

**Syllabus for LL.M. Corporate Law**

**Paper – IV**

**L4 RTDA2 C5**

**Subject: Law of Corporate Management and Governance**

**Paper Code: CRL 111**

**(This Paper should be taught with updated sections of Companies Act, 2013as and where applicable to the Companies Act, 1956)**

**Unit - I: Corporate Incorporation and Management**

**1.**

- (i) Certificate of Incorporation
- (ii) Memorandum and Articles of Association
- (iii) Doctrine of Ultra Vires
- (iv) Doctrine of Indoor Management

**2.**

- (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.

**3.**

- (i) Types of Meetings
- (ii) Procedure of calling meeting
- (iii) Company's resolutions and its kinds

**Unit -2 : Oppression & Mismanagement and Investigation**

**(Sections 397 to 408; Sections 235 to 251)**

**1.**

- (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

**2.**

- (i) Company Investigation

**Unit – 3: Corporate Liquidation**

**1.**

- (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

## **Unit -4 : Corporate Governance and Social Responsibility**

### **1.**

- (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.

### **2. (i) Corporate Social and Environmental Responsibility**

### **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,

**UNIT – I**

- 1. Competition: An Introduction**
  - Definition of Competition
  - Definition of Competition Law
  - Objectives of Competition Law
  
- 2. History of Competition Law**

(USA, UK, Europe) Relevant provisions of Sherman's Act

  - Indian scenario with an overview of MRTP Act, 1969
  - *Raghavan* Committee Report
  
- 3. International co-operation for competition**
  - WTO agreements and the Act

**UNIT – II**

- 1. Anti-competitive Agreement**
  - Appreciable adverse effect
  - Horizontal and Vertical agreements
  - Effects doctrine
  
- 2. Prohibition of anti-competitive agreements**
  - Concerted practices and parallel behaviour
  - Cartel and Cartelisation
  - Bid rigging and collusive bidding
  - Tie-in-arrangements
  - Exclusive supply agreement
  - Resale price maintenance agreement
  
- 3. Abuse of Dominant Position**
  - Relevant market
  - Predatory behaviour
  - Predatory pricing
  - Discriminatory practices
  - Relevant market

**UNIT – III**

- 1. Combination**
  - Value of Assets
  - Turnover
  - Acquisition
  - Conglomeration
  - Joint Venture
  - Merger and Amalgamation
  - Notification

**2. Competition Commission of India**

- Establishment and composition
- Duties
- Procedure for inquiry
- Powers
- Competition fund

**3. Competition Advocacy**

- Competition Policy

**UNIT – IV**

**Consumer Protection Act, 1986 and its applicability to Competition Law**

- Definition of Consumer
- Definition of Service
- Deficiency in Service
- Unfair Trade Practices
- Overlapping areas

**Text Books:**

1. Dhall .Vinod, *Competition Law Today: Concept Issues and Law in Practice*, Oxford University Press, 2007
2. Bangia R.K., *A Handbook of Consumer Protection Laws and Procedure*, Allahabad Law Agency, 2004

**References:**

1. Mittal D.P., Taxmann's *Competition Law and Practice, 3<sup>rd</sup> Edition* , 2007.
2. *Universal Guide to Competition Law in India*, Universal Law Publishing Company, New Delhi. 2003
3. Ramappa. T., *Competition Law in India- Policy, Issues and Development* Oxford University Press, 3<sup>rd</sup> Edition, 2013
4. Aditi P Talati, Nahar. S. Mahala, *Competition Act, 2002: Law, Practice and Procedure*, Commercial Law Publishers, 2006
5. Avtar Singh & Harpreet Kaur, *Introduction to Law of Tort & Consumer Protection*, Lexis Nexis, 2013.
6. Verma S.K. & M.Afzal Wani, *A Treatise on Consumer Protection Laws*, Indian Law Institute, 2004
7. Anoop K. Kaushal, *Universal's Practical Guide to Consumer Protection Law*, Universal law Publishing Company, New Delhi, 2006.
8. Aggarwal, Prof. V. K., *Consumer and Protection Law and Practice*, 6<sup>th</sup> Edition, 2008.

**Objectives:** Students should have general understanding of the trends in regulation of capital markets and foreign investments. They should appreciate the broader economic objectives and purposefulness of the nature, forms and extent of regulation of the capital markets.

