

**Intermediate Course**  
**Study Material**  
**(Modules 1 to 2)**

**Paper 2**

**Corporate and Other Laws**

**Part I : Company Law**

**Module - 1**



**BOARD OF STUDIES**  
**THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA**

This Study Material has been prepared by the faculty of the Board of Studies. The objective of the Study Material is to provide teaching material to the students to enable them to obtain knowledge in the subject. In case students need any clarification or have any suggestion for further improvement of the material contained herein, they may write to the Director of Studies.

All care has been taken to provide interpretations and discussions in a manner useful for the students. However, the Study Material has not been specifically discussed by the Council of the Institute or any of its Committees and the views expressed herein may not be taken to necessarily represent the views of the Council or any of its Committees. Permission of the Institute is essential for reproduction of any portion of this material.

**© *The Institute of Chartered Accountants of India***

All rights reserved. No part of this book may be reproduced, stored in a retrieval system, or transmitted, in any form, or by any means, electronic, mechanical, photocopying, recording, or otherwise, without prior permission, in writing, from the publisher.

Edition : July, 2017

Website : [www.icai.org](http://www.icai.org)

E-mail : [bosnoida@icai.in](mailto:bosnoida@icai.in)

Committee/  
Department : Board of Studies

ISBN No. : 978-81-8441-891-0

Price : ₹ 250/- (For All Modules)

Published by : The Publication Department on behalf of The Institute of Chartered Accountants of India, ICAI Bhawan, Post Box No. 7100, Indraprastha Marg, New Delhi 110 002, India.

Printed by : Sahitya Bhawan Publications, Hospital Road, Agra -282 003  
July/2017/P2117 (New)

# BEFORE WE BEGIN....

---

## **Evolving role of a CA - Shift towards strategic decision making**

The traditional role of a chartered accountant restricted to accounting and auditing, has now changed substantially and there has been a marked shift towards strategic decision making and entrepreneurial roles that add value beyond traditional financial reporting. The primary factors responsible for the change are the increasing business complexities on account of plethora of laws, borderless economies consequent to giant leap in e-commerce, emergence of new financial instruments, emphasis on corporate social responsibility, significant developments in information technology, to name a few. These factors necessitate an increase in the competence level of chartered accountants to take up the role of not merely an accountant or auditor, but a global solution provider. Towards this end, the scheme of education and training is being continuously reviewed so that it is in sync with the requisites of the dynamic global business environment; the competence requirements are being continuously reviewed to enable aspiring chartered accountants to acquire the requisite professional competence to take on new roles.

## **Skill requirements at Intermediate Level**

Under the Revised Scheme of Education and Training, at the Intermediate Level, you are expected to not only acquire professional knowledge but also the ability to apply such knowledge in problem solving. The process of learning should also help you inculcate the requisite professional skills, i.e., the intellectual skills and communication skills, necessary for achieving the desired level of professional competence.

## **Corporate and Other Laws : Dynamic & Interesting**

Laws and rules, in general, regulate the relationship between business and profession. In specific, an accounting student should have knowledge of the legal framework, which influences business transactions. This paper intends to make the students aware of legal provisions of the selected laws and to analyse and apply the related provisions addressing issues in moderately complex scenarios.

Paper 2 on Corporate and Other Laws is comprising of Company Law and Other Laws. The syllabus of Corporate and Other Laws has been segregated into two parts covering the following topics:

<b>Part I: Company Law (60 Marks)</b>	<b>Part II: Other Laws (40 Marks)</b>
The Companies Act, 2013 – Sections 1 to 148	(1) The Indian Contract Act, 1872 (2) The Negotiable Instruments Act, 1881 (3) The General Clauses Act, 1897 (4) Interpretation of statutes

These laws of the country undergo significant changes through the amendments/ notifications /circulars which are issued from time to time by their respective governing authorities. Owing to the dynamic nature of the specified Acts especially the Companies Act, 2013, learning, understanding and applying the provisions of law in problem solving is very interesting and challenging.

