

**ST. JOSEPH'S COLLEGE OF COMMERCE (AUTONOMOUS)
DEPARTMENT OF COMMERCE**

TEACHING LESSON PLAN FOR **COMPANY LAW AND SECRETARIAL PRACTICE**
(C4 15 MC 604)

B.Com (International Accounting and Finance) - VI Semester
(November 2018 to March 2019)

Subject Objective: To facilitate incorporation of basic practices and concepts of company management and formative knowledge of Companies Law.

Description of learning goals / objectives:

1. *Time/hours required* – 60 hrs
2. *Process* – Lecture method, Case study references, Analysis of various amendments and current affairs.
3. *Output* – understanding the Process and laws pertaining to practice of Company Law and the role of Company Secretary
4. *Assessment (CIA):* Short review projects, Case-analysis, Presentation, Current-affairs, Viva, etc.....

Lesson Plan Framework (Module Wise)

Module/ Title/ Hours	Topics for student Preparation	Procedure	Learning outcome	Assessment
Module 1: <i>Overview of Companies Act, 2013</i> 6 hours	Overview of Company (History, types of companies) – Authorities related to company law board – Registrar of companies and SEBI (in brief) – Importance and functions (in brief) – Company Secretary: Qualification,	<ul style="list-style-type: none"> • Lecture • Case study analysis • Team project 	Understanding the various types of Companies and the issues associated with Companies	Multiple – Choice Questions/ Guess the following /definition/meanin g/ etc.

	<p>appointment and terminations – Secretarial Standards 1 and 2 – Secretarial Audit – Compliance with law – Related Party Transactions – who are they? – Types and requirements of law.</p>			
<p>Module 2 : <i>Company Formation</i> 16 hours</p>	<p>(a)Promotion: Functions and Position of Promoters, steps in promotion, Pre-incorporation contracts and Provisional contract. (b)Documents to Commence Business: •Memorandum of Association: Meaning and Definition, contents, Doctrine of ultra-vires and Alteration of Memorandum •Articles of Association: Meaning, contents, alteration constructive notice and indoor management •Prospectus: Meaning, definition, importance, contents,</p>	<ul style="list-style-type: none"> • Lecture • Analysis of procedures • Team project 	<p>Understanding the roles and responsibilities of various persons involved and related documents</p>	<p>Multiple - Choice Questions/ Guess the following/ Match the correct document or theory/ definition/ meaning/ etc.</p>

	<p>Prospectus by implication, Shelf Prospectus, Red Herring Prospectus, Liability for misstatements and statement in lieu of prospects.</p> <p>•Certificate for commencement of business</p>			
<p>Module 3: <i>Shares</i> 16 hours</p>	<p>Allotment – IPO (book building process, only guidelines) – Legal provisions on allotment – Underwriting Agreements – Underwriting Commissions – Buyback of shares – Depository system (D-MAT, RE-MAT) – Transmission of Shares.</p> <p>Members and Shareholders: Meaning of Member – Acquisition of Membership – Termination of Membership – Register of Members.</p> <p>Share Capital: Meaning of Share and Stock – Differential voting rights – Reduction of Share Capital.</p> <p>Borrowing and Debenture: Borrowing powers – Effects of Ultra Vires borrowings –</p>	<ul style="list-style-type: none"> • Lecture • Case study analysis • Team project 	<p>Understanding the Intricacies pertaining to managing investors and different types of instruments in a company</p>	<p>Multiple - Choice Questions/ Guess the following Match the correct relationship/ instrument/ definition/ meaning/ etc.</p>