**Unit – I: Overview of Capital Market (Lectures 10)**

- a. Role, Relevance and significance of Capital Market in national development
- b. Capital Market and Economic Reforms: Challenges and prospects
- c. Introduction to various components of capital market – primary and secondary market, stock exchanges,

**Unit – II: Trends in Regulation of Capital Markets (Lectures 10)**

- a. Securities Contract Regulation Act 1956
- b. SEBI Act 1992 with particular emphasis on role of SEBI
- c. Depositories Act 1996

**Unit – III: Policy framework for regulation of FDI (Lectures 10)**

- a. Meaning and forms of FDI
- b. Foreign Exchange Management Act
- c. FDI Policy and role of RBI

**Unit – IV: Bilateral and multilateral investment agreements (Lectures 10)**

- a. Introduction to the trends of bilateral and multilateral investments agreements
- b. Nature and scope of substantive rights of foreign investors under BIPAs
- c. Dispute Settlement Mechanisms under BITs – Investment Arbitrations under ICSID and UNCITRAL

**Text Books:**

1. Guruswamy, *Capital Market*, Tata McGraw Education, 2009
2. E Gordon & H Nataraj, *Capital Market in India*, Himalaya Publishing House, 2013

**References:**

1. *Deepening India's Capital Market: The Way Forward*, USAID, November 2007
2. *The Consolidated FDI Policy Circular of 2014*, Ministry of Commerce & Industry Department of Industrial Policy & Promotion, Government of India
3. *ICSID Convention – A Commentary*, C. Schreuer, 2<sup>nd</sup> Edition 2009
4. Sanjeev Agarwal, *Guide to Indian Capital Market*, Bharat Law House, 2009
5. Imaad A Moosa, *Foreign Direct Investment: Theory Evidence and Practice*, Palgrave MacMillan, 2010.
6. Niti Bhasin, *FDI In India*, New Century Publication, 2008.

**Unit-I: Income Tax**

1. Type of Companies – (a) Indian Company (b) Domestic Company (c) Foreign Company (d) Public Sector Company (e) Companies in which public are substantially interested S 2(18) (f) Infrastructure Capital Company.
2. Special Provision in respect of newly established undertaking in free trade zone SEZ, 100% export oriented unit 10A,10AA, 10B, 10BA.
3. Profit and Gains of business or profession
4. Capital Gains
5. Set off or carry forward of losses
6. Incentive and deductions to Companies under Section 80.
7. Deprecation under Companies Act- Schedule 14 S. 205 & S. 350 and depreciation under Income Tax Act.
8. Minimum Alternate Tax 115 JB, Tonnage Taxation Ch. 12 G.
9. Tax on Distributed Profits under Section 115 (O), Special Provisions relating to tax on income received from Venture Capital Companies and Venture Capital Fund 115-U.
10. Dividend Tax ; International Transaction
11. Penalties and prosecution

**Unit - II : Wealth Tax**

1. Introduction & Chargeability
2. Valuation date and computation
3. Assets and deemed assets
4. Assets exempt from tax
5. Debt owed
6. Valuation of assets
7. Return of wealth and assessment

**Unit - III: Sales Tax & VAT Laws**

1. Preliminary
2. Imposition of Tax
3. Registration and Security
4. Returns
5. Assessment, Payment of Tax and Interest
6. Accounts and Records
7. Objections, Appeals and Disputes
8. Penalties and Offences
9. Way to GST (Tax on goods & services)- going to implement w.e.f. 1-4-2010

## **Unit - IV: Excise, Customs and Service Tax**

### **(1) Excise**

- (a) Introduction
- (b) Levy and Collection
- (c) Valuation
- (d) Cenvat Credit
- (e) Search, Seizure and Confiscation
- (f) Appeals and Revision

### **(2) Custom**

- (a) Introduction
- (b) Charge of Custom Duty
- (c) Bill of Entry
- (d) Prohibition of Import and Export
- (e) Goods liable for confiscation
- (f) Baggage exempt from duty
- (g) Offences

### **(3) Service Tax**

- (a) Introduction
- (b) Exemption from service tax
- (c) Abatement
- (d) Penalties
- (e) Service Tax on Government Department and Public Authorities

#### Text Books:

1. Vinod Singhania & Kapil Singhania, *Direct Taxes Law and Practice*, Taxmann, 2014
2. Chaturvedi & Pithisaria, *Income Tax Act with Relevant Tax Allied Acts*, Lexis Nexis, 2013
3. Dr. Monica Singhania & Dr Vinod Singhania, *Students guide to Indirect Tax Laws*, Taxmann, 2014
4. V.S. Datey, *Elements of Indirect Taxes*, Taxmann, 5<sup>th</sup> Edition., 2014

#### References:

1. B.B. Lal, *Income Tax*, Pearson, 2010
2. *Taxmann's Income Tax Act as Amended by Finance Act, 2014*
3. Vineet Sodhani, *Indirect Tax Laws*, Taxmann, 2014
4. S.S. Gupta, *Service Tax: How to Meet your Obligation*, Taxmann, 2014
5. R Krishnan & R Parthasarthy, *Valuation under Central Excise & Service Tax*, Commercial Law Publishers Pvt. Ltd, 2013.
6. V.S. Datey, *Custom Law and Practice and Procedure*, Taxmann, 12<sup>th</sup> Edn., 2014

**UNIT - I      The Evaluation of Banking Services and its History in India**

1. History of Banking in India.
2. Bank nationalization and social control over banking.
3. Various types of Banks and their functions.
4. Contract between banker and customer: their rights and duties.
5. Role and functions of Banking Institutions

**UNIT – II      Lending by Banks and Recent Trends of Banking System in India**

1. Advances, Loans and Securities.
2. Direct, collateral and miscellaneous Securities.
3. Default and recovery.
4. Bank Debt Recovery Tribunals.
5. The Securitization and Reconstruction of Financial Assets and Enforcements of Security Interest Act, 2002 (Definitions, Section 13 – Enforcement of security interest, Section 17 - Right to appeal.)

