

K L E F
KLU BUSINESS SCHOOL
DEPARTMENT OF BUSINESS ADMINISTRATION

Course Handout for II Year BBA-MBA PROGRAM
A.Y.2017-18, 4thSemester

Course Name	: COMPANY LAW
Course Code	: 15BB22C0
L-T-P structure	: 3-0-0
Course Credits	: 3
Course Coordinator	: Dr Sankar Rajeev
Course Instructors	: Dr Sankar Rajeev
Course Teaching Associates	: NA
Preferred Prerequisites	: Awareness of corporate business terms

Course Objective:

The main objective is to make the students comprehend the laws which govern the company and enable them to analyze and evaluate the legal problems expected to be faced by them in administration or managing a company form of business.

1. To provide students with situational approach on the legal nature of the company, implications of separate corporate personality, the role of the board of directors and their legal duties as directors. Comprehend the legal protection provided to the shareholders
2. Application of relevant legal frameworks relating to the procedures involved in holding a meeting and mandatory legal requirements to efficiently hold a meeting.
3. Ability to analyze different sources of finance and the rights and responsibilities of various parties involved in raising capital.
4. The course brings out the legal formalities required for a company in the process of Reconstruction, rehabilitation and amalgamation of a company.

Course Rationale:

Legal aspect of any country scheming or channelizing the commerce trade and industry is the back bone of safety of national economy. Officially authorized aspect of business makes people confident in dealing with procedures while making contribution to the national exchequer.

Course Outcomes (CO): at the end of the course the student should be able to

CO No:	CO	PO	BTL
1.	Understand the various legal position for formation of a company under the Companies Act-2013	g, h	2
2.	Application of legal characteristics relating to appointment, removal powers and functions of directors.	a, g	3
3.	Analysis on the legal outlook to conduct the various meetings under the Companies Act, 2013.	g, j	4
4.	Evaluation of legal aspects pertaining to reconstruction, rehabilitation and amalgamation of companies under the Companies Act 2013.	c, g	5

COURSE OUTCOME INDICATORS (COI):

CO No.	COI-1	COI-2	COI-3	COI-4	COI-5
1	Remember the terms Company, types of Company	Comprehend the meaning of company, features of a Company, its formation. Understand the legal procedures of Formation & incorporation.			
2	Remember the terms related to Director, functions of Director, types of meetings	Comprehend the meaning of <ul style="list-style-type: none"> • Director of a company and terms associated with powers & functions. Understand <ul style="list-style-type: none"> • Legal aspects relating to appointment, removal of directors. • Legal characteristics of conduct of various meetings. 	Application of <ul style="list-style-type: none"> • Legal aspects relating to appointment, removal of directors. • Functions of directors • Legal characteristics of conduct of various meetings. 		
3	Remember the terms <ul style="list-style-type: none"> • Sources of capital, • Types of capital, • Dividends • Payment of dividends 	Comprehension of terms <ul style="list-style-type: none"> • Acquisition of capital, • Types of capital & dividends, • Payment of dividends 	Application of the legal aspects relating to <ul style="list-style-type: none"> • Acquisition various sources of capital • Payment of dividends 	Analysis on the legal aspects relating to <ul style="list-style-type: none"> • Acquisition of various sources of capital • Payment of dividends. 	
4	Remember the terms <ul style="list-style-type: none"> • Vesting rights & transfer of obligations • Takeover/ acquisition of minority interest • winding up of a company • jurisdiction & powers of court and NCLT 	Understand the concept of <ul style="list-style-type: none"> • Vesting of rights and transfer of obligations • Takeover/ acquisition of minority interest • Winding up of company • composition of NCLT 	Application of the <ul style="list-style-type: none"> • Procedure on takeover/ acquisition of minority interest • Procedure on winding up of a company • Jurisdiction and powers of NCLT 	Analysis of the legal aspects relating to <ul style="list-style-type: none"> • Winding up of company • Jurisdiction and powers of NCLT 	Evaluate: <ul style="list-style-type: none"> • Legal aspects relating to winding up of company

SYLLABUS (As approved by BoS):

Introduction:

Company – Definition – Characteristics – Kinds – Privileges of Private Company -Formation of a Company – Corporate personality-limited liability-lifting of corporate veil. Promoters - duties and liability of promoters. Procedure & Certificate of incorporation. Memorandum of Association– Doctrine of Ultravires. Articles of Association –Doctrine of Indoor Management. Definition – Contents – Deemed Prospectus – Misstatement in Prospectus.

