

## BBA 602-18 Company Law

**Course Objective:** The course aims at providing basic knowledge of the provisions of the Companies Act 2013. The course will enable the students to abide by the corporate laws.

**Course Outcomes:** After completion of the course, the students shall be able to:

CO1: Understand the various clauses of Indian Companies Act-2013

CO2: Know the procedure of formation of a company and winding up of a company.

CO3: Describe the borrowing powers of a company

CO4: Know about the appointment and removal of directors.

CO5: Develop an understanding of conducting of board and other meetings.

### UNIT-I

**Company: Meaning and Definition,** Characteristics of a company, Latest Amendments, Company distinguished from partnership. Classification of companies including one person company, Limited Liability Partnership (LLP), Lifting the corporate veil.

**Formation of a company:** Promoters, their legal position, pre-incorporation and provisional contracts, Steps involved in the formation and incorporation of a company, on-line filing of documents, on-line registration of a company.

### UNIT-II

**Documents: Memorandum of association:** Meaning and Importance, Form and Contents, Alteration of Memorandum. **Articles of association:** Meaning, Relationship and distinction between MOA and AOA, Doctrine of Constructive Notice and Indoor management.

**Prospectus:** Meaning, Definition and contents, statutory requirements in relation to prospectus.

### UNIT-III

**Share capital:** Kinds of share capital, Alteration of share capital, Allotment of shares, share certificate and share warrant, calls on shares, Forfeiture and surrender of shares, transfer of shares. Demat of shares, **Borrowing powers;** Debentures and charges.

**Management:** Directors, Classification of directors, women directors, independent director, small shareholder's director; Disqualifications, director identity number (DIN); Appointment; Legal positions, removal of directors, powers and duties of directors.

**Meetings of shareholders and board;** Types of meeting, convening and conduct of meetings, requisites of a valid meeting, proxies, voting, meeting through video conferencing.

### UNIT-IV

**Winding up** – concept and modes of winding up, consequences of winding up.

**Administration of Company Law** including National Company Law Tribunal (NCLT), National Company Law Appellate Tribunal (NCLAT), Special Courts.

**Dividends, Accounts, Audit**– Provisions relating to payment of Dividend, Books of Account, Provisions relating to Audit.

#### **Suggested Readings/Books:**

- Singh Avtar: *Company Law*; Eastern Book Co., Lucknow.
- Kuchal M.C.: *Modern India Company Law*; Shri Mahavir Books, Noida.
- Kapoor N.D.: *Company Law -Incorporating the Provisions of the Companies, Amendment Act*, Sultan Chand & Sons, New Delhi
- Ramaiya, A., “*A Ramaiya’s Guide to Companies Act*”, Lexis Nexis Butterworths Wadhwa, Nagpur
- Singh, Harpal, “*Indian Company Law*”, Galgotia Publishing, Delhi.
- Manual of Companies Act, Corporate Laws and SEBI Guidelines, Bharat Law House, New Delhi,