

# 2305

## COMPANY LAW

### COURSE CONTENTS

#### Unit – I

Meaning and Nature of a company, kinds of companies (Public, Private, Limited – Unlimited, holding, subsidiary, Govt., Foreign, Defunct, illegal association, Non Profit making companies etc.

Formation and Incorporation of Company, Memorandum of Association – Main clauses and Contents, Alteration.

Articles of Association – Contents, alteration, Doctrine of constructive notice, Doctrine of Indoor Management, ultra vires.

#### Unit – II

Prospectus – Meaning, contents, Abridged Form of Prospectus, Prospectus by implication/Deemed Prospectus Prospectus Information Memorandum. Golden Rules framing, Prospectus, Mis-statement and their consequences statement in lieu of prospectus, SEBI Guidelines.

Issue of Shares : SEBI Guidelines, Book Building process, IPO/FPO, underwriting, Brokerage, Allotment of shares, irregular allotment, right of Bonus issue.

Shares & Share Capital : Kinds, Non-voting shares, alteration in share capital-Raising and Reeducation in share capital, Buy back of Shares, Transfer of share and Depository.

Borrowing Powers of a Company : Debentures, charges and its modification, Debenture trust Deed, Public Deposit.

#### Unit – III

Directors, Managing Director & Managers – appointment, Removal, Remuneration, Status, Right, Duty and liabilities.

Prevention of oppression and Mismanagement, Company Law Administrations – ROC, NCLT & Appellant Tribunals.

#### Unit. – IV

Company meetings – General Rules, Types of Meeting & their Legal Provisions – Statutory Meeting, Annual General Meeting, Extra ordinary General meeting, Directors meeting.

Winding up of a Company : Legal provisions Types of Procedure.

#### Unit – V

Drafting of : Memorandum of Associations, Articles of Association, Statutory declaration for incorporation & Commencement of Business. Certificate of Incorporation & Commencement of Business. Allotment of return.

Meeting Notice, Agenda, Minutes, Resolution/Motion Resolution by circulation, Statutory Report, Annual Return (Sec. 159 to 161) & Chairman speech etc.