

NIRMA UNIVERSITY

Institute:	Institute of Law
Name of Programme:	B.A.,LL.B (Hons.), B.Com.,LL.B. (Hons.)
Course Code:	3LW301CC27
Course Title:	Company Law I
Course Type:	Core
Year of Introduction	2020 (for B.A.,LL.B. (Hons.) and B.Com.,LL.B. (Hons.)); 2027 (for B.B.A.,LL.B. (Hons.))

Course Learning Outcomes (CLO):

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

1. Describe and compare various mode of doing business through incorporated entity. (BL-1)
2. Examine various Doctrines applicable for interpretations of corporate actions. (BL-2)
3. Inspect the Institution of Promoters in company operations. (BL-3)
4. Identify Management decisions for raising capital. (BL-3)

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Content:

Unit. I Introduction

**Teaching hours: 60
14 Hours**

- Nature and Form of Business Enterprises; Types of Business Enterprises; Different mode of doing Business in India i.e. Sole Proprietorship, General Partnership, LLP, Company etc.
- Historical Development of Corporate Concept; Emergence of Principles of Limited
- Liability and development of Company Law in India and England
- Company-Definition and Nature
- Important Features of Company (Separate legal Personality, Perpetual Succession etc)
- Kinds of Companies under the Companies Act, 2013
- Limited Liability Partnership (LLP)

Unit. II Incorporation of the Company and its Consequences

4 Hours

- Principles Regarding Incorporation of Company
- Pre-Incorporation Contract
- Consequences of Incorporation-Commencement of Business; Contract and deeds;
- Common Seal

Unit. III Promotion of the Company

4 Hours

- Promoters of the Company- Meaning and Importance
- Legal Position of the Promoters in the Company.
- Duties and Liabilities
- Pre-Incorporation Contracts



Unit. IV	Constitution of the Company • Memorandum of Association • Articles of Association • Legal Provisions regarding Alteration of Memorandum and Articles • Provision regarding Registered Office of the Company and Role of Registrar of the Company.	5 Hours
Unit. V	Membership of the Company • Membership-Meaning and Nature • Mode of Acquiring Membership • Registration of Members • Rights and Liabilities of Members • Termination of Membership • Transfer and Transmission of Securities in Physical and Dematerialized Forms	8 Hours
Unit. VI	Important Doctrines Related to the Company • Doctrine of Lifting of Corporate Veil • Doctrine of Ultra Vires • Doctrine of Constructive Notice • Doctrine of Indoor Management	10 Hours
Unit. VII	Raising of Equity Capital • Shares- Nature and Meaning • Kinds of Shares and the Rights attached to various Kinds of Shares • Issue of Shares of Various Kinds • Rights and Liabilities of Shareholders under the Company Law	4 hours
Unit. VIII	Raising of Debt Capital • Different Kinds of Debts Instruments in the Market • Debentures and Bonds • Conversion and Redemption of Debentures • Company Deposits	6 hours
Unit. IX	Prospectus • Prospectus-Meaning and Importance • Types of Prospectus • Requirements of Prospectus in context of Initial Public Offering • Civil and Criminal Liability for Misstatement in Prospectus along with all the relevant Case Laws.	5 hours

Self-Study:
Suggested List of Experience: NA

Suggested
Reading
Reference:

- Ramaiya, A., Datar, A., Balasubramanian, S., Sarkar, S., Kothari, V., Arvindh 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.
- Dhamija, S., & Kapoor, G. (2019). *Company Law and Practice - A Comprehensive Text Book on Companies Act 2013* (24th Edition August 2019) (24th ed.). New Delhi: Taxmann Publications.

Suggested NA
Case List:

