

B. Com. – III

Group 'L' Corporate and Industrial Laws

Paper No. XX – A: Company Law and Secretarial Practice

1. **Introduction and Formation:** Nature, Kind, Characteristics, Lifting the Corporate Veil, Incorporation, Documents required for incorporation, Effects of registration, Certificate of incorporation, Promoter, Preliminary contracts, Memorandum of Association and Articles of Association and their alteration, Doctrine of Ultra Virus, Doctrine of Constructive Notice and Doctrine of Indoor Management.
2. **Raising of Capital:** Company Law Board and its powers, Prospectus and Statement in lieu of Prospectus, Minimum subscription, Under writing commission, Brokerage, Certificate of commencement of Business, Share Capital and its alteration.
3. **Shares and Borrowed Capital:** Share – Definition, Nature and Types of Shares, Issue of Shares, Share Certificate and Share warrant, Transfer and Transmission, Surrender and Forfeiture of Shares, Bonus and Right Shares.

Debenture – Nature and Classes of Debentures, Guidelines for protection of the interest of Debenture – holders, Debenture Trustee, Creation of Charges.
4. **Meeting and Proceedings:** Types of Meetings, Statutory Report, Powers of National Satisfaction Tribunal (NCLT), Requisites of a valid meeting, Procedure of meeting – Proper Authority, Notice, Quorum, Minutes, Proxy, Voting and Poll, Resolutions.
5. **Company Management:** Directors – Number of Directors, Appointment, Removal, Liabilities, Powers and Duties, Remuneration, Meetings.

Managing Director – Appointment, Term and Disqualifications.

Manager – Legal Provisions.
6. **Revival an Rehabilitation of Sick Industrial Companies:** Definition, Powers of Tribunal, Preparation and Sanction of Schemes, Financial Assistance and Winding up of Sick Company.
7. **Prevention of Oppression and Mismanagement:** Meaning, Prevention of Mismanagement, Who may apply, Powers of NCLT and Central Government.
8. **Compromises, Arrangements, Reconstructions and Amalgamations:** Legal provisions relating to Compromise, Reconstruction and Amalgamation.
9. **Winding Up:** Meaning, Modes, Commencement, Consequences, Procedure, Powers of NCLT, Liquidator – Duties, Powers and Liabilities, Committee of Inspection, Consequences of Winding Up.
10. **Company Secretary:** Definition, Types, Qualification, Position, Rights and Duties, Preparation of Auditor's report, Statement on Corporate Governance, Chairman's Speech, Maintaining and Monitoring of Statutory Books / Registers prescribed under various provisions of the Company Law.