Management of Company:

Board of Directors- Powers and functions: Distribution of Powers between Board of Directors and general meeting. Directors: appointment — qualifications — position of directors — types of directors – powers and duties of directors- remuneration - removal.

Meetings: Meetings of Board and Committees - Kinds of Meetings — Procedure Relating to Convening and Proceedings at General and Other Meetings — Resolutions - Prevention of Oppression and Mismanagement.

Sources of capital:

Shares - types - allotment - transfer of shares — rights and privileges of shareholders- Dividends- declaration and payment of dividends,

Debentures - floating charge — appointment of debenture trustees and their duties - kinds -remedies of debenture holders — redemption.

Reconstruction, rehabilitation and amalgamation:

Concept — Jurisdiction and powers of Court and NCLT- Vesting of rights and transfer of obligations - takeover and acquisition of minority interest Winding up: Concept — modes of winding up — who can apply — procedure under different modes.

Text Book:

RECOMMENDED TEXT BOOK(S):

1. Bagrial A. K, "Company Law", Vikas Publishing House, New Delhi.
2. Taxman's Companies Act, 2013

REFERENCE BOOKS:

1. Gower L. C. B., "Principles of Modern Company Law", Steven & Sons, London.

Deviations (if any) from BoS approved syllabus and the topics planned:

Recommended to include legal provisions related to Producer Company

COURSE DELIVERY PLAN:

Sess. No.	CO	COI	Topic (s)	Teaching-Learning Methods	Evaluation Components
1	1	1	Kinds of Companies.	Lecture – discussions	In semester exams (1st internal) & end semester exam
2	1	1	Corporate Personality Advantages– Independent corporate existence(New Horizons Ltd v UoI 1997), Limited liability (London& Globe Financial Corp Ltd 1903), Perpetual Succession)	Lecture –discussions	In semester exams (1st internal) & end semester exam
3	1	1	Corporate Personality Advantages– Separate Property (Bacha F Guzdar v CIT 1955), Transferable Shares, Capacity to sue & be sued (UBI v Khaders International Constructions Ltd).	Lecture – discussions	In semester exams (1st internal) & end semester exam
4	1	2	Corporate Personality Disadvantages-Lifting Corporate Veil Daimler Co Ltd v Continental Tyre & Rubber Co Ltd 1916	Lecture – discussions	In semester exams (1st internal) & end semester exam
5	1	2	Corporate Personality Disadvantages- Formality& expense, Company not a citizen.	Lecture – discussions	In semester exams (1st internal) & end semester exam
6	1	2	Formation of Company - Private , Public , One PersonS3	Lecture – QA	In semester exams (1st internal) & end semester exam
7	1	2	Procedure of incorporation- Certificate of incorporation (Link Hire Purchasing v State of Kerala), Pre-incorporation Contracts (CIT V City Mills 1996), Commencement of Business Formation of Companies with Charitable objects	Lecture – discussions	In semester exams (1st internal) & end semester exam
8	1	2	Promoters - duties and liability of promoter- Fiduciary Position (Erlanger v New Sombrero Phosphate Co 1878), Persons Acting in Professional Capacity	Lecture – discussions	In semester exams (1st internal) & end semester exam
9	1	2	Memorandum of Association – Name, Registered Office, Object clause. Doctrine of Ultra vires, [Ashbury v Richie1875]	Lecture – Lecture-discussion	In semester exams (1st internal) & end semester exam
10	1	2	Articles of Association –Doctrine of Indoor Management	Lecture – discussions	In semester exams (1st internal) & end semester exam
11	1	2	Prospectus, Deemed Prospectus– Misstatement in Prospectus. Shelf Prospectus, Red herring Prospectus	Lecture – discussions	In semester exams (1st internal& AL) & end semester exam
12	2	1	Management of Company: - Prevention of Oppression and Mismanagement. Vesting of Powers in SEBI	Lecture – discussions	In semester exams (2 nd internal) & end semester exam
13	2	2	Board of Directors- Powers and functions	Lecture – QA	In semester exams (2 nd internal) & end semester exam

