

Chanakya National Law University, Patna

LLM 2022-23; SEMESTER- 1

Course Title: Corporate Laws and Management (Optional Paper Group C)
(This Paper will be taught with updated sections of Companies Act, 2013as and where applicable to the Companies Act, 1956)

Course Overview

The curriculum is designed to focus on the practice of corporate law in management of corporate houses in India. Current issues and challenges and how the law helps to overcome these.

Module one deals with **Corporate Incorporation and Management**

Module two focuses on **Oppression & Mismanagement and Investigation**

Module three deals with **Corporate Liquidation**

Module four covers **Corporate Governance and Social Responsibility**

The essential notion of a capitalist society ... is voluntary cooperation, voluntary exchange. The essential notion of a socialist society is force.

-Milton Friedman

Learning Outcomes

The course aims to prepare students to understand the working of corporate laws in real time. How the business laws and management principles merge leading to outcomes desirable example ease of doing business etc.

On completion of the course, students will be able to:

1. Understand the application of corporate law in various areas of management.
2. Analyse various newspaper articles dealing with current scenario of corporate law.
3. Critically analyse cases where mistakes and errors have been committed and detected by corporate law making it meaningful.
4. Compare various business laws in relation with corporate law.
5. Contrast management issues with legal issues to improve the law and practice of management.

List of Topics/ Modules

Topic/ Module	Contents/ Concepts	Sessions / Lectures
Module I: - I: Corporate Incorporation and Management	<ul style="list-style-type: none"> • Unit 1 <ul style="list-style-type: none"> (i) Certificate of Incorporation (ii) Memorandum and Articles of Association (iii) Doctrine of Ultra Vires (iv) Doctrine of Indoor • Unit 2 <ul style="list-style-type: none"> (i) Directors: Appointment, Removal, Position, Powers and Duties of Directors. (ii) Audit Committee: Its Role. (iii) Company Secretary: Qualification, Appointment and Duties (iv) Officer who is in default: Definition of Officer who is in default (v) Liability of independent directors. • Unit 3 <ul style="list-style-type: none"> (i) Types of Meetings (ii) Procedure of calling meeting (iii) Company's resolutions and its kinds 	1-16
Module II: 2 : Oppression & Mismanagement and Investigation 1. 2.	<ul style="list-style-type: none"> • (Sections 397 to 408; <ul style="list-style-type: none"> (i) Rule in Foss v. Harbottle (ii) Prevention of Oppression (iii) Prevention of Mismanagement (iv) Role & Powers of the Company Law Board (v) Role & Powers of Central Government • (Sections 235 to 251) <ul style="list-style-type: none"> (i) Company Investigation 	17-22

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<p>Module III: Corporate Liquidation</p> <p>1.</p> <p>(i). Winding up of Companies (ii). Mode of winding up of the companies (iii). Compulsory Winding up under the Order of the Tribunal (iv). Voluntary winding up (v). Contributories (vi). Payment of liabilities</p>	<ul style="list-style-type: none"> • Liquidation <p>(i). Winding up of Companies (ii). Mode of winding up of the companies (iii). Compulsory Winding up under the Order of the Tribunal (iv). Voluntary winding up (v). Contributories (vi). Payment of liabilities</p>	23-30
<p>Module IV: Corporate Governance and Social Responsibility</p>	<ul style="list-style-type: none"> • Corporate Governance <p>(i) Importance of Corporate Governance (ii) Different system of Corporate Governance (iii) Impact of Legal Traditions and the Rule of Law on Corporate Governance (iv) Legal Reforms of Corporate Governance in India (v) Reports of the various Committees on Corporate Governance (vi) Emerging Trend based on the recommendation of the Committees in the Companies Act 1956 and the Listing Agreement with Special reference to Clause 49.</p> <ul style="list-style-type: none"> • Social Responsibility <p>(i) Corporate Social and Environmental Responsibility</p>	31-45

Evaluation Criteria

Components	Description	Weightage in %
Attendance	75% compulsory attendance there after 1 marks for 75-79%, 2 marks for 80-84%, 3 marks for 85-89%, 4 marks for 90-94% and 5 Marks for above 95%.	5
Project Report	As per allotted topic (no change is allowed)	20
Presentation	Of the allotted topic	5
End-Semester Examination	Essay types questions with 2 case discussions.	70

Recommended/Reference Text Books and Resources:

Text Books

Text Books:

1. Saleem Sheikh & William Rees, *Corporate Governance & Corporate Control*, Cavendish Publishing Ltd., 1995
2. Taxmann, *Companies Act 2013*
3. Taxmann, *A Comparative Study of Companies Act 2013 and Companies Act 1956*

References

1. Charles Wild & Stuart Weinstein Smith and Keenan, *Company Law*, Pearson Longman, 2009
2. Institute of Company Secretaries of India, *Companies Act 2013*, CCH Wolter Kluwer Business, 2013
3. Lexis Nexis, *Corporate Laws 2013* (Palmtop Edition)
4. C.A. Kamal Garg, *Bharat's Corporate and Allied Laws*, 2013
5. Brian R. Chettings - *Company Law Theory Structure and Operation*.
6. C.M. Schmithoff - *Palmer's. Company Law*;
7. Pennington's - *Principles of Company Law*
8. L.C.B Grower's - *Principles of Modern Company Law*
9. A. Ramaiya - *A guide to the Companies Act*
10. Brenda Hannigan - *Company Law*
11. John Lowry, Alan Dignan - *Company Law*;
12. Gower's *Principles of Company Law* 8th Edition 2008, R. Cambray & Co. Pvt. Ltd.
13. Smith and Keenan's, *Company Law* (2002).
14. Avtar Singh, *Company Law*, 16th Edition, 2015.
15. J. Sarkar, S. Sarkar, *Corporate Governance in India*, 2012, Sage Publications India.
16. A.C Fernando, *Corporate Governance: Principles, Policies and Practices*, 2nd Edition 2011.
17. R.I. Rob Tricker, *Corporate Governance: Principles, Policies and Practices*, 3rd Edition 2015.
18. S. K. Verma & Suman Gupta, *Corporate Governance and Corporate Law Reform in India*. (2005)
19. Sanjay Anand, *Essentials of Corporate Governance*, 2008

Web Resources

<http://www.et.play.com>

<http://www.nclt.in>

<http://www.mca.gov.in/Ministry/pdf/CompaniesAct2013.pdf>

<http://www.mca.gov.in>

Instructor Details

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