

- **COURSE - 1.3: CORPORATE LAWS**

- ***Module 1: Preliminary Matters***

History, Nature and Functioning of a Company, Illegal Association, Legal Structure of a Company.

Regulatory Authorities, Company Law Board / National Company Law Tribunal etc.

Classification of Companies - Private, Public, Government, Foreign, etc., Group Companies, Inter-connected Companies.

Miscellaneous Matters like Jurisdictional Aspects.

- ***Module 2: Framework of a Company***

Promoters - Legal Position, Rights and Liabilities vis-a-vis the Company and Outsiders.

Company Formation - Legal and Procedural Requirements, Constitutional Documents of a Company, Memorandum of Association, Articles of Association, the Alterations in these Documents, its Procedure.

Legal Personality - its Nature and Legal Consequences.

Lifting the Corporate Veil - Discarding the Legal Personality Principle - Instances - Statutory and Judicial.

- ***Module 3: Consequences of Incorporation***

Corporate Transactions - Pre-incorporation and other Contracts, Legal Effects, etc.

Ultra Vires Doctrine, Legal effect of Ultra Vires.

Constructive Notice, Indoor Management, Rights and Liabilities of a Company vis-a-vis Third Parties

Tortious and Criminal Liability of a Company.

- ***Module 4: Corporate Finance and Investor-Protection***

Different Modes of Corporate Finance, Shares, Debentures, Deposits - The Nature and Rights.

Issue of Share and Debentures - Role and Function of Regulatory Authorities.

Different Modes of Acquisition of Shares and Debentures, Legal Provisions Governing them

Company Charges - Factory Charge, Fixed Charge, Remedies.

- ***Module 5: Company Meetings***

General Meetings, Division of Power between the General Body and the Board of Directors, Different Categories of Powers, Different Classes of Meetings, Procedure for calling a Meeting, Class Meetings, Chairman at the Meeting, Proceedings, etc.

- ***Module 6: Company Directors***

Different Categories of Directors, Appointments, Qualification, Termination, Powers of the Board, Restriction on Powers, Delegation of Powers.

Managing Director, Qualification, Appointment, Remuneration and Allied Matters.

Company Secretary, Manager - Legal Position, Powers, Duties, Appointment, Removal etc.

Duties of Directors - Fiduciary, Duty of Care and Skill, Scope of their Powers, Duties.

- ***Module 7: Accounts, Audit and Dividend***

Company Accounts, Statutory Audit, Qualification, Appointment and Removal of Auditor, Powers and Duties.

Dividend - Declaration, Principles governing it.

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- ***Module 8: Corporate Abuses and Remedies***

Corporate Governance, Majority Rule and Minority Shareholder Protection, Remedies against Oppression and Mismanagement - Administrative Remedies - Investigation, Appointment of Inspectors and their Powers - Follow-up of the Report of Inspection.

- ***Module 9: Corporate Restructuring***

Compromises, Arrangements, Corporate Mergers, Amalgamation and Reconstruction.

- ***Module 10: Winding-up of Companies***

Winding-up - Different Modes, Legal Effect of Commencement of Winding-up, Grounds for Winding-up, Locus Standi, Contributories - Legal Position, Rights and Liabilities of the Contributories.

Liquidator - Legal Position, Powers, Duties and Allied Matters; Secured Creditors - Rights and Liabilities - Realisation of Assets, Void and Voidable Transactions, Public and Private Examination of Directors and others - Scope and Purpose - Miscellaneous Topics related to Winding-up.