DSE (Stream)- Commercial Law and Corporate Governance

Company Management and Administration

Course title & Code	Credits	Credit distribution of the course			Eligibility criteria	Pre-requisite of the course (if any)
		Lecture	Tutorial	Practical/ Practice		
Company Management and Administration	4	3	1	0	Pass in Class XII	NIL

Learning Objectives-
The course aims to make learners comprehend the Indian Companies Act, 2013 regarding Management of the companies. It seeks to help assess the aspects of appointments, duties and liabilities of Directors, KMP, and Auditors.

Learning Outcomes-
After completion of the course, learners will be able to:
1. Interpret the Company Management Provisions.
2. Describe the formation of mandatory committees of the Board.
3. Recognise the role of auditors in company management and compliances.
4. Interpret legal provisions regarding dividend.
5. Analyse the conditions for winding up of the company.

Course Contents:
Unit 1: Company Management (15 hours)
Introduction, Directors: Definition, Legal Position of Directors, Types of Directors, Qualifications, Disqualifications, Director Identification Number, Appointment, Vacation & Removal of Directors, Powers, Restriction on powers, Duties, Liabilities, Prohibition on Insider Trading, Provisions regarding Board Meetings, Meetings of Directors through Video Conferencing or other Audio- Visual Means.

Unit 2: Board committees (11 hours)
Board Committees and its type. Vigil Mechanism, Whistle Blower Protection Policy; Key Managerial Personnel.

Unit 3: Audit and auditors (4 hours)
Appointment, Rotation, Removal and Resignation of Auditors, Qualifications and Disqualifications of Auditors, Ceiling on Audit, Remuneration of Auditors, Rights and Duties, Liabilities of Auditors, Audit report, Secretarial Standards and Secretarial Audit.

Unit 4: Dividends and winding up (15 hours)
Meaning, Legal Provisions regarding Dividend, The Companies (Declaration and Payment of Dividend) Rules, 2014; Interim Dividend. Unpaid or Unclaimed Dividends; Investor Education and Protection Fund. Meaning of Winding Up, winding up vs. Dissolution, Modes of winding up, Winding up by the Tribunal Under Insolvency and Bankruptcy Code, 2016. Grounds for winding up by the Tribunal. Case Laws may be discussed to enhance the comprehension of specific topics.

Exercises
The learners are required to:
1. Interpret and analyse Company Management Provisions
2. Make presentations about company Boards of the Indian Corporate world.
3. Exhibit the mandatory committees of Indian companies citing example cases.
4. Perform role play on 'Board Committees'.
5. Discuss case studies related to insider trading, disqualification of auditors, unclaimed dividend, and insolvency.
6. Discuss and analyse legal provisions regarding dividend.
7. Have a debate on provisions of winding up.

Suggested Readings

- Majumdar, A.K., & Kapoor, G.K. (2022). Company law and practice. (26th ed.). Delhi, India: Taxmann.
- Ramaiya. A. (2020). Guide to companies act. Generic Book.
- Sharma, J.P. (2020). An easy approach to corporate laws. (4th ed.). Delhi, India: Ane Books Pvt. Ltd. Additional Readings
- Gowar, L.C. B. (2012). Principles of modern company law. (4th revised ed.). London, United Kingdom: Stevens & Sons.
- Hanningan, B. (2021). Company law. (6th ed.). United Kingdom.: Oxford University Press.
- Hicks, A., & Goo, S.H. (2008). Cases and material on company law. (6th ed.). Oxford University Press.
- Kannal, S., & Sowrirajan, V.S. (2021). Company law procedure. Delhi, India: Taxman's Allied Services (P) Ltd.
- Singh, H. (2001). Indian company law. Delhi, India: Galgotia Publishing.
- The Depositories Act, 1996.

Note: Suggested readings will be updated by the Department of Commerce and uploaded on Department's website.