



Shri Vile Parle Kelavani Mandal's

**NARSEE MONJEE COLLEGE OF COMMERCE & ECONOMICS**

NAAC Reaccredited "A" Grade, CGPA - 3.42



<b>Program: B.Com</b>				<b>Semester : IV</b>	
<b>Course : Corporate Laws</b> <b>Academic Year:</b> <b>Batch: 2021-2022</b>				<b>Code: NMUBCOM409</b>	
<b>Teaching Scheme</b>				<b>Evaluation Scheme</b>	
<b>Lecture</b>	<b>Practical</b>	<b>Tutorial</b>	<b>Credit</b>	<b>Internal Continuous Assessment (ICA) (weightage)</b>	<b>Term End Examinations (TEE) (weightage)</b>
45	-	-	03	25	75
<b>Internal Component Assessment (25 marks) break up</b>					
			<b>ICA 1</b> <b>Class Test (Compulsory)</b> <b>10</b>	<b>ICA 2</b> <b>Assignment 1</b> <b>15</b>	
<b>Learning Objectives:</b>					
<ol style="list-style-type: none"> <li>1. To learn the fundamental principles of laws governing Business Organization and Consumer Rights.</li> <li>2. To understand the applicability of legal provisions through case laws.</li> <li>3. To learn the drafting skills.</li> <li>4. To explain the importance of current amendments and to provide current knowledge and developments in the legal arena.</li> </ol>					
<b>Learning Outcomes:</b>					
At the end of the course module, the students should be able to:					
<ol style="list-style-type: none"> <li>1. Appreciate the significance and the legal provisions regulating business and the application.</li> <li>2. Will understand and appreciate the practical relevance of various concepts of basic business laws to know legal knowhow for smooth functioning of business, to understand the legal aspects of various business dynamics.</li> <li>3. Understand and illustrate the basic concepts laws legislated for the business.</li> <li>4. Apply the knowledge of corporate laws in practice.</li> <li>5. Can file suit or defend upon matters related to commercial transactions.</li> <li>6. Apply principles of intellectual property rights in day to day transactions and to safeguard the interest in the business.</li> <li>7. Enhance his skills of legal communication.</li> </ol>					

**Pedagogy**

The objective of the course is to encourage students to learn and to appreciate the use of various legal provisions enacted for the purpose of smooth running of the business and its winding up. Hence,

- 1) Short case studies and HC and SC cases would be either discussed in class or would be given to students as assignments for submission.
- 2) Pertaining to the topic covered, students would be given project/field work for better understanding of the topic. These will be of practical nature.
- 3) Use of powerpoint presentation, moot courts and classroom debate will be emphasized more.

**Important Note:**

**Meaning of Basic concepts of laws, their need and applicability of laws to a person in daily life transactions should be taught.**

How Stakeholders of the business would be benefited by using the legal provisions would be taught.

Moot courts should be planned for better understanding of the cases.

**Detailed Syllabus: ( per session plan )**

**Each lecture session would be of one hour duration (60sessions)**

Module	Module Content	Module Wise Pedagogy Used	Module Wise Duration	Module Wise Reference Books
1	<u>Company Law 2013</u>  1.1 Meaning and nature of Company- definition, related Case laws. Role of Promoters, effects of pre incorporation contracts, Advantages disadvantages of company business, Kinds of Companies, Private Company and Public company, OPC, Non-profit Company, Holding and Subsidiary Company. Foreign Company and Producer Company. 1.2 MOA, AOA concepts, Contents, Doctrine of Constructive Notice, Doctrine of Ultra Vires, Doctrine of Indoor Management related case laws. Drafting of MOA and AOA. 1.3 Prospectus- contents, Golden rule, Misstatement in Prospectus, Types- Shelf	Class room sessions	09	1) SS Gulshan 2) Avtar Singh 3) G.K. Kapoor 4) K.R Bulchandani



