



# Mahatma Gandhi University Kottayam

<b>Programme</b>						
<b>Course Name</b>	<b>CORPORATE REGULATIONS AND COMPLIANCE</b>					
<b>Type of Course</b>	DSC B					
<b>Course Code</b>	MG1DSCBLW100					
<b>Course Level</b>	100					
<b>Course Summary</b>	This course will equip students with the knowledge and skills to navigate the details of Indian Corporate Law and apply it effectively in real-world business situations. The course intends to give an idea of the corporate administration, essentials, procedural formalities involved in administration and the importance of Corporate Governance. The course is based on the provisions of the Indian Companies Act 2013.					
<b>Semester</b>	1	<b>Credits</b>			4	<b>Total Hours</b>
<b>Course Details</b>	Learning Approach	Lecture	Tutorial	Practical	Others	
<b>Pre-requisites, if any</b>	An understanding on the company form of organisation					75

### COURSE OUTCOMES (CO)

CO No.	Expected Course Outcome At the end of the course the students shall be able to:	Learning Domains*	PO No
1	Demonstrate a comprehensive understanding of key concepts related to companies	Understand,	1,2,3
2	Understand and Analyse the relevant procedures under the Companies Act, 2013 relating to incorporation	Analyse	1,3,5
3	Understand the duties and obligations of directors, shareholders, and promoters in the corporate context	Understand	2,5,6
4	Apply the provisions of the Companies Act,2013, to various corporate transactions and administration	Apply	2,5,6

	including meetings, winding up procedure etc.		
5	Understand the role and functions of a company secretary in various situations	Understand	2,5,6
6	Communicate corporate legal issues in a clear, concise, and professional manner.	Skill	1,3,5
<b>*Remember(K), Understand(U), Apply(A), Analyse(An), Evaluate(E), Create(C), Skill (S), Interest (I) and Appreciation (Ap)</b>			

## COURSECONTENT

### Content for Classroom transaction (Units)

Module	Units	Course description	Hrs	CO No.
1. Company- Legal background, scope, and Incorporation	1.1	Meaning and characteristics of company- Historical background of Company Law in India-Companies Act 2013 and features- Objectives and functioning of NCLT, NCLAT and SFIO	2	1,2
	1.2	Kinds of companies: - Private Companies, Public Limited Companies, OPC, Section 8 Companies, LLP, Foreign Companies, Nidhi Companies, Government Companies, Holding Companies, Subsidiary Companies	2	1,3
	1.3	Lifting the corporate veil- Merits and Demerits of Incorporation of company -.	1	1,5
	1.4	Promoter- Role of promoters, Legal Position of Promoter	1	2,3
	1.5	Memorandum of Association - Meaning, Purpose, Contents, Ultravires and Doctrine of Ultravires- Alteration of memorandum	3	2,4
	1.6	Articles of Association - Meaning Purpose, Content. Alternation, Constructive Notice, Doctrine of Indoor Management	3	2,4
	1.7	Meaning- Formalities of issue Prospectus - Misrepresentation of Prospectus – Various types of prospectus Golden Rule	3	2,3,4
2. Shares, Membership and	2.1	Shares- Meaning, Types of Shares and Transfer of shares, Transmission	2	3,4

Administration	2.2	Share Capital, Meaning, Kinds, Alteration and Reduction and Voting Rights	2	3,4
	2.3	Debenture-Meaning, Types, Charge-Fixed and Floating, Crystallisation of Floating charge	2	2,3
	2.4	Modes of acquiring Membership	2	2,3,4
	2.5	Rights and Privileges of Members and Shareholders	1	2,3,4
	2.6	Directors - Appointment, Qualifications, Types	2	3,4
	2.7	Position, Rights, Duties and Liabilities of Directors	2	3,4
	2.8	Company Secretary – Qualifications - Role- Position- Main duties and responsibilities	2	4,5
3. Formalities relating to administration, winding up and governance	3.1	Company Meetings - Kinds, resolutions in meetings	3	3,4
	3.2	Requisites of Valid Meeting	3	3,4
	3.3	Winding up - Meaning, Types	3	4,6
	3.4	Procedure, Role of Official Liquidator	3	4,6
	3.5	Corporate Governance – Formalities - Need and importance-Provisions	2	4,6
	3.6	Corporate Social Responsibility-Importance- Provision	1	4,6
4. Practical Formalities and Procedural Compliances- For CCA	4.1	Familiarisation/ Preparation of Model Memorandum, Articles and Prospectus	5	2,5,6
	4.2	Online registration of companies – MCA site- familiarizing with formalities- DSC, DIN, MCA 21 etc.	7	2,5,6
	4.3	Preparation of Notice, Agenda, Minutes etc. – Formalities and compliances	6	4,5,6
	4.4	CSR Compliances by select companies-based on research articles and annual reports	4	4,5,6
	4.5	Awareness on committees and mechanisms functioning for Corporate Governance	4	4,5,6
	4.6	Virtual meetings and formalities – Formalities relating to Resolutions, Polls and Proxies	4	4,5,6

