

## **BA.LL.B (HONS.) – VIII-SEMESTER**

### **CORPORATE LAW-II**

#### **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:** Share Capital, Issue and allotment of shares, Transfer and transmission of shares, Forfeiture and buyback of shares, Share certificate and share warrant

**UNIT-II:** Debentures & Charges, Borrowing Powers, effect of unauthorized borrowings, Debentures: Definition, Kinds, Distinction between Debenture and share, Company Charges: Kinds of Charges, Crystallisation, Inter-corporate Loans (S-186), Dividend: Rules & Procedure

**UNIT-III:** Company Auditors, Investigation and Inspection, Legal Position, Appointment, Removal, Duties and Powers, Distinction between Investigation and Inspection, Power of Inspection, Majority Rule and Rights of Minority shareholder, The Rule in Foss v. Harbottle, exceptions, Prevention of Oppression and Mismanagement

**UNIT-IV:** Winding up of Companies, Modes of Winding up, who may file petition of Winding up, Winding up by Tribunal, Voluntary Winding up, Liability of past members

**UNIT-V:** Case studies on Winding Up: Sree Bank Ltd v. Sarkar Dutt Roy And Co (1950) IK.B. 574, Bagree Cereals (P) Ltd. and Ors v. Hanuman Prasad Bagri and Ors 2001 105 CompCas 465 Cal, Airwings Private Ltd. v. Viktoria Air Cargo Gmbh, 1995 82 CompCas 447 Kar

#### **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