

DSEG002 – Corporate Laws-Cases and Application

Masters of Commerce
Semester II
DSE - General Paper
DSEG002 - Corporate Laws-Cases and Application

Course Type/ Course Code	Course Title	Lectures	Tutorials	Practical	Credit	Pre-requisites
DSE- DSEG002	Corporate Laws-Cases and Application	3	1	0	4	NIL

Objective: This course aims to enhance critical thinking through the analysis of case laws related to corporate regulations, while applying the key provisions of Companies Act of 2013 and other prominent corporate laws, including their amendments and relevant notifications.

Learning Outcomes: On completion of this course, the student should be able to:

- To examine the regulatory aspects and the broader procedural framework involved in different types of companies covering the Companies Act, 2013 and the Rules there under.
- To critically evaluate the legal and procedural aspects relating to the company board, company meetings, and distribution of dividends.
- To analyze and apprehend the business decisions taken in company meetings with the implications of judicial pronouncements.
- To integrate the surveillance measures by SEBI and to evaluate the working of depositories, their functions, duties, and obligations, including participants therein for investor protection.

Contents:

Unit I (12 hours)

Background of company law: Relevance and reflections, Corporate Structures and its creation; Judicial doctrines and landmark judgements; Company in capital market: Prospectus; Share capital: Issue, its categories, alteration; Stock Splits & Buyback; Debt capital.

Unit II (11 hours)

Directors: Classification, Judicial pronouncements clarifying legal positions and powers of board; Disclosure of Interest; Related Party transactions; Company Board: Composition & its functioning, Key judgements involving managerial personnel; Class

action suits; Meetings of shareholders and board: Requisites & Contraventions.

Unit III (10 hours)

Dividends, Financial statements and accounting standards, XBRL, NFRA and Audit; Inspection, inquiry & investigation; Arrangements and Amalgamation, Prevention of oppression & mismanagement; Insolvency & Bankruptcy Code 2016: Corporate insolvency and resolution process, Liquidation v Resolution, Comparison of bankruptcy laws of USA, UK and India.

Unit IV (12 hours)

Depositories Act 1996: Rights and obligations of depositories; Participants, issuers and beneficial owners; Inquiry and inspections; Penalties.

SEBI Act, 1992: Formation, objectives, functions and powers of the SEBI; Insider trading; SEBI Guidelines for securities issues, monitoring and surveillance.

Tutorial Exercise: Students would be asked to analyze a real-world case studies and judicial pronouncements to highlight the key management or processual failures. They would be assigned with vulnerability and impact assessment of regulatory issues highlighted in the actual corporate world.

Suggested Readings:

- Kapoor, G.K. and Dhamija, Sanjay. (2025). Company Law- A comprehensive text book on Companies Act, 2013. Taxmann Publications Private Limited.
- Kershaw, D. (2012) Company Law in Context: text and materials. Oxford University Press.
- Sharma, J.P. (2023). Company Law. Bharat Law House Private Ltd.
- Singh, A. (2018). *Company law*. Eastern Book Company.
- Ramaiya, A. (2020) Guide to Companies Act, LexisNexis.
- SEBI Act, 1996.
- Depositories Act, 1992