

## **B.A. Programme with Commerce (Commerce as Non-Major/Minor)**

### **BAC: DSC-6 Company Law (Non-Major/Minor)**

#### **Learning Objectives**

The course aims to develop and comprehend business and its processes in accordance with the provisions of the Companies Act, 2013 while analysing case laws.

#### **Learning Outcomes**

After completion of the course, learners will be able to:

1. Recognise the different types of companies.
2. Discuss the fundamentals of incorporating the company.
3. Make the memorandum and articles of association.
4. Discuss the difference between different types of prospectus.
5. Recognise the process of calling and conducting company meetings.

#### **SYLLABUS OF BAC: DSC-6**

##### **Unit I: Introduction (11 hours)**

Characteristics of a company; Lifting of corporate veil; Types of companies including one person company, small company, associate company, dormant company, producer company; Association not for profit; Illegal association.

##### **Unit II: Formation of a company (7 hours)**

Formation of company, promoters, functions and their legal position, pre- incorporation contracts, steps in incorporation, and process of on-line registration of a company.

##### **Unit III: Memorandum and Articles of Association (7 hours)**

Memorandum of association definition, clauses and its alteration, doctrine of ultra vires, articles of association, contents and its alteration, doctrine of constructive notice and indoor management.

##### **Unit IV: Share Capital (11 hours)**

Prospectus, shelf and red herring prospectus, mis-statement in prospectus; issue, allotment and forfeiture of share, calls on shares; issue of sweat equity; employee stock option; issue of bonus shares; right shares, transfer and transmission of shares, buyback; demat system.

##### **UNIT V: Company Meetings (9 hours)**

Meetings of shareholders; types of meeting, convening and conduct of meetings, requisites of a valid meeting- notice, agenda, chairman, quorum, proxy, resolutions, minutes; postal ballot, e-voting.

#### **Exercises**

The learners are required to:

1. Identify and classify types of companies by taking real-life examples.
2. Fill dummy spice form for incorporation of a company.
3. Read the memorandum and articles of association of a particular company.
4. Enlist steps in the book-building process and examine a red herring prospectus of a latest IPO from SEBI website.
5. Prepare a list of businesses conducted by ordinary resolution.

### Suggested Readings

- Chadha R. & Chadha, S. (2018). *Company laws*. Delhi, India: Scholar Tech Press.
- Gower, L. C. (1981). *Principles of modern company law*. (4<sup>th</sup> ed.). London, United Kingdom: Stevens & Sons.
- Kumar, A. (2022). *Corporate laws*. (11<sup>th</sup> ed., Vol. 1). Delhi, India: Taxmann Publications Private Limited.
- Sharma, J. P. (2020). *Easy approach to corporate laws*. (4<sup>th</sup> ed.). Delhi, India: Ane Books Pvt.

### Additional Resources

- Hannigan, B. (2021). *Company law*. Oxford, United Kingdom: Oxford University Press.
- Kannal, S., & Sowrirajan, V.S. (2019). *Company law Procedure*. Delhi, India: Taxman's Allied Services (P) Ltd.

Sd/-  
REGISTRAR