

## **BBA.LLB (HONS) – VII-SEMESTER**

### **CORPORATE LAW-I**

#### **COURSE CODE:**

**Course Objective:** Companies have been given a corporate personality. A Country's or Global development relies on the activities of companies and large corporations. The main objective of this Course is to give a glimpse of Companies Act, 2013 that governs establishment and activities of Companies in India.

#### **Course Outcomes:**

1. To understand the origin, development and jurisprudential meaning of company
2. To interpret and analyse various provisions of Companies Act, 2013
3. To analyse incorporation, financial issues, governing mechanism, shares and dividends of companies
4. To analyse the importance of Corporate Social Responsibility in the development of society
5. To analyse and interpret the judicial decisions pertaining to company law.

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

**UNIT- II:** Memorandum of Association, Definition & Purpose of Memorandum, Contents of Memorandum, Doctrine of Ultra Vires, Articles of Association, Content of Articles of Association, Distinction between MOA and AOA, Alteration of MOA and AOA, Doctrine of constructive Notice & Doctrine of Indoor Management

**UNIT-III:** Prospectus and Share Capital, Prospectus: Contents, Registration, liability for Mis-statements in prospectus, Civil and Criminal Liability, Share capital: Kinds of capital and shares, Member and Shareholders: Rights and Duties, Company Directors, Managerial Persons and Company Meetings

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

**UNIT-V:** Emerging Issues in Company Law, Director Identity Number (DIN), Corporate Identity Number (CIN) Online Filing & Registration, Corporate Governance, Corporate Social Responsibility, Insider Trading, National Company Law Tribunal

#### **Text Books:**

1. Avtar Singh, "Company Law", Eastern Book Company, Allahabad
2. 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" Wadhwa and company," A Ramaiya Guide to Companies Act, Nagpur.

**Reference Books:**

1. Kannal, S., & V.S.Sowrirajan, "Company law Procedure", Taxman's Allied Services (P) Ltd., New Delhi
2. Singh Harpal, "Indian Company Act" Galgotia Publishing, Delhi
3. Charlsworth & Mores, "Company Law", Sweet & Maxwell, London U.K.
4. Gower, LCB, "Principles of Modern Company Law", Stevens & Sons, London