

## **IL 209 Company Law**

### **Unit 1**

- a. Company: Definition, Theories of Corporate personality, Kinds of Companies, nature, advantages and disadvantages,
- b. Registration and Incorporation of company
- c. Memorandum of Association, Various clauses, Alteration therein, Doctrine of ultra vires.
- d. Articles of Association: Binding force, alteration, its relation with Memorandum,
- e. Doctrine of constructive notice and indoor management.
- f. Corporate liability: Civil and Criminal, uses and abuses of the corporate form,
- g. Lifting the corporate veil,

### **Unit 2**

- a. Meetings
- b. Prospectus: Contents, Shelf Prospectus, Misrepresentation in prospectus, Remedies for misrepresentation and liabilities thereof.
- c. Promoters
- d. Shares: General Principles for allotment, statutory restrictions, Share Certificates,
- e. Transfer of shares, dematerialized shares (DEMAT), Share capital
- f. Members of company: Distinction, Modes of becoming members of company,
- g. Rights and Privileges of Shareholders
- h. Buy- back of shares

### **Unit 3**

- a. Directors: Position, appointment, qualifications, vacation of office, removal, resignation, powers and duties of directors, Managing Director,
- b. Independent Directors
- c. Dividends,
- d. Audits, Auditors, Accounts,
- e. Debentures, kinds of debentures
- f. Fixed and Floating charges, ,
- g. protection of minority rights, Prevention of Oppression and Mismanagement
- h. Overview of CSR

## **Unit 4**

- a. Reconstruction and Amalgamation of Company, Mergers and Acquisitions, (Takeover Code)
- b. SEBI,
- c. Types of winding up: Voluntary and Involuntary, powers of liquidator, powers of court
- d. Overview of Companies Act 2013,

## **Suggested Readings**

- 1. Avtar Singh, Company Law, Eastern Book Company, 2015
- 2. S.C Tripathi New Company Law
- 3. Karn Gupta, Introduction to Company Law, LexisNexis 2013
- 4. K.S Anantharaman, Company Law and the Competition Act Including Secretarial Practice, LexisNexis 2013
- 5. N.D. Kapoor, Elements of Mercantile Law, Sultan Chand & Sons, 2010
- 6. Avtar Singh, Introduction to Company Law, Eastern Book Company, 2014
- 7. Ramaiya, Guide To The Companies Act, LexisNexis, 2014 (5-volumes)
- 8. Gower & Davies, Principles of Modern Company Law, Sweet & Maxwell, 2013
- 9. Palmer's Company Law (Eds. Professor Geoffrey Morse), Sweet & Maxwell, 2015
- 10. N.D. Kapoor, Business Law: Including Company Law, Sultan Chand & Sons, 2014
- 11. Robert R. Pennington, Pennington's Company Law, LexisNexis (Butterworths), 2001