14	2	2	Distribution of Powers between Board of Directors	Lecture – discussions	In semester exams (2 nd internal) & end semester exam
15	2	1	Board meetings.	Lecture-Lecture-discussion	In semester exams (2 nd internal & GD) & end semester exam
16	2	2	Directors: appointment — qualifications — position of directors	Lecture – discussions	In semester exams (2 nd internal) & end semester exam
17	2	3	Distribution of Powers between Board of Directors) [Al-Amin Seatrans (P)Ltd v MV Loyal bird(1995) Case Study- Rajapalayam Industrial Syndicate Ltd v KA Vairaprakasam (1989)	Lecture-Lecture-discussion	In semester exams (2 nd internal) & end semester exam
18	2	3	Removal and remuneration of directors.	Lecture-Lecture-discussion	In semester exams (2 nd internal) & end semester exam
19	2	3	Kinds of meetings Case Study Lothian Jute Mills Ltd 1950	Lecture-Lecture-discussion	In semester exams (2 nd internal) & end semester exam
20	2	3	Procedure Relating to Convening and Proceedings at General and Other Meetings	Lecture-Discussion	In semester exams (2 nd internal) & end semester exam
21	2	3	Voting, Proxy & postal ballot	Lecture-Lecture-discussion	In semester exams (2 nd internal) & end semester exam
22	2	3	Resolutions& minutes of the meetings. Applicability to One person Company.	Lecture-Discussion	In semester exams (2 nd internal& & end semester exam
23	3	1	Sources of capital: Shares - types	Lecture-Lecture-discussion	In semester exams (3 rd ;internal) & end semester exam
24	3	3	Allotment of shares Transfer of shares	Case study	In semester exams (3 rd internal) & end semester exam
25	3	3	Appeals to Tribunals Demat Transfer	Lecture-discussion	In semester exams (3 rd internal) & end semester exam
26	3	4	Rights and privileges of shareholders	Lecture-discussion	In semester exams (3 rd internal) & end semester exam
27	3	3	Types of dividends, statutory provisions, Dividend Fund(CIT v Standard Vacuum Oil 1966)	Lecture-Lecture-discussion	In semester exams (3 rd internal) & end semester exam
28	3	4	Declaration of dividends and payment of dividends, Art 82 of Table F,, Bonus Shares	Case study	In semester exams (3 rd 1st internal) & end semester exam
29	3	2	Kinds of debentures], Register of Debenture holders	Lecture-discussion	In semester exams (3 rd internal) & end semester exam
30	3	4	Debentures – floating charges (The Genesis of Floating charge1960), Characteristics (Yorkshire Wool combers	Lecture-QA	In semester exams (3 rd internal& GD)

			Association Ltd 1870, Crystallization of Floating Charge(Govt Stock v Manila Railway Company 1897)		& end semester exam
31	3	4	Duties of debenture trustees Debentures – floating charges (The Genesis of Floating charge1960), Characteristics (Yorkshire Wool combers Association Ltd 1870, Crystallization of Floating Charge(Govt Stock v Manila Railway Company 1897)	Case study	In semester exams (3 rd internal) & end semester exam
32	3	4	Debentures penalties	Lecture-QA	In semester exam (3 rd internal) & end semester exam
33	3	4	Prevention of Oppression, Conditions of Relief	Case study	In semester exams (3rd internal) & end semester exam
34	4	4	Reconstruction, (BoI v Ahmadabad Mfg 1972), rehabilitation and amalgamation (Somayajula v Hope Prudhomme 1963)	Discussion	End semester exam
35	4	3	Various concepts of acquisition, Purchase of Minority share holdings Amalgamation in Public Interest (Boiron v SBL Ltd 1998)	Video clipping	End semester exam
36	4	3	Jurisdiction and powers of Court and NCLT, Powers of SEBI	Live case study	End semester exam
37	4	4	Vesting of rights and transfer of obligations Case Study Bombay Gas Co(P) Ltd v Gol 1996	Lecture-Q&A	End semester exam
38	4	4	Take over Fairness in Takeover bid, Notice of acquisition Amalgamation in Public Interest	Discussion	End semester exam
39	4	4	Acquisition of minority interest Case Study Bihari Mills Ltd 1985	Lecture-discussion	End semester exam
40	4	4	Modes of winding up Case Study: Bachharaj Factories v Hirjee Mills Ltd 1955	Case study	End semester exam
41	4	5	Procedure under winding up Case Study: New Swadeshi Mills 1985	Lecture-Discussion	End semester exam
42	4	5	Who can apply for winding up M Mohan Babu v Heritage Foods Ltd 2002 (649)	Video clipping	End semester exam
43	4	5	Voluntary Winding up Case Study : Surat Dyes v Arya Silks Pvt Ltd 2005 (684)	Lecture-Q&A	End semester exam
44	4	5	Jurisdiction and powers of Court and NCLT	Lecture-Q&A	End semester exam
45	4	3	Salient features New Act (2013Act vs. 1956Act). Producer company	Lecture-Q&A	End semester exam

