A.LL.B (Hons.) 5 YEARS INTEGRATED COURSE

### SEMESTER-VII

Course Code	BAL703
Course Title	Company Law
Type of Course	Core
L T P	5 1 0
Credits	6
Course Prerequisites	12 <sup>th</sup>
Course Objectives (CO)	The corporate laws are the most relevant legislations in the era of Globalization. The course content focuses right from incorporation, working and winding or liquidation of the business entity i.e. Company. The Course also discusses the relevance of corporate personality, different kinds of companies and their registration requirement. The course also discusses in detail the modes of capital for the companies and their liabilities. The company is the legal entity who is run by Board of Directors so the course discusses the kinds, appointment, qualification of directors along with its powers, role and responsibilities of board of directors. The shareholders are the ultimate owners of the company so it examines various kinds of meeting and procedure to hold the same. It also considers the circumstances where the company can wound up under Companies Act, 2013 or goes for liquidation under Insolvency and Bankruptcy code, 2016.

#### UNIT-I

Company – Meaning, Definition and kinds of companies  
Theory of Corporate Personality, Lifting of Corporate Veil  
Incorporation of Companies: position of promoters, pre-incorporation and provisional contracts  
Memorandum of Association: Clauses, alteration, Doctrine of ultra Vires  
Articles of Association: Contents and alteration  
Certificate of incorporation and its Consequences; Commencement of Business  
Doctrine of Constructive Notice and Indoor Management

#### UNIT –II

Prospectus – Definition; contents; Shelf-Prospectus and Red Herring  
Prospectus; Liability for mis-statements in Prospectus  
Shares: Kinds of share capital; general principles and statutory provisions related to allotment; Call on Shares; Surrender of Shares; Forfeiture of Shares  
Dematerialized form of securities; Transfer and transmission of securities

Debt Capital: Debentures – meaning, kinds; Charge – Floating and fixed charge  
Difference between share-holders and debenture-holders

### **UNIT –III**

Membership in a Company: Modes of acquiring membership, who can be a member, cessation of membership and Register of Members

Directors: position, appointment, qualifications, disqualifications, powers and duties of directors; Director Identification Number

Meetings: Kinds and Procedure – Notice, Quorum, Chairman, Proxies and Voting

Corporate Social Responsibility

### **UNIT –IV**

Majority rule and minority protection and its exceptions

Prevention of Oppression and Mismanagement: who can apply, powers of Central Government

Winding up: modes of winding up – by court, voluntary winding up by members and creditors under Insolvency and Bankruptcy code, 2016, winding up subject to supervision of courts

### **Statutory Material:**

The Companies Act, 2013 (as per the Notification of the Ministry of Corporate Affairs, Govt. of India)

Insolvency and Bankruptcy code, 2016

### **Suggested Readings:**

Ravi Puliani and Mahesh Puliani, Bharat's Companies Act, 2013, (Bharat Law House Pvt. Ltd., New Delhi, 2014)

Company Law: Piercing the Corporate Veil, D.S. Chopra and Nishant Arora, Eastern Law House, New Delhi, 2013

Indian Company Law, Avtar Singh, Eastern Book Company, Lucknow, 2009

Taxmann's Company Law and Practice, A.K. Majumdar, Taxmann Publications

(P) Ltd. New Delhi, 2009

Guide to Companies Act, A. Ramaiya, Wadhwa and Co., Agra, 2004

Company Law, H.K. Saharay, University Law Publishing Co., Delhi, 2008

Indian Company Law, M.J. Sethna, Modern Law House, Allahabad, 2010

Companies Act, 1956, P.S. Naryana, ALT Pub., Hyderabad, 2006

Company Law, D.S.R. Krishnamurti, Taxmann Allied Services, New Delhi

Company Law, N.V. Paranjape, Central Law Agency, Allahabad, 2006

Principles of Company Law, KailashRai, Allahabad Law Agency, Faridabad,  
2006