

## 205 ELEMENTS OF COMPANY LAW

1	The Companies Act, 2013: Introduction and Concept	<p>Company and its Formation</p> <ol style="list-style-type: none"> <li>1. Background and Features of company the Companies Act, 2013</li> <li>2. Company: Meaning, Nature and Characteristics of Company.</li> <li>3. Types of Companies: On the basis of mode of formation, Number of members, liability and Control, Public and Private Companies: Distinction, Advantages, Disadvantages, Privileges and their Conversion into each other. Other kinds of Companies: One Person Company, Charitable Companies, Dormant Company, Sick Company, Small Company, Listed Company, Foreign Company and its business in India etc.</li> </ol>
2	Formation and Incorporation of a Company	<p>Stages in the Formation and Incorporation:</p> <ol style="list-style-type: none"> <li>1. Promotion: Meaning of the term ‘Promoter’ / Promoter Group - Legal Position of Promoters, Pre-incorporation contracts.</li> <li>2. Registration/ Incorporation of a company: - Procedure, Documents to be filed with ROC. Certificate of Incorporation, Effects of Certificate of Registration.</li> <li>3. Capital Subscription/Raising of Capital</li> <li>4. Commencement of business</li> </ol>
3	Principal Documents	<p>Documents relating to Incorporation and Raising of Capital:</p> <ol style="list-style-type: none"> <li>1 Memorandum of Association: Meaning and importance- Form and contents- Alteration of memorandum.</li> <li>2 Articles of Association: Meaning Contents and form of Articles- Alteration of articles- Doctrine of constructive notice Doctrine of Indoor Management.</li> <li>3 Prospectus: Meaning, contents, Statutory requirements in relation to prospectus- Deemed Prospectus- Shelf prospectus - Statement in lieu of prospectus- Misstatement in a prospectus and Liabilities for Misstatement.</li> </ol>
4	Capital of the Company	<ol style="list-style-type: none"> <li>1. Various Modes for Raising of Share Capital including private placement, public issue, rights issue, bonus shares, ESOS, Sweat Equity Shares, Buy-back of shares.</li> <li>2. Allotment of Shares: Meaning- - Statutory provisions for allotment, improper and irregular allotment Consequences of irregular allotment.</li> <li>3. Calls On Shares: Meaning- Requisites of a valid call, Calls in advance, Share Certificates: Meaning, Provisions regarding issue of share certificates - Duplicate Share Certificate.</li> <li>4. Share Capital: Meaning, Structure (Kinds) – Concept of Securities – Definition, Nature and Kinds of Shares.</li> </ol>

5	Management of Company	<p>1. Board of Directors: Definition, Powers, Restrictions, Prohibition on Board. 2. Director: Meaning and Legal position of Directors,. Types of Directors, Related Party Transactions (Sec.188)</p> <p>3. Appointment of Directors, Qualifications and Disqualifications, Powers, Duties, Liabilities of Directors, Loans to Directors, Remuneration of Directors</p>
6	Key Managerial Personnel (KMP)	<p>1. Meaning, Definition and Appointments of Managing Director, Whole Time Director, Manager, CS</p> <p>2. Company Secretary (CS)- Term of office/ Tenure of appointment, Role of Company secretary</p> <p>3. Distinction between Managing Director, Manager and Whole Time Director - Role (Powers, Functions of above KMP)</p> <p>4. Corporate Social Responsibility (CSR) [U/S 135] – Concept who is Accountable, CSR Committee, Activities under CSR,</p>
7	Company Meetings	<p>1. Board Meeting – Meaning and Kinds</p> <p>2. Conduct of Meetings - Formalities of valid meeting [Provisions regarding agenda, notice, quorum, proxies, voting, resolutions (procedure and kinds) minutes, filing of resolutions, Virtual Meeting]</p> <p>3. Meeting of Share Holders General Body Meetings, Types of Meetings</p> <p>A. Annual General Meeting (AGM), (Ss.96 to 99)</p> <p>B. Extraordinary General Meeting (EOGM).(Sec.100)</p> <p>4. Provisions regarding convening, constitution, conducting of General Meetings contained in Ss.101 to 114</p>
8	E Governance and Winding up of a Company	<p>1. E Governance –meaning, Importance of E Governance</p> <p>2. E Filing – Basic concept of MCA, E Filing</p> <p>3. Winding –up: Meaning of winding-up, Dissolution of company, Conceptual understanding of winding-up by the Tribunal,</p> <p>4. Compulsory winding-up, Members’ voluntary winding-up, Creditors’ voluntary winding-up</p>

[Note: Recent amendments in the Acts and relevant Landmark cases decided by courts are expected to be studied]