Session wise Teaching – Learning Plan

Session Number: 1

Session Outcome: at the end of the session student should be able to understand companies Act

Time(min)	Topic	BTL	Teaching – Learning Method
5	Familiarization		
30	Kinds of Companies 553	2	Lecture-discussion
10	Bharat Aluminum Company Ltd v SADA 1981(564)	3	Case Study
5	Summary		

Session Number: 2

Session Outcome: at the end of the session student should be able to be aware of the features of a company

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap S9		
30	Corporate Personality Advantages [S1,S9] – Independent corporate existence, Limited liability, Perpetual Succession	2	Lecture-discussion
10	Salomon v Salomon & Co Ltd 1897(6-7) JH Rayner Ltd v Dept of Trade & Industry 1990(8)	3	Case Study
5	Summary		

Session Number: 3

Session Outcome: at the end of the session student should be able to recognize the privileges of private companies

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Separate Property, Transferable Shares, Capacity to sue & be sued	2	Lecture-discussion
10	Bacha F Guzdar v CIT 1955 (10) UBI v Khaders International Constructions Ltd (11)	3	Case Study
5	Summary		

Session Number: 4

Session Outcome: at the end of the session student should be able to figure out the procedures applicable in formation of a company

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Corporate Personality Disadvantages-Lifting Corporate Veil	2	Lecture- discussion
10	Daimler Co Ltd V Continental Tyre & Rubber Co Ltd 1916	3	Case Study
5	Summary		

Session Number: 5

Session Outcome: at the end of the session student should be able to comprehend Corporate personality

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
20	Corporate Personality Disadvantages- Formality& expense	2	Lecture-discussion
20	Corporate Personality Disadvantages-Company is not a citizen	2	Lecture-discussion
5	Summary		

Session Number: 6

Session Outcome: at the end of the session student should be able to Understand the occasions wherein Courts have lifted the corporate veil

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
40	Formation of Company S3- Private, Public , One Person	2	Lecture-discussion
5	Summary		

Session Number: 7

Session Outcome: at the end of the session student should be able to comprehend the concept of indoor management

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Procedure of incorporation- Certificate of incorporation (Moosa Goolam Arif v Ebrahim Goolam Arif), Pre-incorporation Contracts S7, Commencement of Business S11	2	Lecture-practice
10	Formation of Companies with Charitable objects S8	2	
5	Summary		

Session Number: 8

Session Outcome: at the end of the session student should be able to figure out the duties of a promoter

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Promoters [S2 (69) - duties and liability of promoter- Fiduciary Position. Persons Acting in Professional Capacity	2	Lecture-practice
10	Erlanger v New Sombrero Phosphate Co 1878 (131)	3	Case Study
5	Summary		

Session Number: 9

Session Outcome: at the end of the session student should be able to appreciate the concept of Doctrine of ultra vires

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Memorandum of Association S2 (56) – Name, Registered Office, Object clause S4. Doctrine of Ultra virus, S13(4-6)	2	Lecture-practice
10	Ashbury v Richie 1875 (60,69)	3	Case Study
5	Summary		

Session Number: 10

Session Outcome: at the end of the session student should be able to understand the Doctrine of Indoor Management

