

LL.M. 2ND SEMESTER

OPTIONAL PAPER
LAW OF CORPORATE GOVERNANCE

COMPANY LAW AND LAW RELATING TO MERGER AND ACQUISITION

Paper: 203 – F

Max.Marks:100.

Credits: 5.

Time: 3 Hours.

Note:

1. There shall be total Five Units in the question paper.
2. Unit -I shall contain one compulsory question having four parts of five marks each. This question shall be from entire syllabus.
3. There shall be two questions in each Unit i.e. Unit II to V.
4. The student is required to attempt four questions by selecting one question from each Unit i.e. Unit II to Unit V. Each question shall carry twenty marks.

COURSE OBJECTIVES:

- To promote awareness of minimum standard of good behavior and business honesty in company promotion and management
- To provide due recognition of the legitimate interest of shareholders and creditors and of the duty of managements not to prejudice to jeopardize those interests
- To acquire knowledge of Mergers and Acquisitions include expanding the economy, increasing market capitalization, valuations, demand and supply
- To create awareness from management to philosophy of Company
- To understand Mergers and Acquisitions vis-à-vis Customer Recognition

UNIT – I

Historical Overview and Conceptual Understanding Company Legislations

- Nature, Scope and extent
- Legal aspects of Corporate Personality
- Company and its regime
- Promoters
- Registration and Incorporation in Company Sector
- Memorandum of Association (M O A) and
- Article of Association (AOA)

UNIT – II

Prospectus, Director and Meetings.

- Prospectus
- Directors
- Shareholders
- Role of Company Secretary
- Meetings
- Prevention of Oppression and Mismanagement

UNIT- III

Shares, Debentures, Dividends and Tribunal

- Shares
- Share Capital
- Dividends
- Debentures
- Winding Up
- National Company Law Tribunal and Appellate Tribunal
- Overview of Securities & Exchange Board of India (SEBI)
- Legal Process Outsourcing/Business Process Outsourcing (LPO/BPO) Perspective

UNIT-IV

Mergers and Acquisition

- History, Meaning and Trends in contemporary era
- Acquisition Legal Aspects
- Mergers Legal Aspects
- Barriers and Loopholes

COURSE OUTCOMES:

After completing the course, students will be able to:

- Understanding the regulatory aspects and broader procedural aspects involved in different types of Legal Process Outsourcing/Business Process Outsourcing (LPO/BPO) company under Companies Act and Rules thereunder

- Follow the basic legal documents and their usage essential for operations and management of company
- Enable the students with synthesis company processes, meetings and decisions
- Equip the students with framework of dividend distribution and role of auditors in a company
- Comprehend and evaluate working of depositaries and their functions in stock markets

SUGGESTED READINGS:

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| 1. Avtar Singh | : Company Law |
| 2. Abhishek Bansal | : A Handbook on Corporate and Other Laws |
| 3. K R Chandratre | : Company Meetings - Law, Practice and Procedure |
| 4. Dr. Sanjeev Gupta
Singhania, Taxmann | : Directors and Corporate Governance
Vinod K. : Corporate Tax Planning and Business Tax Procedures |
| 5. AnkurSrivastava and | : Law & Practice Relating to Corporate Social |
| 6. Taxmann's, Taxmann | : Corporate Laws |
| 7. CS Ajay Kumar | : National Company Law Tribunal NCLT 4th Edition, |
| 8. Komal Sandhu | : Law Related to Mergers and Acquisitions Edition: 1st |
| 9. Tarun Mathur | : Merger Control in India: Law and Practice |