

NIRMA UNIVERSITY
Institute of Law
B.A.,LL.B (Hons.) and B.Com., LL.B (Hons.) Programmes
Academic Year 2020-2021
Semester VI

L	T	P	C
4			4

Course Code:	2BL643
Course Title:	Company Law II

Course Learning Outcomes (CLO):

At the end of the course, students will be able to:

- 1) Relate and Explain the procedural requirements of company meetings and authority of managerial personnel of the company;
- 2) Examine the interplay of the various stakeholders in company operations.
- 3) Investigate and justify the conflicts and disputes related to companies with theoretical application of companies Act 2013 with rules;
- 4) Justify the skills of reviewing veracity and contents of the documents filed by company at the various stages of a life-cycle.

Syllabus:

Teaching Hours: 60

Unit. I Corporate Management - Member and Shareholder of the Company 6 Hours.

- Introduction
- Acquisition of Membership in a Company- Register of Members
- Transfer and Transmission & Nomination
- Shareholders' Rights
- Shareholders Activism
- Concept of shareholder democracy – arguments for/against

Unit. II Management & Control of Companies

11 Hours.

- Directors
- Role, Responsibilities, Powers & Duties of Directors
- Key Managerial Persons
- Loan to Directors
- Political contribution
- Appointment of Directors
 - Appointment of Managing Director
 - Removal and resignation of the director
 - Term of office
- Board of Directors and its Committees
- Independent Directors



- Women Director
- Restructuring the BOD
- Related Party Transactions
- Inter Corporate Loans & Investments

Unit. III Meetings

12 Hours.

- Meetings
- Meaning of meetings
- Kind of meetings
- General Meeting
 - Annual general meeting
 - Extraordinary general meeting
- Board meeting
- Quorum and Voting Requirements
- Chairman of the meeting (Appointment, power and function)
- Shareholders' entitlement to vote and Shareholders' pooling agreement
 - Ordinary and Special Resolutions
 - Resolutions requiring Special Notice
 - Resolutions passed at Adjourned Meetings
- Quorum requirement
- Voting
 - Demand for Poll
 - Postal Ballot
 - Circulation of Members' Resolution
- Proxy
- Form of proxy
- Revocation of proxy
- Electronic Voting & meeting through Video Conferencing

Unit. IV Inspection and Investigation

6 Hours.

- Inspection of Documents
- Powers of the Inspector
- Seizure of Books And Documents
- Inspector's Report
- Power of Registrar of Companies
- Investigation into Affairs of the Company
- Serious Fraud Investigation Officer
- National Company Law Tribunal : Composition and Powers

Unit. V Majority Power and Minority Rights

9

Hours.

- Power of majority
- The principle of noninterference (rule in Foss v. Harbottle)
- Exception to the rule (rule in Foss v. Harbottle)
- Protection of Minority Rights

Unit. VI Prevention of Oppression and Mismanagement

10 Hours

- Prevention of Oppression & Mismanagement
- Actions by Shareholders in Common Law- Shareholder Derivative Action
- Statutory Remedies (under the Companies Act 2013)

Unit. VII Liquidation & Winding up

6 Hours

- Winding up, Liquidation & Dissolution
- Modes of Winding up
- Winding up by the Tribunal
- Winding up by Resolution
- Voluntary Winding Up
- Official Liquidator
- Striking Off Name of Companies

Suggested Readings[^]:

- Ramaiya, A., Datar, A., Balasubramanian, S., Sarkar, S., Kothari, V., Arvinth Pandian, P., & Parekh, S. (2016). *Guide to the Companies Act* (19th ed.). New Delhi: Lexis Nexis.
- Palmer, F., & Schmitthoff, C. (1976). *Palmer's company law* (27th ed.). London: Sweet & Maxwell.
- Davies, P., Worthington, S., & Gower, L. (2014). *Gower and Davies' principles of modern company law* (9th ed.). London: Sweet and Maxwell.
- Puliani, R., & Puliani, M. (2020). *Bharat's Companies Act, 2013* (32nd ed.). New Delhi: Bharat Law House Pvt. Ltd.
- DINE, J. (2020). *COMPANY LAW* (8th ed.). London: RED GLOBE PRESS.
- Singh, A. (2018). *Company law* (17th ed.). Eastern Book Company: New Delhi.
- Professionals, C. (2020). *Handbook of Company Law Procedures* (1st ed.). New Delhi: Wolters Kluwer India Pvt. Ltd.
- Kapoor, G., & Dhamija, S. (2019). *Company Law and Practice - A Comprehensive Text Book on Companies Act 2013* (24th ed.). New Delhi: Taxmann.

L=Lecture, T=Tutorial, P=Practical, C=Credit

[^] this is not an exhaustive list