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Articles of Association (S2(5),S5(2), Binding Force (S10), Alteration (S14)	2	Lecture-practice
10	Doctrine of Indoor Management, Exceptions (S 15)	2	
5	Summary		

Session Number: 11

Session Outcome: at the end of the session student should be able to be familiar on evaluating a prospectus

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Prospectus [S2 (70), S33, S23], Deemed Prospectus [S25, S26] – Misstatement in Prospectus [S 34,].	3	Lecture/discussion
10	Shelf Prospectus [S31],Red herring Prospectus [S32]	2	
5	Summary		

Session Number: 12

Session Outcome: at the end of the session student should be able to apply the remedies available for oppression & mismanagement

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Management of Company: - Prevention of Oppression and Mismanagement.[S35-37]	1	Lecture-discussion
10	Vesting of Powers in SEBI [S24]	1	
5	Summary		

Session Number: 13

Session Outcome: at the end of the session student should be able to remember the type of directors

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Types of directors –duties of directors.(S2(34),S55, S149, S	2	Lecture-Discussion
10	Powers of Directors [S 179]	2	
5	Summary		

Session Number: 14

Session Outcome: at the end of the session student should be able comprehend the positions of directors

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
10	Directors: appointment — qualifications — position of directors [S149]	2	Lecture-practice
10	Duties of Directors	2	
5	Summary		

Session Number: 15

Session Outcome: at the end of the session student should be able to organize board meetings

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Board meetings.	1	Lecture-practice
10	Question and answer	3	
5	Summary		

Session Number: 16

Session Outcome: at the end of the session student should be able to appreciate the relevance of board of directors

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Board of Directors- Powers and functions	2	Lecture-practice
10	Discussion	3	
5	Summary		

Session Number: 17

Session Outcome: at the end of the session student should be able to analyze the distribution of powers

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Distribution of Powers between Board of Directors [S179(2)]	3	Lecture-QA
10	Case Study- [Al-Amin Seatrans (P)Ltd v MV Loyal bird(1995)]	3	
5	Summary		

Session Number: 18**Session Outcome: at the end of the session student should be able to apply the procedure**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Removal and remuneration of directors. [S167,169,242(2) S197]	3	Lecture-Discussion
10	Disqualifications [S164]	3	
5	Summary		

Session Number: 19**Session Outcome: at the end of the session student should be able to comprehend utility & purpose of different kinds of meetings**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Kinds of meetings[S96,S96, S100]	3	Lecture-Discussion
10	Case Study Lothian Jute Mills Ltd 1950	3	
5	Summary		

Session Number: 20**Session Outcome: at the end of the session student should be able to organize general and other meetings**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
40	Procedure Relating to Convening and Proceedings at General and Other Meetings [S101,S102,S103,S104]	3	Lecture-discussion
5	Summary		

Session Number: 21**Session Outcome: at the end of the session student should be able to organize meetings of board & committees**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Voting, Proxy & postal ballot [S105,106,107,109,110]	3	Lecture-discussion
10	Annual General Meetings-Importance [S96]	2	
5	Summary		

Session Number: 22**Session Outcome: at the end of the session student should be able to prepare minutes of meetings**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Resolutions & minutes of the meetings.[S114,S115,111,118,119,121]	3	Lecture-discussion
10	Applicability to One person Company.[S122]	2	
5	Summary		

Session Number: 23**Session Outcome: at the end of the session student should be aware of types of shares**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Sources of capital: Shares – types [S2(84),S53,54,52,,38]	1	Lecture –discussion
10	Kinds of Shares [S43,55,S61]	4	
5	Summary		

Session Number: 24**Session Outcome: at the end of the session student should be able to scrutinize allotment of shares**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Allotment of shares [S39, 40, 41, 42,46]	3	Lecture-discussion
10	Transfer of Shares [S44,S58,59]	4	
5	Summary		

Session Number: 25**Session Outcome: at the end of the session student should be able to understand procedure involved in transfer of shares**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Appeals to Tribunals [S421,460]	3	Lecture-discussion
10	Demat Transfer [S56]	3	
5	Summary		

Session Number: 26**Session Outcome: at the end of the session student should be able to facilitate share holders**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Rights and privileges of shareholders [S2(44),S56,S72]	4	Lecture-discussion
10	Foreign Register of Members[S88(4)]	4	
5	Summary		