5	5	Teacher Specific Module		
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<b>Teaching and Learning Approach</b>	<p><b>Classroom Procedure (Mode of transaction)</b></p> <ul style="list-style-type: none"> <li>• Activity learning.</li> <li>• Collaborative learning.</li> <li>• Experiential learning.</li> <li>• Flip-Classroom</li> <li>• Role play</li> <li>• Industrial Visit</li> <li>• Lecture</li> </ul>																				
<b>Assessment Types</b>	<p><b>MODE OF ASSESSMENT</b></p> <p><b>A. Continuous Comprehensive Assessment (CCA) - 30 marks</b></p> <p>(a) Presentation or discussion of types of companies/ shares and debentures etc. OR preparation and presentation of reports on corporate governance</p> <p>(b) Drafting of model notice, agenda, minutes etc. OR Preparing CSR compliance reports of companies</p> <p>(c) Conduct a mock company meeting with notice, agenda resolutions, poll etc.</p> <p>(d) MCQ test / Viva Voce</p>																				
	<p><b>B. End Semester examination – 70 marks</b></p> <table border="1" style="margin-left: auto; margin-right: auto;"> <thead> <tr> <th>Mode</th> <th>Time in Hours Maximum</th> </tr> </thead> <tbody> <tr> <td>MCQ Based</td> <td>1</td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 30%;">Question Type</th> <th style="width: 20%;">Number of questions to answered</th> <th style="width: 20%;">Answer word/ page limit</th> <th style="width: 30%;">Marks</th> </tr> </thead> <tbody> <tr> <td>Section A-Multiple Choice Questions</td> <td>20 out of 22</td> <td>MCQ</td> <td>20 x 1= 20</td> </tr> <tr> <td>Section B- Multiple Choice Questions</td> <td>25 out of 27</td> <td>MCQ</td> <td>25 x 2 = 50</td> </tr> <tr> <td colspan="3" style="text-align: center;"><b>Total</b></td> <td><b>70 marks</b></td> </tr> </tbody> </table>	Mode	Time in Hours Maximum	MCQ Based	1	Question Type	Number of questions to answered	Answer word/ page limit	Marks	Section A-Multiple Choice Questions	20 out of 22	MCQ	20 x 1= 20	Section B- Multiple Choice Questions	25 out of 27	MCQ	25 x 2 = 50	<b>Total</b>			<b>70 marks</b>
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## References

1. C. A. Kamal Garg, Corporate and Allied Laws, Bharat Law House Private Limited
2. Institute of Company Secretaries of India, Companies Act 2013, CCH Wolter Kluver Business, 2013.
3. Avtar Singh: Company Law, Eastern Book Company, 34, Lalbagh, Lucknow
4. Dutta, Dutta on Company Law, Lexis Nexis, Butterworths Wadhwa, Nagpur
5. Paranjpe N V, The New Company Law, Central Law Agency.
6. Indian Companies Act, 2013(and amendments)
7. Shukla, V. C., Principles of Company Law ,S. Chand & Company Ltd.
8. Kapoor N D and Kapoor N K, Company Law and Practice, Taxmann Publications
9. Sethi R K, Corporate Law, Lexis Nexis Butterworths.
10. Ramaiya A, Guide to the Companies Act, Lexis Nexis
11. Dr. Ashok K. Jain, Dr. Raj Kumar, Dr. Sanjeev Jain & Dr. Anupam Agrawal,
12. Mahajan & Mahajan, Indian Company Law, Lexis Nexis India

## Suggested Readings

- Ministry of Corporate Affairs website
- Securities and Exchange Board of India website
- Indian Institute of Corporate Law website
- Website of ICMAI
- Website of ICSI
- Website of ICAI
- Chartered Secretary: ICSI, New Delhi
- Company Law Journal: Company Law Journal (India) Pvt. Ltd.,53/15, Old Rajinder Nagar, Post Box No. 2844, New Delhi-110060
- Corporate Law Adviser: Corporate Law Advisers, 613, Metro View Apt., Sector13, Pocket B, Dwarka, New Delhi
- Student Company Secretary, ICSI New Delhi