

Restructured Syllabus (2024 Pattern as per NEP-2020)

Faculty: COMMERCE & MANAGEMENT (Commerce)

Class: T.Y. B.Com. Sem-V

Title of the Course: Company Law

With Effect From Academic Year 2026-2027

Name of the Program	Course Code	Type of Course	Credits	Lectures per Week in Clock Hour
B.Com.	CL303MJ	Major Mandatory	4	4

Course Objectives:

1. To provide students with a clear understanding of the concept and nature of a company under the Companies Act, 2013.
2. To explain the formation and incorporation process of companies, including the role of promoters and legal procedures.
3. To familiarize students with main company documents such as the Memorandum of Association, Articles of Association, and Prospectus.
4. To teach students various methods of raising capital, share allotment procedures, and statutory requirements.
5. To create awareness of different types of companies, their characteristics, advantages, and conversion provisions.
6. To provide knowledge of latest amendments and corporate governance reforms, including de-criminalisation, digital compliance, and investor protection measures.

Unit	Title and Contents	No. of Lectures
1	General Principles of Law and Nature of Company: 1.1 Meaning, Definition, Characteristics of a Company 1.2 Lifting or Piercing the Corporate Veil: a) Under Judicial Interpretation, and b) Under Statutory Provision 1.3 Company distinguished from Partnership 1.4 Company Law in England 1.5 Evolution and Overviews of Company Law in India: 1.5.1 The Companies Act, 1956, Companies (Amendment) Act, 2001, 2002, 2006 1.5.2 Companies Act, 2013, Companies (Amendment) Act, 2015, 2017, 2020 1.6 Kinds of Companies: Private Company, Public Company, One Person Company (OPC), Associations not for Profit, Producer Company, Statutory Company, Government Company, etc.	15
2	Incorporation of Company: 2.1 Formation of Company: Promotion, Registration/Incorporation of a Company, Simplified Proforma for Incorporating Company Electronically (SPICE+), Certificate of Incorporation, Online	15

	Registration of a Company, Effect of Certificate of Incorporation, Conclusiveness of Certificate of Incorporation, and Commencement of Business. 2.2 Memorandum of Association (MOA): Meaning, Importance, Contents, Alteration and Legal Effect of Memorandum, Doctrine of Ultra Virus 2.3 Articles of Association (AOA): Meaning, Importance, Contents, Alteration and Legal Effect of Articles of Association, Doctrine of Indoor Management, Doctrine of Constructive/Constructive Notice of Memorandum and Articles 2.4 Prospectus: Meaning, Definition and Contents, Abridged Prospectus, Golden Rule for framing of Prospectus, Statutory requirements in relation to a Prospectus, and Misstatements in a prospectus and their consequences	
3	Share, Share Capital and Membership: 3.1 Share: Meaning and Nature of a Share, Share v. Share Certificate, Share v. Stock, Kinds of Shares 3.2 Share Capital: Meaning and Types of Share Capital, Issue of Shares: Procedure and compliance as per SEBI norms for listing of IPO, Rights Issue of Shares and Bonus Issue of Shares and differentiate the same, Transfer and Transmission of Shares, Buy-back of Shares 3.3 Membership of a Company: Definition of a Member, Member v. Shareholder, Modes of acquiring membership, Termination of Membership and Expulsion of a Member, Rights, Duties and Liability of Member, Register of Member	15
4	Company Management and Corporate Governance: 4.1 Director: Meaning, Appointment, Qualifications, Disqualification, Duties, Removal, Types, Legal Position of Director, Composition of Board of Directors, Duties and Liabilities of Directors, Independent Director, Related party transactions. 4.2 Company Meetings-I (General): Meaning and Kinds of Meeting, Requisites of a valid meeting, Resolutions and kinds of resolutions 4.3 Company Meetings-II (General Body Meetings): Need for meetings, Annual General Meeting (AGM), Default in holding AGM, Extraordinary General Meeting (EGM), and Class Meetings. 4.4 Company Meetings-III (Board Meetings): Need for Board Meetings, Legal provisions to hold meeting, Requisites of Board Meeting, Contents and Agenda of Board Meeting, Time and Place of Board Meeting, Quorum, Adjournment for want of quorum, and Minutes of the Board Meeting 4.5 Corporate Governance: Meaning of Corporate Governance, Need for Corporate Governance, Corporate Governance in India, Kotak	15

	Committee on Corporate Governance, Certain Provisions of the Companies Act, 2013 vis-à-vis Corporate Governance 4.6 Corporate Compliance, Ethics and Emerging Issues: Financial Statements, Authentication of Accounts, Board's Report, Circulation of Financial Statements, Adoption and Filing of Financial Statements, Accounting Standards 4.7 Declaration and Payment of Dividend: Meaning of Dividend, Provisions regarding declaration and payment of dividend, and Punishment for failure to distribute dividends 4.8 E-Governance and E-Filing: Meaning of e-Governance, Filing of applications, documents, inspection etc. in electronic form, Advantages of e-Filing, MCA-21 Programme, MCA-21 Version 3, and Five Step e-Filing Process 4.9 Authorities under the Companies Act, 2013	
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Course Outcomes: After completion of the course, students will be able to:

1. Understand the concept, nature, and characteristics of a company under the Companies Act, 2013.
2. Able to Explain the process of formation and incorporation of a company, including the role and legal position of promoters.
3. Identify and interpret principal documents of a company, such as Memorandum of Association, Articles of Association, and Prospectus.
4. Demonstrate knowledge of raising capital, allotment of shares, and compliance with statutory requirements.
5. Differentiate between various types of companies and understand their privileges, limitations, and conversion possibilities.
6. Apply knowledge of the latest amendments and corporate governance reforms to ensure compliance, investor protection, and ease of doing business.

Internship for Students if any: Not Applicable
List of Recommended Books and Study Materials:
1. Avtar Singh's Company Law by Siddharth Raja (18th Edition 2025), Dharmendra Chatur & Sharanya Mishra, EBC 2. Taxmann's Company Law & Practice (29th Edition 2026) (A Comprehensive Text Book on Companies Act, 2013) by Dr. G. K. Kapoor & Dr. Sanjay Dhamija 3. Company Law (Corporate Law-1, 6th Edition) by Dr. S. R. Myneni, Asia Law House 4. Taxmann's Corporate Laws (53rd Edition 2026) 5. Taxmann's Companies Act with Rules (25th Edition 2026) 6. Business Laws (9th Edition) by CA Shashan S. Sharma, Taxmann's 7. Elements of Mercantile Law (39th Revised Edition 2024) by N. D. Kapoor, Sultan Chand & Sons 8. Study Materials of Chartered Accountants Program by ICAI, New Delhi 9. Study Materials of Cost and Management Accountants by ICMA, Kolkata