Session Number: 27**Session Outcome: at the end of the session student should be able to identify & compare various types of dividends**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Types of dividends, statutory provisions [S123], Dividend Fund(CIT v Standard Vacuum Oil 1966)	3	Lecture-discussion
10	Investor Education & Protection Fund [S125]	3	
5	Summary		

Session Number: 28**Session Outcome: at the end of the session student should be able to understand legal aspects of payment of dividends**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Declaration of dividends and payment of dividends [S127, Art 82 of Table F, S2(43), S126), Bonus Shares [S63],	4	Lecture-discussion
10	Punishment for Failure to Distribute Dividends [S127]	4	
5	Summary		

Session Number: 29**Session Outcome: at the end of the session student should able to comprehend the concept of debentures**

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Kinds of debentures [S2(30),S71, S71(2),475], Register of Debenture holders[S88]	2	Lecture –QA
10	Share holder v Debenture holder	3	

5	Summary		
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Session Number: 30

Session Outcome: at the end of the session student should be able to comprehend the concept of debentures in legal environment

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Debentures – floating charges (The Genesis of Floating charge 1960), Characteristics (Yorkshire Wool combers Association Ltd 1870, Crystallization of Floating Charge (Govt Stock v Manila Railway Company 1897)	4	Lecture & practice
10	Debenture Trust Deed [S71(5-10)]	4	
5	Summary		

Session Number: 31

Session Outcome: at the end of the session student should be able to understand the duties of trustees

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Duties of debenture trustees [S71(5), Person not Qualified, Debenture Redemption Reserve [S71(4)]	4	Lecture –QA
10	Remedies of Debenture Holders-Receiver, Manager [S84]	4	
5	Summary		

Session Number: 32

Session Outcome: at the end of the session student should be able to comprehend the concept of debentures in legal environment

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Debentures penalties [S71(9-12)]	4	Lecture & practice
10	Case Study NK Maheswari v UoI 1990	4	
5	Summary		

Session Number: 33

Session Outcome: at the end of the session student should be familiar with redemption of debentures

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Prevention of Oppression [S244], Conditions of Relief [S241]	4	Lecture-Lecture-discussion
10	Prevention of Mismanagement [S241]	4	
5	Summary		

Session Number: 34

Session Outcome: at the end of the session student should be able to comprehend the legal aspects of reconstruction, rehabilitation & amalgamation

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Reconstruction [S232], (Boy v Ahmadabad Mfg 1972), rehabilitation [S269] and amalgamation [S230,235,236] (Somayajula v Hope Prudhomme 1963)	4	Lecture-discussion
10	Case Study (Himachal Telematics Ltd v Himachal Futuristic Communication 1996)	4	

5	Summary		
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Session Number: 35

Session Outcome: at the end of the session student should be able to differentiate concepts of acquisition

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Various concepts of acquisition.[S235], Purchase of Minority share holdings [S236],	3	Lecture-discussion
10	Amalgamation in Public Interest [S237] (Boiron v SBL Ltd 1998)	4	
5	Summary		

Session Number: 36

Session Outcome: at the end of the session student should be able to utilize the powers of court & NCLT

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Jurisdiction and powers of Court and NCLT [S2(29), S407, S408,410,412,413,414, 417]	3	Lecture-QA
10	Powers of SEBI [S24]	5	
5	Summary		

Session Number: 37

Session Outcome: at the end of the session student should be able to comprehend vesting of rights and transfer of obligations

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Vesting of rights and transfer of obligations [S24 (125)S230(575),S232(3)(602)	4	Lecture-discussion
10	Case Study Bombay Gas Co(P) Ltd v GoI 1996	5	
5	Summary		

Session Number: 38

Session Outcome: at the end of the session student should be able to formalize a take over

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Take over [S234,235,236(607)] Fairness in Takeover bid, Notice of acquisition (609)	4	Lecture –discussion
10	Amalgamation in Public Interest [S237 (609)	4	
5	Summary		

Session Number: 39

Session Outcome: at the end of the session student should be able to understand concept of minority interest

