

**JYOTI NIVAS COLLEGE AUTONOMOUS
SYLLABUS FOR 2019 BATCH AND THEREAFTER**

Programme: Integrated B.Com M.Com

Semester: II

Corporate Administration

Course Code: 19IC204

No. of Hours: 60

COURSE OBJECTIVES:

- To familiarize the students with the latest company law.
- To familiarize law with relevant case studies.
- To introduce them to various documents required to start a business.

LEARNING OUTCOMES:

- To encourage the students for an understanding on how important it is for the company's to be socially responsible.
- To enable the students to identify the different legal obligations required to start a company.
- Students will be aware about the corporate personality and also the powers and liabilities of a KMP in a company.

UNIT 1

**Introduction
HRS**

10

Company Law –Administration of companies Act-Specific reference to The Companies Act 2013 with important provisions– Meaning – definition of Company, kinds of companies, characteristics of a company, Lifting of Corporate Veil. Types- limited and unlimited, private and public, government companies, statutory, registered companies, OPC.

UNIT 2

**Formation of a Company:
HRS**

15

Promotion: Meaning, promoters – function, position, rights and duties of promoters.

Incorporation: Meaning procedure, certificate of Incorporation, and effects of registration, capital subscription, commencement of business.

UNIT 3

Documents of Companies:

15 HRS

Memorandum of Association – definition, clauses, provisions and procedures for alteration. Doctrine of Ultra Vires. Doctrine of Constructive Notice. Articles of Association – Definition, contents, Doctrine of Indoor Management. Distinction between MOA and AOA. Prospectus – meaning, contents, liabilities for mis-statement in prospectus (Civil and Criminal liabilities), Statement in lieu of prospectus.

UNIT 4

Company Management:

10 HRS

Key Managerial Personnel, Directors, types, Appointment, qualifications, rights, duties, dis-qualification and liabilities of Directors. Company Secretary – Meaning, position, appointment rights, duties, liabilities, qualifications and removal, Corporate Social Responsibility (legal provisions).

UNIT 5

Company meeting

10 HRS

Annual, Extra ordinary General meetings, Board meetings, Committee meeting –Secretarial compliances regarding drafting of the minutes for various meetings– Resolution types, Quorum, Proxy.

SKILL DEVELOPMENT

- Collect MOA of different companies and study the various clauses.
- Collect prospectus of any recent public issue and study the details.
- Prepare the minutes of company meetings of a imaginary company.
- Relevant Case Laws as per the provisions of the Act.

BOOKS FOR REFERENCE

1. K.C Garg, Vijay Gupta, R.C. Chawla, Company Law and secretarial Practice, Kalyani Publishers, II Edition 2008, Jalandhar.
2. A.K. Majumdar, Dr. G. K. Kapoor, Company Law, Taxmann's Publication, 10th edition, New Delhi.
3. Anil Kapoor, Company Laws, Internation Book House, Secon revised edition, New Delhi.

4. M.C Shukla and Gulshan- Principles of Company Law, S.Chand, II edition.
5. S.C. Kuchal- Company Law and Secretarial Practice.
6. Appannaiah& Reddy &Prabhu, Company Law and secretarial Practice, Himalaya Publication, 2004, Mumbai.
7. C.A. Institute Material Business Law and Company Law.
8. Companies Act 2013.