

**ST. JOSEPH'S COLLEGE OF COMMERCE (AUTONOMOUS)**  
**DEPARTMENT OF COMMERCE**  
 TEACHING LESSON PLAN FOR COMPANY LAW AND SECRETARIAL PRACTICE  
 (C1 11 504)  
**B.Com V Semester (November 2017 to March 2018)**

**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
<b>Module 1:</b> <i>Overview of Companies Act, 2013</i> <b>6 hours</b>	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"> <li>• Lecture</li> <li>• Case study analysis</li> <li>• Team project</li> </ul>	Understanding the various types of Companies and the issues associated with Companies	Multiple - Choice Questions/ Guess the following / definition/meaning / 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><b>Module 2 :</b> <i>Company Formation</i> <b>16 hours</b></p>	<p><b>(a)Promotion:</b> Functions and Position of Promoters, steps in promotion, Pre-incorporation contracts and Provisional contract.</p> <p><b>(b)Documents to Commence Business:</b> •<b>Memorandum of Association:</b> Meaning and Definition, contents, Doctrine of ultra-vires and Alteration of Memorandum</p> <p>•<b>Articles of Association:</b> Meaning, contents, alteration constructive notice and indoor management</p> <p>•<b>Prospectus:</b> Meaning, definition, importance, contents, Prospectus by implication, Shelf Prospectus, Red Herring Prospectus, Liability for</p>	<ul style="list-style-type: none"> <li>• Lecture</li> <li>• Analysis of procedures</li> <li>• Team project</li> </ul>	<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>misstatements and statement in lieu of prospects.</p> <p>•<b>Certificate for commencement of business</b></p>			
<p><b>Module 3:</b> <i>Shares</i> <b>16 hours</b></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><b>Members and Shareholders:</b> Meaning of Member – Acquisition of Membership – Termination of Membership – Register of Members.</p> <p><b>Share Capital:</b> Meaning of Share and Stock – Differential voting rights – Reduction of Share Capital.</p> <p><b>Borrowing and Debenture:</b> <b>Borrowing powers</b> – Effects of Ultra Vires borrowings – Mortgage and charge – Debentures – Kinds of Debentures – Debenture Trust Deed. MCA 21 guidelines.</p>	<ul style="list-style-type: none"> <li>• Lecture</li> <li>• Case study analysis</li> <li>• Team project</li> </ul>	<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>
<p><b>Module 4 :</b> <i>Company Meetings</i></p>	<p>Importance of meetings – Types of meetings –</p>	<ul style="list-style-type: none"> <li>• Lecture</li> <li>• Case study analysis</li> </ul>	<p>Understanding the importance and procedural requisites</p>	<p>Multiple - Choice Questions/Match the correct</p>

<b>10 hours</b>	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"> <li>• Team project</li> </ul>	of a company meeting	sections/ definition /meaning/ etc.
<b>Module 5:</b> <i>Directors</i> <b>6 hours</b>	Need for Directors – Position of Directors – Their appointment – Retirement and removal	<ul style="list-style-type: none"> <li>• Lecture</li> <li>• Case study analysis</li> <li>• Team project</li> </ul>	Director's position and need	Multiple - Choice Questions/ Various Company KMP analysis/Case-reviews/ etc.
<b>Module 6:</b> <i>Winding Up</i> <b>6 hours</b>	Modes of Winding up – Consequences of winding up – Official Liquidator – Defunct Company.	<ul style="list-style-type: none"> <li>• Lecture</li> <li>• Case study analysis</li> <li>• Team project</li> </ul>	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
<b>Module 1:</b>	<b>Overview of Companies Act, 2013</b>	<b>6 Hrs</b>		
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
<b>Module - 2:</b>	<b>Company Formation</b>	<b>16 Hrs</b>		
1.	<b>(a)Promotion:</b> 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>(b)Documents to Commence Business:</b> •Memorandum of Association •Articles of Association •Prospectus •Certificate for commencement of business	1	Lecture and illustrations	Question and answer
6.	<b>Memorandum of Association:</b> Meaning and Definition, contents	1	Lecture and illustrations	Question and answer
7.	<b>Memorandum of Association:</b> Doctrine of ultra-vires and Alteration of Memorandum	1	Lecture and illustrations	Question and answer
8.	<b>Articles of Association:</b> Meaning, contents - alteration of AOA	1	Lecture and illustrations	Question and answer
9.	<b>Articles of Association:</b> Doctrine of constructive notice	1	Lecture and illustrations	Question and answer
10.	<b>Articles of Association:</b> Doctrine of indoor management	1	Lecture and illustrations	Question and answer
11.	<b>Prospectus:</b> Meaning, definition, importance, contents	1	Lecture and illustrations	Question and answer
12.	<b>Prospectus:</b> Prospectus by implication, Shelf Prospectus - Shelf Prospectus, Red Herring Prospectus	1	Lecture and illustrations	Question and answer
13.	<b>Prospectus:</b> Comparison of Prospectus by implication, Shelf Prospectus, Red Herring Prospectus	1	Lecture and illustrations	Question and answer
14.	<b>Prospectus:</b> Liability for misstatements - statement in lieu of prospects.	1	Lecture and illustrations	Question and answer
15.	<b>Certificate for commencement of business</b>	1	Lecture and illustrations	Question and answer
16.	Revision/repetition of chapter/ Cases/ examples	1	Questions/viva	Tests
<b>Module - 3</b>	<b>Shares</b>	<b>16 Hrs</b>		
1.	Allotment	1	Lecture and illustrations	Question and answer
2.	IPO (book building process, only guidelines)	1	Lecture and	Question and

**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: 10<sup>th</sup> December & 15<sup>th</sup> December 2017*

**CIA 2:** *Online software based assignment submission: 25<sup>th</sup> January 2018*

**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

*Prepared by:-*

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