

PAPER – I
COMPANY LAW
(Paper Code : K-401)

The course shall comprise of the following :

I. Formation of Companies :

- (1) History of Company Legislation in India
- (2) Meaning and Nature of Company with Emphasis on its Advantages and Disadvantages over Other Forms of Business Organisations.
- (3) Kinds of Companies
- (4) Corporate Personality and Lifting the Corporate Veil
- (5) Promotion of Companies :
 - (a) Promoters and Pre-Incorporation Contracts
 - (b) Registration of Companies
- (6) Memorandum of Association and Articles of Association :
 - (a) Meaning, Nature and Contents and Relationship Between the two
 - (b) Objects Clause and Doctrine of *Ultra-vires*
- (7) Prospectus and Statement in Lieu of Prospectus
- (8) Membership of Company - Its Acquisition and Termination.

II. Corporate Capital :

- (1) Share and Share Capital : Meaning, Nature and Kinds; Various Rights and Duties Attached to these Shares.
- (2) Issuance and Allotment of Shares
- (3) Alteration of Share Capital :
 - (a) Increase in Share Capital
 - (b) Reduction of Share Capital
 - (c) Pre-Emptive Rights and Variation of Class Rights

III. Company Management and Administration :

- (1) Company and its Various Organs Including Division of Powers between Board of Directors and Company in General Meeting.
- (2) Company Meetings and Resolutions : Types / Kinds of Meetings, Essential Conditions of a Valid Meeting, Procedure for Calling Company Meetings, Resolution Kinds and Procedures Relating Thereto.
- (3) **Directors and Managing Director** : Appointment and Legal Position.
- (4) Oppression and Mismanagement
- (5) Investigation into the Affairs of Companies
- (6) Reconstruction and Amalgamation
- (7) **National Company Law Tribunal** : Composition and Powers

IV. Winding up of Company : Modes of Winding Up, Compulsory Winding Up - Conditions and Positions, Voluntary Winding Up : Kinds and Distinctions, Officials Liquidator and Liquidator : Appointment and Powers.

BOOKS RECOMMENDED

- Majumdar A.K., *Company Law and Practice*.
Kapoor G.K. (Dr.) & Gower L.C.B., *Principles of Modern Company Law*.
Singh Avtar (Dr.), *Indian Company Law*.
Ramayya A., *A Guide to Companies Act*.
Rai Kailash, *Principles of Company Law*.
Dhingra L.C. (Dr.), *Principles of Company Law*
Tripathi S.C. (Dr.), *Modern Company Law*.