The study material has been prepared on the basis of the legislative developments made up till 30<sup>th</sup> April, 2017. Further, the legislative amendments (if any) which will be notified after 30<sup>th</sup> April, 2017 and which are relevant for a particular attempt, would be informed to the students through Revisionary Test Paper(RTP) relevant for that particular attempt. Students are advised to check the Board of Studies Knowledge Portal regularly for further development.

### **Framework of Chapters – Uniform Structure comprising of specific components**

Efforts have been made to present the complex laws in a lucid manner. Care has been taken to present the chapters in a logical sequence to facilitate easy understanding by the students. The Study Material has been divided into two modules for ease of handling by students.

The various chapters/units of each subject at the Intermediate level have been structured uniformly and comprises of the following components:

	<b>Components of each Chapter</b>	<b>About the component</b>
<b>1.</b>	<b>Learning Outcomes</b>	Learning outcomes which you need to demonstrate after learning each topic have been given in the first page of each chapter/unit.
<b>2.</b>	<b>Chapter Overview</b>	As the name suggests, the flow chart/table/diagram given at the beginning of each chapter would give a broad outline of the contents covered in the chapter

3.	<b>Introduction</b>	A brief introduction is given at the beginning of each chapter/unit which would help you get a feel of the topic.
4.	<b>Content</b>	The concepts and provisions of specified Acts are explained in student-friendly manner with the aid of examples/ diagrams/flow charts. Diagrams and Flow charts would help you understand and retain the concept/provision learnt in a better manner. Examples would help you understand the application of provisions. These value additions would, thus, help you develop conceptual clarity and get a good grasp of the topic.
5.	<b>Summary</b>	A summary of the chapter is given at the end to help you revise what you have learnt.
6.	<b>Test Your Knowledge</b>	<p><b>I. Multiple Choice Questions:</b> It comprises of Multiple Choice Questions which test the breadth and depth of your understanding of the topic.</p> <p><b>II. Question and Answer:</b> The exercise questions and answers would help you to apply what you have learnt in problem solving. In effect, it would sharpen your application skills and test your understanding as well as your application of concepts/provisions.</p>

We hope that these student-friendly features in the Study Material makes your learning process more enjoyable, enriches your knowledge and sharpens your application skills.

***Happy Reading and Best Wishes!***

# SYLLABUS

---

## PAPER – 2 : CORPORATE AND OTHER LAWS

*(One paper – Three hours – 100 Marks)*

### PART I – COMPANY LAW (60 MARKS)

#### Objective

To develop an understanding of the provisions of company law and acquire the ability to address application-oriented issues.

#### Contents

##### **The Companies Act, 2013– Sections 1 to 148**

1. Preliminary
2. Incorporation of Company and Matters Incidental thereto
3. Prospectus and Allotment of Securities
4. Share Capital and Debentures
5. Acceptance of Deposits by companies
6. Registration of Charges
7. Management and Administration
8. Declaration and payment of Dividend
9. Accounts of Companies
10. Audit and Auditors

**Note : The provisions of the Companies Act, 1956 which are still in force would form part of the syllabus till the time their corresponding or new provisions of the Companies Act, 2013 are enforced.**

### PART II- OTHER LAWS (40 MARKS)

#### Objective

- (a) To develop an understanding of the provisions of select legislations and acquire the ability to address application-oriented issues.
- (b) To develop an understanding of the rules for interpretation of statutes

- 1. The Indian Contract Act, 1872** (Specific contracts covered from section 123 onwards): Contract of Indemnity and Guarantee, Bailment, Pledge, Agency

- 2. The Negotiable Instruments Act, 1881** : Meaning of Negotiable Instruments, Characteristics, Classification of Instruments, Different provisions relating to Negotiation, Negotiability, Assignability, Right and Obligation of parties, presentment of Instruments, Rules of Compensation
- 3. The General Clauses Act, 1897** : Important Definitions, Extent and Applicability, General Rules of Construction, Powers and Functionaries, Provisions as to Orders, Rules, etc. made under Enactments, Miscellaneous
- 4. Interpretation of statutes** : Rules of Interpretation of statutes, Aids to interpretation, Rules of Interpretation/construction of Deeds and Documents