**UNIT – III      General Principles of Law of Insurance**

1. Definition, nature and history.
2. Contract of insurance and principles.
3. The Risk – commencement, attachment, assignment.
4. Types of insurances.
5. Policy and its Legal Status.

**UNIT – IV      Recent Trends in Insurance**

1. Insurance against third party risks (relevant provisions from Motor Vehicles Act, 1988.)
2. Liability Insurance.
3. Consumer Protection and Banking and Insurance Services.
4. The Insurance Act, 1938 and the Insurance Regulatory & Development Authority Act, (IRDA), 2000.
5. Miscellaneous Insurance Schemes: New Dimensions (Group Life Insurance, Mediclaim, Sickness).

**Text Books:**

1. *Banking and Insurance Law and Practice*, Institute of Company Secretaries of India, Taxmann Publishers, 2010
2. M.N. Mishra, *Law of Insurance*, Central Law Agency, 9<sup>th</sup> Edition, 2012



## References:

1. J N Jain & R K Jain, *Modern Banking and Insurance – Principles and Techniques*, Regal Publications, 2008
2. Jyotsana Sethi & Nishwar Bhatia, *Elements of Banking and Insurance*, PHI Publishers, 2<sup>nd</sup> Edition, 2013.
3. Murthy, K.S.N., and Sarma, K.V.S., *Modern Law of Insurance in India*, Lexis Nexis Butterworth, 2002
4. Birds, John, *Modern Insurance Law*, Universal Publishing Co., 2003,
5. Shah, M. B., *Landmark Judgments on Insurance*, Universal Publishing Co., 2004
6. Rangarajan, C., *Handbook of Insurance and Allied Laws*. K.C. Shekhar, & Lekshmi Shekhar, *Banking Theory and Practice*, Vikas Publishing House, 19<sup>th</sup> Edition, 2005.
7. M.L. Tannan, *Banking Law and Practice in India*, Lexis Nexis, 23<sup>rd</sup> Edition, 2010

**UNIT – I:**

- (1). Public Issue of Shares**
  - (i) Prospectus
  - (ii) Remedies for misrepresentation
  - (iii) SEBI and Stock Exchange guidelines
  
- (2). Share Capital**
  - (i) Nature and Kind of Shares
  - (ii) Transfer, Transmission, Surrender and forfeiture of Shares
  - (iii) Purchase by Company of its own shares
  - (iv) Issue of shares at premium and discount
  - (v) SEBI Guidelines

**UNIT – II:**

- (1). Shareholders' Rights (Various rights of shareholders and variation of shareholders rights.
- (2). Debentures; Difference between Share and Debentures; Kinds of Debenture; Remedies of Debenture Holder; Company Charges.

**UNIT – III:**

- (1). Insider Trading; SEBI's Guidelines on Insider Trading
- (2). Securities and Exchange Board of India (SEBI): Constitution, Powers and Functions

**UNIT – IV:**

- (1). Reconstruction, Amalgamation and Take Over: Provisions in Company Law and SEBI Guidelines
  
- (2). Auditors:
  - (i) Appointment, powers, duties and removal of auditors
  - (ii) Special Audit
  - (iii) Director Responsibility statement in Board Report
  - (iv) National Advisory Committee on Accounting Standards

**Text Books:**

1. Paul Davis & Sara Worthington, *Gower's Principles of Company Law*, Sweet & Maxwell Thomson, 9<sup>th</sup> Edition, 2006
2. David Kidwell & Robert Parinno, *Fundamentals of Corporate Finance*, Wiley, 2012

**References:**

1. Charles Wild, Stuart Weinsten, *Smith and Keenon's Company Law*, Pearson Education Ltd., 2013

2. J.C. Verma & Sanjeev Agarwal, *Corporate Mergers, Amalgamations & Takeovers*, Bharat Law House, 2008
3. Richard Brealey, Stewart Myers, Franklin Allen, *Principles of Corporate Finance*, Hill McGraw, 2012

**Paper – X**  
**Subject: Dissertation**

**C 10**  
**Paper Code: GEN 110**

The evaluation of the Dissertation and Viva Voce will be conducted by a Board of Examiners comprising of Dean, Supervisor and senior most faculty member and an External Examiner with the approval of the Hon'ble Vice Chancellor.