

**STELLA MARIS COLLEGE (AUTONOMOUS), CHENNAI - 600 086**  
**B.Com (A & F) DEGREE: ACCOUNTING AND FINANCE**

**SYLLABUS**  
**(Effective from the academic year 2015 -2016)**

**CORPORATE LAW**

**CODE: 15CM/MC/CR34**

**CREDITS : 4**

**L T P : 4 0 0**

**TOTAL TEACHING HOURS: 52**

**OBJECTIVES OF THE COURSE**

- To introduce students to the fundamental principles of corporate law
- To expose students to the statutory provisions relating to the formation and management of a company

**Unit 1**

**1.1 Introduction (10 hrs )**

- 1.1.1 Definition and Characteristics of a Company
- 1.1.2 Types of Companies including One person Company, Small Company  
Producer Company
- 1.1.3 Lifting of Corporate veil

**1.2 Formation of Company**

- 1.2.1 Promoters – their Legal Position
- 1.2.2 Pre-incorporation and Provisional Contract
- 1.2.3 Registration and Re-registration of a Company including Online  
Registration

**Unit 2**

**(12 hrs)**

**Documents**

**2.1 Memorandum of Association**

- 2.1.1 Contents and Alteration of Memorandum
- 2.1.2 Doctrine of Ultra Vires

**2.2 Articles of Association**

- 2.2.1 Contents and Alterations of Articles
- 2.2.2 Doctrine of Indoor Management

**2.3 Prospectus**

- 2.3.1 Definition, Meaning and Contents of Prospectus
- 2.3.2 Misstatement in Prospectus

**Unit 3**

**(10 hrs)**

**Financial Structure**

- 3.1 Concept of Capital and Financing of Companies - Sources and Alteration of Share  
Capital
- 3.2 Share - Meaning, Nature and Types of Shares, Application and Allotment,  
Transfer and Transmission of Shares
- 3.4 Debentures-Nature and Classes of Debentures

## **Unit 4**

### **Management and Administration**

- 4.1 Board of Directors – Appointment, Removal, Powers, Duties and Liabilities
- 4.2 Managing Director,
- 4.3 Company Secretary – Appointment, Role and Responsibilities
- 4.4 **Meetings** **(10 Hours)**
  - 4.4.1 Annual General Meeting
  - 4.4.2 Extraordinary General Meeting and Electronic Voting
  - 4.4.3 Board Meetings – Video Conferencing and other Audio Visual Aids
  - 4.4.4 Requisites for a valid meeting
- 4.5 **Resolutions - Types**

## **Unit 5**

### **Dividend** **(10 Hours)**

- 5.1 Profit and Ascertainment of Divisible Profit
- 5.2 Declaration and Payment of Dividend
- 5.3 Treatment of Unpaid and Unclaimed Dividend

## **TEXT BOOK**

Kapoor N.D., \_Company Law, 24<sup>th</sup> edition, New Delhi, Sultan Chand, 2013

## **BOOKS FOR REFERENCE**

Bharat, Manual of Companies Act, Corporate Laws and SEBI Guidelines, Law Publishers, 2001

Dalal, Gaggar, and Kshir Sagar, 2013, Guide to notes on Company Accounting and Reports - Law Publishers

Gogna P.P.S, 2013, A Text book of Company Law, Sultan Chand, New Delhi

Gulshan S. S, G.K Kapoor., 2004, 9<sup>th</sup> edition, Corporate and other Laws, New Age, New Delhi.

Pandab S.K., 2013, Company Law & Practice, Bharat, New Delhi

## **JOURNALS**

Company and Securities Law Journal

Company law journal

Company news and reports

## WEB RESOURCES

[www.business.gov.in](http://www.business.gov.in)

[www.cdslindia.com](http://www.cdslindia.com)

[www.geebeevee.org](http://www.geebeevee.org)

## PATTERN OF EVALUATION

### Continuous Assessment:

**Total Marks: 50**

**Duration: 90 mins.**

Section A – 7 x 2 = 14 Marks (no choice)

Section B – 2 x 8 = 16 Marks (from a choice of three)

Section C – 1 x 20 = 20 Marks (from a choice of two )

### Third Component

List of Evaluation modes:

Seminars

Quiz,

Group discussion

Assignments

Class Presentation

### End Semester Examination:

Total Marks: 100

Duration: 3 Hours

Section A – short answers (max. 30 words) - 10 x 2 = 20 Marks

Section B – Essay answers (Max.500 words) 5 x 8 = 40 Marks (From a choice of 7)

Section C – Essay answers (Max.1200 words) 2 x 20 =40 Marks (From a choice of 4)