**Note : If new legislations are enacted in place of the existing legislations, the syllabus would include the corresponding provisions of such new legislations with effect from a date notified by the Institute. Similarly, if any existing legislation ceases to have effect, the syllabus will accordingly exclude such legislation with effect from the date to be notified by the Institute.**

**The specific inclusions/exclusions in the various topics covered in the syllabus will be effected every year by way of Study Guidelines, if required.**

# DETAILED CONTENTS

Pages

## CHAPTER 1 : PRELIMINARY

Learning Outcomes.....	1.1
Chapter Overview.....	1.1
1. Introduction .....	1.1
2. Short Title Extent, Commencement and Application .....	1.2
3. Definitions .....	1.3

## CHAPTER 2 : INCORPORATION OF COMPANY AND MATTERS INCIDENTAL THERETO

Learning Outcomes.....	2.1
Chapter Overview .....	2.2
1. Introduction .....	2.2
2. Formation of Company .....	2.3
3. Memorandum of Association –MOA .....	2.9
4. Articles of Association-AOA .....	2.14
5. Act to Override Memorandum, Articles, Etc.....	2.17
6. Incorporation of company .....	2.18
7. Effect of Memorandum and Articles .....	2.22
8. Registered office of Company .....	2.22
9. Alteration of Memorandum .....	2.24
10. Rectification of Name of Company .....	2.29
11. Alteration of Articles.....	2.31
12. Copies of Memorandum, Articles, etc. to be given to Members .....	2.32
13. Conversion of Companies already Registered.....	2.32
14. Subsidiary company not to hold shares in its holding company .....	2.33
15. Service of Documents.....	2.33
16. Authentication of documents, proceedings and contracts.....	2.35
17. Execution of Bills of exchange, etc.....	2.36



Summary .....	2.37
Test your knowledge.....	2.37

### **CHAPTER 3 : PROSPECTUS AND ALLOTMENT OF SECURITIES**

Learning Outcomes.....	3.1
Chapter Overview .....	3.2
1. Introduction .....	3.2
2. Public offer and private placement .....	3.3
3. Power of Securities and Exchange Board to regulate issue and transfer of Securities, etc .....	3.5
4. Prospectus .....	3.6
5. Securities to be dealt with in stock exchanges .....	3.16
6. Advertisement of prospectus.....	3.19
7. Issue of application forms for Securities .....	3.19
8. Allotment of securities by company .....	3.19
9. Mis-Statements in prospectus .....	3.21
10. Punishment for fraudulently Inducing persons to invest money.....	3.23
11. Action by affected persons.....	3.24
12. Punishment for personation for acquisition, etc., of securities .....	3.25
13. Punishment for fraud .....	3.25
14. Global Depository Receipt (GDR).....	3.26
15. Private placement-offer or invitation for subscription of securities on private placement.....	3.28
Summary .....	3.33
Test your knowledge .....	3.33

### **CHAPTER 4 : SHARE CAPITAL AND DEBENTURES**

Learning Outcomes.....	4.1
Chapter Overview .....	4.2
1. Introduction .....	4.2
2. Share capital–Types .....	4.2
3. Basic Requirements .....	4.5

4. Rights and variation of rights .....	4.6
5. Calls and incidental matters .....	4.8
6. Issue of shares at premium or discount .....	4.9
7. Transfer and transmission of securities and the allied provisions.....	4.14
8. Publication of Authorised, Subscribed and Paid up Capital .....	4.18
9. Alteration in share capital .....	4.19
10. Power to nominate .....	4.35
Summary .....	4.36
Test your knowledge .....	4.37

## **CHAPTER 5 : ACCEPTANCE OF DEPOSITS BY COMPANIES**

Learning Outcomes.....	5.1
Chapter Overview .....	5.1
1. Introduction .....	5.2
2. Meaning of deposit, depositor and eligible company.....	5.2
3. Prohibition of acceptance of deposits from Public .....	5.5
4. Repayment of deposits, etc, accepted before commencement of this Act .....	5.12
5. Damages for fraud .....	5.13
6. Acceptance of deposits from public by certain companies .....	5.14
7. Punishment for contravention of section 73 or Section 76 .....	5.14
Summary .....	5.15
Test your knowledge.....	5.16

