

**B.A. (VS) Small and Medium Enterprises**  
**Semester VI**  
**DISCIPLINE SPECIFIC ELECTIVE COURSE -6.5 (DSE-6.5)**

**Corporate Laws**

**CREDIT DISTRIBUTION, ELIGIBILITY AND PRE-REQUISITES OF THE COURSE**

Course title & Code	Credits	Credit distribution of the course			Eligibility criteria	Pre-requisite of the course (if any)
		Lecture	Tutorial	Practical/ Practice		
Corporate Laws (DSC-6.5)	4	3	1	0	12 <sup>th</sup> Pass	Nil

**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. analyse the regulatory aspects and the broader procedural aspects involved in different types of companies covering the Companies Act, 2013 and Rules.
2. prepare the basic legal documents required for formation of a company.
3. analyse the process and prepare the documents required for raising capital for the company.
4. analyse the managerial composition of companies and examine the process of company meetings.
5. develop a plan for winding up and the insolvency resolution of a company, considering the interests of the creditors and the company's assets.

**Unit 1: Introduction**

**9 Hours**

Meaning and characteristics of a company; Lifting of corporate veil; Overview of administration of Company Law; Types of companies including private and public company, government company, foreign company, one person company, small company, associate company, dormant company and producer company; Association not for profit; Illegal association.

**Unit 2: Formation and Incorporation documents**

**9 Hours**

Formation of company, promoters, their legal position and pre-incorporation contracts; Online registration of a company. Memorandum of Association and its alteration, Articles of Association and its alteration, Doctrine of constructive notice, Doctrine of ultra vires and indoor management.

**Unit 3: Share Capital**

**9 Hours**

Prospectus, Shelf and Red herring prospectus, misstatement in prospectus; Book building. Allotment and Forfeiture of share, Sweat Equity, ESOPs, Bonus issue, and Further issue of shares,

buyback, split of shares and provisions regarding buyback; Transfer and transmission of shares; Demat system.

#### **Unit 4: Management and Meetings**

**9 Hours**

Directors: Legal position, Disqualifications, Director Identification Number (DIN); Classification of directors, Additional, Alternate and Casual directors, Women directors, Independent director, small shareholder's director; Appointment, Removal of directors; Powers and Duties; Key managerial personnel (KMP); Board Meetings; Shareholders' meetings: AGM and EGM. Convening and conduct of meetings: Requisites of a valid meeting; Resolutions (Virtual meetings); Postal ballot; e-voting.

#### **Unit 5: Dividends, Audit and Winding up**

**9 Hours**

Provisions relating to payment of Dividend. Company Audit: auditor's qualification and disqualifications, Auditor's appointment, rotation and removal, Secretarial Audit. Winding Up: Concept and Modes of Winding Up; Provisions of winding up under Insolvency and Bankruptcy Code 2016.

#### **Practical Exercises**

The learners are required to:

1. identify the type of company based on information available on NSE/BSE website and then analyse the regulatory and procedural aspects covering the Companies Act, 2013.
2. fill dummy SPICe+ form for incorporation of a company.
3. write about the timeline and details of the book building process of an actual IPO/FPO.
4. identify the actual composition of the Board of Directors and examine the minutes of AGM/EGM of listed companies.
5. develop a plan for winding up and the insolvency resolution process of a company, considering the interests of the creditors and the company's assets.

#### **Suggested Readings:**

- Dagar, I., & Agnihotri, A. (2023). *Company Law*. New Delhi; S. Chand.
- Jagota, R. (2021). *Corporate Laws*. New Delhi; Taxman Pvt Ltd.
- Kapoor, N. D. (2022). *Corporate Laws*. New Delhi; Sultan Chand.
- Kaur, H. (2022). *Company Law*. New Delhi; Kitab Mahal.
- Kuchhal, M. C., & Kuchhal, A. (2013). *Company Law*. New Delhi; Mahavir Publications.
- Kumar, A. (2021). *Corporate Laws*. New Delhi; Taxman Pvt. Ltd.
- Maheshwari, S. N., & Maheshwari, S. K. (2019). *Company Law*. New Delhi; Himalaya Publishing House Pvt. Ltd.
- Ramaiya, A. (2020). *A Guide to Companies Act*: LexisNexis.

#### **Notes:**

1. **Suggested readings shall be updated and uploaded on the college website from time to time.**
2. **Examination scheme and mode as prescribed by the Examination Branch, University of Delhi, from time to time.**