	Mortgage and charge – Debentures – Kinds of Debentures – Debenture Trust Deed. MCA 21 guidelines.			
Module 4 : <i>Company Meetings</i> 10 hours	Importance of meetings – Types of meetings – Annual General Meeting and Extraordinary General Meeting – Requisites of a valid meeting – Quorum – Chairman – Adjourned Meetings – Proxies – Voting – Different types of Resolutions.	<ul style="list-style-type: none"> • Lecture • Case study analysis • Team project 	Understanding the importance and procedural requisites of a company meeting	Multiple - Choice Questions/Match the correct sections/definition /meaning/ etc.
Module 5: <i>Directors</i> 6 hours	Need for Directors – Position of Directors – Their appointment – Retirement and removal	<ul style="list-style-type: none"> • Lecture • Case study analysis • Team project 	Director's position and need	Multiple - Choice Questions/ Various Company KMP analysis/Case-reviews/ etc.
Module 6: <i>Winding Up</i> 6 hours	Modes of Winding up – Consequences of winding up – Official Liquidator – Defunct Company.	<ul style="list-style-type: none"> • Lecture • Case study analysis • Team project 	Winding of a company	Multiple - Choice Questions/ Various Company report analysis/Case-reviews/ etc.

LESSON PLAN FRAMEWORK (HOUR-WISE):

Subject Name: Company Law and Secretarial Practice

Lecture Hours: 60

Sl. No	Unit & Objectives	No. Of Lecture Hours	Methodology/ Instructional Techniques	Evaluation/ Learning Confirmation
Module 1:	Overview of Companies Act, 2013	6 Hrs		
1.	Overview of Company (History, types of companies) - History, types of companies	1	Lecture and illustrations	Question and answer
2.	Authorities related to company law board – Registrar of companies - SEBI (in brief) – Importance and functions (in brief)	1	Lecture and illustrations	Question and answer
3.	Company Secretary: Qualification, appointment - terminations	1	Lecture and illustrations	Illustrations
4.	Secretarial Standards 1 and 2 – Secretarial Audit – Compliance with law	1	Lecture and illustrations	Question and answer
5.	Related Party Transactions – who are they? – Types and requirements of law.	1	Lecture and illustrations	Question and answer
6.	Revision/repetition of chapter/ Cases/ examples	1	Questions/viva	Tests
Module - 2:	Company Formation	16 Hrs		
1.	(a)Promotion: Functions - Position of Promoters	1	Lecture and illustrations	Question and answer
2.	Steps in promotion	1	Lecture and illustrations	Question and answer
3.	Pre-incorporation contracts	1	Lecture and illustrations	Question and answer
4.	Provisional contract.	1	Lecture and illustrations	Question and answer
5.	(b)Documents to Commence Business: •Memorandum of Association •Articles of Association •Prospectus •Certificate for commencement of business	1	Lecture and illustrations	Question and answer
6.	Memorandum of Association: Meaning and Definition, contents	1	Lecture and illustrations	Question and answer
7.	Memorandum of Association: Doctrine of ultra– vires and Alteration of Memorandum	1	Lecture and illustrations	Question and answer
8.	Articles of Association: Meaning, contents - alteration of AOA	1	Lecture and illustrations	Question and answer
9.	Articles of Association: Doctrine of constructive notice	1	Lecture and illustrations	Question and answer
10.	Articles of Association: Doctrine of indoor management	1	Lecture and illustrations	Question and answer
11.	Prospectus: Meaning, definition, importance, contents	1	Lecture and illustrations	Question and answer