## **CHAPTER 6 : REGISTRATION OF CHARGES**

Learning Outcomes.....	6.1
Chapter Overview .....	6.1
1. Introduction .....	6.1
2. Duty to Register Charges, etc.....	6.2
3. Application for Registration of charge .....	6.4
4. Section 77 to apply in certain matters .....	6.5
5. Date of notice of charge .....	6.5
6. Register of charges to be kept by registrar .....	6.6

7. Company's register of charges .....	6.6
8. Company to report satisfaction of charge .....	6.7
9. Power of registrar to make entries of satisfaction and release in absence of intimation from company .....	6.8
10. Intimation of appointment of receiver or manager .....	6.9
11. Punishment for contravention .....	6.10
12. Rectification by Central Government in register of charges .....	6.10
Summary .....	6.11
Test your knowledge.....	6.13

## **CHAPTER 7: MANAGEMENT & ADMINISTRATION**

Learning Outcomes.....	7.1
Chapter Overview .....	7.1
1. Introduction .....	7.2
2. Registers.....	7.2
3. Annual Return .....	7.11
4. Pre-requisites of a meeting .....	7.16
5. Proxies.....	7.24
6. Voting.....	7.26
7. Circulation of Member's Resolutions.....	7.38
8. Representation of the President & Governors in meeting of Companies to which they are member.....	7.39
9. Representation of Corporations Meeting of Companies and Creditors.....	7.39
10. Resolutions.....	7.40
11. Minutes .....	7.46
12. Inspection of minutes-Books of general meeting .....	7.49
13. Meetings .....	7.50
14. Applicability of this chapter to one person company.....	7.53
Summary .....	7.54
Test Your Knowledge .....	7.55

## **CHAPTER 8: DECLARATION AND PAYMENT OF DIVIDEND**

Learning Outcomes.....	8.1
Chapter Overview.....	8.1
1. Meaning of dividend.....	8.2
2. Types of dividend.....	8.2
3. Declaration of dividend.....	8.3
4. Unpaid dividend account.....	8.8
5. Investor Education and Protection Fund.....	8.10
6. Right of dividend, Rights shares and Bonus shares to be held in abeyance pending registration of transfer of shares.....	8.13
7. Punishment for failure to distribute dividends.....	8.14
Summary.....	8.15
Test Your knowledge.....	8.17

## **CHAPTER 9 : ACCOUNTS OF COMPANIES**

Learning Outcomes.....	9.1
Chapter Overview.....	9.2
1. Introduction.....	9.3
2. Books of Account etc, to be kept by company.....	9.3
3. Financial Statement.....	9.7
4. Re-Opening of accounts on court's or Tribunal orders.....	9.11
5. Voluntary revision of Financial Statements or Board's Report.....	9.13
6. Constitution of National Financial Reporting Authority.....	9.14
7. Central Government to prescribe Accounting Standards.....	9.15
8. Financial Statement, Board's Report etc.....	9.15
9. Corporate Social Responsibility.....	9.22
10. Right to members to copies of Audited Financial Statement.....	9.29
11. Copy of Financial Statement to be filed with Registrar.....	9.33
12. Internal Audit.....	9.37
Summary.....	9.39
Test Your Knowledge.....	9.41

## CHAPTER 10 : AUDIT AND AUDITORS

Learning Outcomes.....	10.1
Chapter Overview .....	10.2
1. Introduction .....	10.2
2. Appointment of Auditors.....	10.3
3. Removal, Resignation of auditor and giving of special notice.....	10.13
4. Eligibility, qualifications and disqualifications of auditors.....	10.17
5. Remuneration of auditors .....	10.22
6. Powers and duties of auditors and Auditing Standards .....	10.22
7. Auditor not to render certain services .....	10.29
8. Auditors to sign audit reports, etc.....	10.32
9. Auditors to attend general meeting.....	10.32
10. Punishment for contravention.....	10.32
11. Central Government to specify audit of items of cost in respect of certain companies.....	10.33
Summary .....	10.36
Test your knowledge.....	10.37