

	SGT UNIVERSITY, GURGAON FACULTY OF LAW		
	SYLLABUS		
PROGRAMME	SEMESTER	COURSE NAME	COURSE CODE
LL.B. (Hons)	III	Company Law	08040304

Company Law

Course Objective:

In view of the important developments that have taken place in the corporate sector, the course is designed to understand the formation, management and other activities of the companies. Important regulations pertaining to the issue of shares and the capital raising have come into force. This course aims to impart the students, the corporate management, control, possible abuses, the remedies and government regulation of corporate business and winding up of companies.

Module I: Meaning, Nature & Classification of company

- 1.1 Meaning & Definition of company
- 1.2 Classification of companies: OPC, Body corporate, Private and Public Companies, Government companies, Foreign and Multinational companies.
- 1.3 Advantages & Disadvantages of incorporation – Lifting of Corporate Veil
- 1.4 Formation of Company – Promoters, Legal position, Rights & Liabilities of Promoters.

Module II: Memorandum of Association

- 2.1 Definition & Purpose of Memorandum
- 2.2 Contents of Memorandum
- 2.3 Doctrine of Ultra Vires

Module III: Articles of Association

- 3.1 Content of Articles of Association
- 3.2 Distinction between MOA and AOA
- 3.3 Alteration of MOA and AOA
- 3.4 Doctrine of constructive Notice & Doctrine of Indoor Management

Module IV: Prospectus and Share Capital

- 4.1 Prospectus: Contents, Registration, liability for Mis-statements in prospectus, Civil and Criminal Liability.
- 4.2 Share capital: Kinds of capital and shares.
- 4.3 Member and Shareholders: Rights and Duties

Module V: Company Directors, Managerial Persons and Company Meetings

- 5.1 Company Directors: Appointment, Removal, Legal Position, Powers, duties, Liabilities, Audit Committee, Independent directors.
- 5.2 Company Secretary and Managing Director – Duties and Liabilities
- 5.3 Company Meetings: Kinds, Notice, quorum, Directors Meeting.

Module VI: Emerging Issues in Company Law

- 6.1 Director Identity Number (DIN), Corporate Identity Number(CIN) Online Filing & Registration
- 6.2 Corporate Governance
- 6.3 Corporate Social Responsibility
- 6.4 Insider Trading
- 6.5 National Company Law Tribunal

Course Outcome: At the end of this course students should be able to:

- 1. Evaluate the nature and development of company law applicable to different business settings
- 2. Assess the impact of law on incorporated companies

Suggested Readings:

- 1) Avtar Singh , “Company Law”, Eastern Book Company., Allahabad
- 2) A.K. Majumdar& Dr. G.K. Kapoor, “Company Law”, 15th Edition, Taxmann Publication, New Delhi.
- 3) A Ramaiya's Guide to the COMPANIES ACT, LexisNexis Publication, Nagpur
- 4) Sharma J.P, “ An easy Approach to Corporate Laws”, Ane Books Pvt Ltd, New Delhi
- 5) Bharat Law House, New Delhi, “ Manual of Companies Act, Corporate Laws and SEBI Guidelines”
- 6) Wadhwa and company,” A RamaiyaGuide to Companies Act, Nagpur.
- 7) Kannal,S., &V.S.Sowrirajan.” Company law Proceedure”, Taxman’s Allied Services (P) Ltd., New Delhi
- 8) “Singh Harpal,” Indian Company Act” GalgotiaPublising, Delhi
- 9) Charlsworth& Mores,” Company Law”, Sweet&Maxwell”, London U.K.

- 10) Gower, LCB, "Principles of Modern Company Law", Stevens & Sons, London