12.	Prospectus: Prospectus by implication, Shelf Prospectus - Shelf Prospectus, Red Herring Prospectus	1	Lecture and illustrations	Question and answer
13.	Prospectus: Comparison of Prospectus by implication, Shelf Prospectus, Red Herring Prospectus	1	Lecture and illustrations	Question and answer
14.	Prospectus: Liability for misstatements - statement in lieu of prospects.	1	Lecture and illustrations	Question and answer
15.	Certificate for commencement of business	1	Lecture and illustrations	Question and answer
16.	Revision/repetition of chapter/ Cases/ examples	1	Questions/viva	Tests
Module - 3	Shares	16 Hrs		
1.	Allotment	1	Lecture and illustrations	Question and answer
2.	IPO (book building process, only guidelines)	1	Lecture and illustrations	Question and answer
3.	Legal provisions on allotment	1	Lecture and illustrations	Question and answer
4.	Underwriting Agreements – Underwriting Commissions	1	Lecture and illustrations	Question and answer
5.	Buyback of shares	1	Lecture and illustrations	Question and answer
6.	Depository system (D-MAT, RE-MAT) – Transmission of Shares	1	Lecture and illustrations	Question and answer
7.	Members and Shareholders: Meaning of Member – Acquisition of Membership	1	Lecture and illustrations	Question and answer
8.	Members and Shareholders: Termination of Membership – Register of Members.	1	Lecture and illustrations	Question and answer
9.	Share Capital: Meaning of Share and Stock	1	Lecture and illustrations	Question and answer
10.	Share Capital: Differential voting rights – Reduction of Share Capital	1	Lecture and illustrations	Question and answer
11.	Borrowing and Debenture: Borrowing powers – Effects of Ultra Vires borrowings	1	Lecture and illustrations	Question and answer
12.	Borrowing and Debenture: Borrowing powers –Mortgage and charge	1	Lecture and illustrations	Question and answer
13.	Borrowing and Debenture: Borrowing powers –Debentures – Kinds of Debentures	1	Lecture and illustrations	Question and answer
14.	Borrowing and Debenture: Borrowing powers –Debenture Trust Deed. MCA 21 guidelines.	2	Lecture and illustrations	Question and answer
15.	Revision/summary of chapter/ Cases/ examples	1	Questions/viva	Tests
Module - 4:	Company Meetings	10 Hrs		
1.	Importance of meetings	2	Lecture and illustrations	Question and answer

2.	Requisites of a valid meeting - Quorum – Chairman – Adjourned Meetings – Proxies – Voting – Different types of Resolutions.	4	Lecture and illustrations	Question and answer
3.	Types of meetings	1	Lecture and illustrations	Question and answer
4.	Annual General Meeting	1	Lecture and illustrations	Question and answer
5.	Extraordinary General Meeting	1	Lecture and illustrations	Question and answer
6.	Summary/ test/ examples and case studies	1	Questions/viva	Tests
Module - 5: Directors		6 Hrs		
1.	Need for Directors	1	Lecture and illustrations	Question and answer
2.	Position of Directors	1	Lecture and illustrations	Question and answer
3.	Director's appointment	1	Lecture and illustrations	Question and answer
4.	Director's Retirement	1	Lecture and illustrations	Question and answer
5.	Director's removal	1	Lecture and illustrations	Question and answer
5.	Summary/case study/ Revision	1	Questions/viva	Tests
Module - 6: Winding Up		6 Hrs		
1.	Modes of Winding up	2	Lecture and illustrations	Question and answer
2.	Consequences of winding up	1	Lecture and illustrations	Question and answer
3.	Official Liquidator	1	Lecture and illustrations	Question and answer
4.	Defunct Company	1	Lecture and illustrations	Question and answer
5.	Summary/case study/ Revision	1	Questions/viva	Tests
Total Hours		60hrs		

Objective: to develop the skill amongst students to work within the legal frame-work in an ethical manner

Continuous Internal Assessment:

CIA 1: Online software based test: 10th December & 15th December 2018

CIA 2: Online software based assignment submission: 25th January 2019

Books for reference:

- ❖ A. K. Majumdar & G. K. Kapoor: Company Law & Practice.

- ❖ Avtar Singh: Principles of Company Law.
- ❖ Dr. P. N. Reddy & H. R.Appanaiah: Essentials of Company Law & Secretarial Practice.
- ❖ K. C. Garg & Vijay Gupta: Company Law & Secretarial Practice.
- ❖ M. C. Bhandari: Guide to Company Law Procedure.
- ❖ M. C. Kuchchal: Secretarial Practice.
- ❖ M. C. Shukla & Gulshan: Principles of Company Law.
- ❖ N. D. Kapoor: Company Law & Secretarial Practice.
- ❖ S. C. Kuchehal: Company Law & Secretarial Practice.
- ❖ Taxman: Company Law.
- ❖ Tuteja: Company Administration and Meetings
- ❖ C.S Institute study material for Inter and final examinations

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