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Acquisition of minority interest [S236]	4	Lecture –discussion
10	Case Study Bihari Mills Ltd 1985	5	
5	Summary		

Session Number: 40

Session Outcome: at the end of the session student should be able to understand winding up

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Modes of winding up [S270(623) S271,271(b), 271(2)	4	Lecture –discussion
10	Case Study: Bachharaj Factories v Hirjee Mills Ltd 1955(641)	5	
5	Summary		

Session Number: 41

Session Outcome: at the end of the session student should be able to comprehend the procedure under winding up

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Procedure under winding up [S2(26),(691), S285, S286, S295, S324,S327]	5	Lecture-discussion
10	Case Study: New Swadeshi Mills 1985	5	
5	Summary		

Session Number: 42

Session Outcome: at the end of the session student should be able to comprehend positions involved in winding up

Time(min)	Topic	BTL	Teaching – Learning Method
5	Recap		
30	Who can apply for winding up [S272]	5	Lecture-discussion
10	M Mohan Babu v Heritage Foods Ltd 2002 (649)	5	
5	Summary		

Session Number: 43

Session Outcome: at the end of the session student should be able to fructify a winding up

Time(min)	Topic	BTL	Teaching – Learning Method
10	Recap		
30	Voluntary Winding up [S304]	5	Lecture-discussion
10	Case Study : Surat Dyes v Arya Silks Pvt Ltd 2005 (684)	5	
5	Summary		

Session Number: 44

Session Outcome: at the end of the session student should be able to relate the provisions of 1956 & 2013, 2015 Acts

Time(min)	Topic	BTL	Teaching – Learning Method
10	Recap		
40	Jurisdiction and powers of Court and NCLT	5	Lecture-discussion
5	Summary		

Session Number: 45

Session Outcome: at the end of the session student should be able to comprehend characteristics Producer company

Time(min)	Topic.	BTL	Teaching – Learning Method
5	Recap on metamorphosis		
20	Salient amendments in 2013, 2015 Act in comparison to 1956 Act (CXXXI).	2	Lecture-discussion
20	Legal aspects on Producer Companies	2	
5	Summary		

Evaluation Component	Weightage/Marks	Date	Duration (Hours)	CO 1		CO 2				CO 3				CO 4				
COI Number				1	2	1	2	3		1	2	3	4	1	2	3	4	5
BTL				1	2	1	2	3		1	2	3	4	1	2	3	4	5
Test 1	Weightage (10)		90 mins	4	6													
	Max Marks (20)	30.01.2018 to 02.02.2018		8(A1,2, B1,2)	12(B,3,4,5,7 C)													
Test 2	Weightage (10)		90 mins			2	4	4										
	Max Marks (20)	05.03.2018 To 08.03.2018				4	9	8										
Test 3	Weightage (10)		90 mins							10								
	Max Marks (20)	03.04.2018 To 06.04.2018								20								
Active Learning	Weightage (15)			ASSIGNMENT														
	Max Marks (15)			SUBMISSION ON TIME (2)	PRESENTATION (3)			FIELD WORK (5)			TECHNIQUE & CONFIDENCE (5)							
Attendance	Weightage (5)			AS PER DETAILS PROVIDED ON THE BACK COVER OF THE ATTENDANCE REGISTER														
	Max Marks (5)																	
Semester End Exam	Weightage (50)		180 mins	6%	14%	2%	4%	14%	2%	2%	2%	14%	2%	14%	10%	14%		
	Max Marks(50)			3	7	1	2	7	1	1	1	7	1	7	5	7		
	Question Number			A1 A2 A3	B1	A4	A5 A6	B2	A7	A8	A9	B3 B4	A10	B5 B6	C1	C2		

Course Team members, Chamber Consultation Hours and Chamber Venue details:

Sino.	Name of Faculty	Chamber Consultation Day(s)	Chamber Consultation Timings for each day	Chamber Consultation Room No:	Signature of Course faculty
1.	Dr Sankar Rajeev	Monday to Saturday	4PM to 5PM	402	

Signature of Course Coordinator: Dr Sankar Rajeev



Hari Kiran Vege,

Recommended by HEAD of the DEPARTMENT:

for Assoc. Dean-TLP
Approved By: Dean-Academics

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