	Prospectus, Red Herring Prospectus, Deemed Prospectus. 1.4 Private placement, ESOPs, buying back. Sweat Equity, Dividends (s.123,124,125,127) case laws			
<b>2</b>	2.1 Membership, Who can become member, modes of acquisition of membership. Cessation of membership. Rights and liabilities of members. 2.2 Meetings 2.3 Winding up of a company. - procedure. National Company law Tribunal – functions and powers. 2.4 Directors- Qualification, disqualifications, types, appointment, removal, duties. Legal position of directors and case laws	Class room sessions	09	1) <b>SS Gulshan</b> 2) <b>Avtar Singh</b> 3) <b>G.K. Kapoor</b> 4) <b>K.R Bulchandani</b>
<b>3</b>	3.1 Indian Partnership Act 1932 Partnership- Concept, Essentials, True Test of Partnership, Partnership Deed, types of Partnerships, rights and duties of partners, distinguish between Partnership and HUF Drafting of Partnership Agreement. Family Business and its issues – partition and family settlement. 3.2 Minors position in partnership Dissolutions – concept, Modes, Consequences of Dissolution 3.3 LLP – (2021 Amendment) Concept, Characteristics, Advantages, Disadvantages, procedure for Incorporation.  3.4 Extent of LLP- Conversion of LLP, Mutual rights and duties of Partners, Winding up of LLP, distinction between LLP and Partnership. Drafting of LLP agreement.	Class room sessions	09	1) <b>SS Gulshan</b> 2) <b>Avtar Singh</b> 3) <b>ArshdeepSingh Veer,Mansi Barar</b> 4) <b>KR Bulchandani</b>
<b>4</b>	4.1 Competition Law 2002 Objects, Concepts - Competition, Anti-Competitive agreements, What agreements cause adverse effect on Competition? What agreements do not cause an adverse effect on competition? Abuse of Dominant position, Competition Commission- powers duties and	Class room sessions	09	KR. Bulchandani



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	<p>functions of the commission, inquiries, orders, appeals, penalties</p> <p>4.2 Combinations. Authorities under competition law, 2002</p> <p>4.3 Maharashtra Shops and Establishments Act 2017 :- Introduction and Definition, Applicability, Registration Procedure, Working Hours, Opening and Closing Time, Employment of Children, Young Person and Women, Other benefits of employment.</p> <p>4.4 IBC- Insolvency and Bankruptcy code of 2016- Introduction and concept and need.</p>			
5	<p>5.1 Intellectual Property Rights- Introduction, objects, background of IPR in India.</p> <p>5.2 Laws relating to Patents rights in India- Evergreening of patents, invention and discovery, meaning of manufacture, specification, Procedure for grant of patents, Publication of application, Opposition, rights of Patentees, Term of patent, Provisions for secrecy of certain inventions, Infringements and remedies Jurisdiction, Appeals.</p> <p>5.3 Laws relating to Copyrights in India: Introduction, Owner of Copyrights, work in which copyrights exist. Relinquishment of copyrights, License by owners, duration of copyrights, infringements and remedies</p> <p>5.4 Trade Marks: meaning of trade mark, Registration, kinds, duration, renewal, removal and restoration of trade mark, registration, certification and collective marks, infringement and remedies.</p> <p>Above IP rights with case laws.</p>	Class room sessions with Applications in MS Excel.	09	<b>K.r. Bulchandani</b> <b>B.L. Wadhera</b>

**Note: Lawyers and industries are looking for the students who know basic drafting of notices and know the business compliances, hence the basics of business laws should be taught in these sessions.**

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### Reference Books: Supplementary Readings

