

Final Course (Group - III)

Paper 13

CORPORATE AND ECONOMIC LAWS (CEL)

100 Marks

Module No.	Module Description	Weight
Section A: Corporate Laws		60%
1	The Companies Act, 2013	40%
2	Insolvency and Bankruptcy Code, 2016	10%
3	Corporate Governance and Social Responsibility and Sustainability	10%
Section B: Economic Laws and Regulations		40%
4	SEBI Regulations	10%
5	The Competition Act, 2002	5%
6	Foreign Exchange Management Act, 1999	5%
7	Laws and Regulations related to Banking Sector	5%
8	Laws and Regulations related to Insurance Sector	
9	Specific Legal Provisions related to MSME Sector	5%
10	Laws and Regulations related to Cyber Security and Data Privacy	5%
11	Laws and Regulations related to Anti-Money Laundering	5%

SECTION A: CORPORATE LAWS

1. The Companies Act, 2013

1.1 Company Formation and Conversion

- 1.1.1 Incorporation of Private Companies, Public Companies, Company Limited by guarantee and Unlimited Companies and their conversions/ reversion/ re-registration
- 1.1.2 Formation of Not-for-Profit making Companies
- 1.1.3 Procedure relating to Foreign Companies Carrying on Business in India
- 1.1.4 Conversion of LLPs into Private Limited Companies and vice versa

1.2 Investment and loans

- 1.2.1 Procedure for inter-corporate loans, investments, giving off guarantee and security
- 1.2.2 Acceptance of deposits, renewal, repayment, default and remedies

- 1.2.3 Public Deposits and Debt Instruments
- 1.3 Dividends
 - 1.3.1 Profits and Ascertainment of Divisible Profits
 - 1.3.2 Declaration and Payment of Dividend
 - 1.3.3 Unpaid and Unclaimed dividend – Treatment and Transfer to Investor Education and Protection Fund
- 1.4 Accounts and Audit
 - 1.4.1 Maintenance of Books of Accounts, Safe Preservation of Records and Accounting Policies
 - 1.4.2 Statutory Auditor, Special Auditor and Cost Auditor – Appointment, Resignation, Removal, Qualification, Disqualification, Rights, Duties and Liabilities
 - 1.4.3 Companies Auditor Report Order (CARO) Rules
- 1.5 Board of Directors and Key Managerial Personnel
 - 1.5.1 Directors and Key Managerial Personnel - Appointment, Reappointment, Resignation, Removal
 - 1.5.2 Payment of Remuneration to Directors and Key Managerial Personnel and Disclosure
 - 1.5.3 Powers of Board of Directors and Restrictions on the Powers of Directors
 - 1.5.4 Obtaining DIN
 - 1.5.5 Compensation for loss of office
 - 1.5.6 Waiver of Recovery of Remuneration
 - 1.5.7 Making loans to Directors, Disclosure of interest of a Director, Holding of Office or Place of Profit by a Director/relative
- 1.6 Board Meetings and Procedures
 - 1.6.1 Board Meetings, Minutes and Registers
 - 1.6.2 Corporate Governance and Audit Committee
 - 1.6.3 Duties and Liabilities of Directors
 - 1.6.4 Powers related to – Political Contributions
- 1.7 Inspection, Inquiry and investigation
- 1.8 Compromises, Arrangements and Amalgamations
- 1.9 Prevention of Oppression and Mismanagement
 - 1.9.1 Majority Rule but Minority Protection
 - 1.9.2 Prevention of Oppression and Mismanagement

2. Insolvency and Bankruptcy Code, 2016

- 2.1 Definitions
- 2.2 Corporate Insolvency Resolution Process
- 2.3 Liquidation of a Corporate Person
- 2.4 Personal Insolvency

3. Corporate Governance and Social Responsibility and Sustainability

- 3.1 Corporate Governance Issues and Concepts
- 3.2 Corporate Governance Practices/Codes in India
- 3.3 Corporate Governance in Family Business

- 3.4 Corporate Social Responsibility – Nature of Activities, Evaluation of CSR Projects
- 3.5 Sustainability Management

SECTION B: ECONOMIC LAWS AND REGULATIONS

4. SEBI Laws and Regulations

- 4.1 Raising finance from capital markets –IPO
- 4.2 Insider Trading
- 4.3 Takeover Code

5. The Competition Act, 2002

- 5.1 Competition – Meaning, Objectives, Extent and Applicability of:
 - 5.1.1 Anti-Competitive Agreement
 - 5.1.2 Abuse of Dominant Position
 - 5.1.3 Combinations and its Regulations
- 5.2 Competition Commission of India.

6. Foreign Exchange Management Act, 1999

- 6.1 Salient Features of FEMA
- 6.2 Foreign Direct Investment in India (FDI) – Master Directions on FDI
- 6.3 External Commercial Borrowings, trade credit and structured obligations – Master Directions.
- 6.4 Liberalized Remittance Scheme (LRS) – Master Directions

7. Laws and Regulations related to Banking Sector

- 7.1 The Banking Regulation Act, 1949
- 7.2 Role of Reserve Bank of India
- 7.3 The Securitization and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002

8. Laws and Regulations related to Insurance Sector

- 8.1 The Insurance Act, 1938
- 8.2 The Insurance Regulatory and Development Authority Act, 1999

9. Specific Legal Provisions related to MSME Sector

- 9.1 Definition of MSME
- 9.2 Rights available to MSME, Measures for promotion of MSME under MSMED Act, 2006

10. Laws and Regulations related to Cyber Security and Data Privacy

- 10.1 Information Technology Act, 2000 and Rules framed there under, Sensitive Personal Data rules
- 10.2 Basic Principles of Data Privacy, Data Privacy and Business Intelligence
- 10.3 Cyber Crime / Cyber Frauds – Meaning, Remedies and Penalties

11. Laws and Regulations related to Anti-Money Laundering

- 11.1 The Prevention of Money Laundering Act, 2002
- 11.2 The Prevention of Money Laundering (Maintenance of Records) Rules, 2005