1. Ravi Pulioni (2022) *Companies Act, 2013* (36<sup>th</sup> ed.) Bharat Law House
2. G.K.Kapoor (2021) *Company Law* (23<sup>rd</sup> ed.) Taxman Publication Pvt. Ltd.
3. N..D..Kapoor (2015) *Elements of Mercantile Law* (37<sup>th</sup> Revised ed.) Sultan Chand & Sons
4. C.A. (Dr.) P.C. Tulsian and CA Bharat Tulsian (2014) *Business Laws* (1<sup>st</sup> ed.) S. Chand Publishing
5. Taxman (2019) *Securities and Exchange Board of India Act, 1992* Taxman
6. Sunil Dighe (2017) *The Real Estate (Regulation and Development) Act, 2016 with Maharashtra Rules, 2017 and Maharashtra Regulations, 2017* Snow White
7. CA Srinivasan Anand G. (2017) *Law relating to RERA in Maharashtra*: (2<sup>nd</sup> ed., Taxmann)
8. Avtar Singh (2011) *Introduction to Law of Partnership (including Limited Liability of Partnership)* (10<sup>th</sup> ed.) Eastern Book Agency
9. Jain D. (2019) *Law & Procedure of Limited Liability Partnership* (6<sup>th</sup> ed.) Bharat Law House
10. Asha Durafe (2021) *Intellectual Property Rights* Wiley
11. P. Narayan (2017) *Intellectual Property Law* (3<sup>rd</sup> Revised ed.) Eastern Law House
12. Bhandari M.K. (2014) *Law relating to Intellectual Property Rights* (3<sup>rd</sup> ed.) Central Law Publication
13. Avtar Singh (2012) *Competition Law* Eastern Book Company
14. Dr. H.K. Saharay (2016) *Competition Law* (2<sup>nd</sup> ed.) Universal Law Publishing

Title	Author(s)	Publisher
Company Law 2013 and practice	GK Kapoor, Sanjay Dhamija	9789387957626- <u>Taxmann</u>
Constitution of India	PM Bakshi	Lexis Nexis Gurgaon- ISBN 978-81-312-6237-5
Business Law	MC Kuchhal & Vivek Kuchhal	Vikas Publishing House Ltd. ISBN- 978-93259-6396-2
Indian Competition Law	Versha Vahini	ISBN 978-935-143-7284 Mumbai paperback
IPR	BL Wadhera	9789350350300 - Universal Law Publishing Co Pvt Ltd.

**Note:** Latest edition of textbook may be used.



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**Paper Pattern: 5Q of 15 marks each – one full length question 10 Marks and one case law of 5 marks. Having internal choice.**

**a) Details of Continuous Assessment (CA)**

25% of the total marks per course:

Continuous Assessment	Details	Marks
<b>Component 1 (CA-1)</b>	Project/Assignments and Moot Courts	15 marks
<b>Component 2 (CA-2)</b>	Internal Class Test	10 marks

**b) Details of Semester End Examination**

75% of the total marks per course. Duration of examination will be two and half hours.

Question Number	Description	Total Marks
1	a) Full Length Question on Module I (10 Marks) b) Case Studies/Laws on Module I (05 Marks) OR a) Full Length Question on Module I (10 Marks) b) Case Studies/Laws on Module I (05 Marks)	15
2	a) Full Length Question on Module II (10 Marks) b) Case Studies/Laws on Module II (05 Marks) OR a) Full Length Question on Module II (10 Marks) b) Case Studies/Laws on Module II (05 Marks)	15
3	a) Full Length Question on Module III (10 Marks) b) Case Studies/Laws on Module III (05 Marks) OR a) Full Length Question on Module III (10 Marks) b) Case Studies/Laws on Module III (05 Marks)	15
4	a) Full Length Question on Module IV (10 Marks) b) Case Studies/Laws on Module IV (05 Marks) OR a) Full Length Question on Module IV (10 Marks) b) Case Studies/Laws on Module IV (05 Marks)	15
5	a) Full Length Question on Module V (10 Marks) b) Case Studies/Laws on Module V (05 Marks) OR a) Full Length Question on Module V (10 Marks) b) Case Studies/Laws on Module V (05 Marks)	15
	<b>Total Marks</b>	<b>75</b>

<b>Prepared By</b>	<b>Approved By</b>	<b>Signature</b>
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	CA. Mr. Parv Chedda	
	CA. Ms. Rimple Dedhia	

### Members of BOS

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