



# ANALYSIS SHEET

*Company Law & Practice*

## CHAPTER 01 : INTRODUCTION TO COMPANY LAW

**(EXPECTED WEIGHTAGE 4 TO 5 MARKS)**

### **MY ANALYSIS:**

- a. Effects of Ultra Vires transactions
- b. Doctrine of Constructive Notice
- c. Doctrine of Indoor Management
- d. Corporate Veil



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## CHAPTER 2 : LEGAL STATUS & TYPES OF COMPANIES

(EXPECTED WEIGHTAGE 4 MARKS)

### MY ANALYSIS:

- a. Separate legal entity - case law
- b. Foreign Company
- c. Subsidiary Company



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## CHAPTER 3 : MOA & AOA

**(EXPECTED WEIGHTAGE 4 TO 6 MARKS)**

### **MY ANALYSIS:**

- a. Name clause
- b. Alteration of Capital Clause
- c. Shifting of registered office from one city to another
- d. Shifting of registered office from one state to another
- e. Entrenchment provision in AOA
- f. Promoters liability



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## CHAPTER 4 : SHARE CAPITAL

**(EXPECTED WEIGHTAGE 12 TO 15 MARKS)**

### **MY ANALYSIS:**

- a. DVRs
- b. Sweat Equity
- c. Bonus Issue
- d. ESOP
- e. Buy Back
- f. Refusal on Transfer of shares
- g. Transmission in case of joint holdings
- h. Forged Transfer
- i. Split of shares
- j. Duplicate share certificate
- k. Holding shares in Demat form



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## CHAPTER 5 : MEMBERSHIP

**(EXPECTED WEIGHTAGE 6 TO 8 MARKS)**

### **MY ANALYSIS:**

- a. GDRs
- b. Expulsion of a member
- c. Register of Members
- d. Foreign Register
- e. Declaration by persons holding beneficial interest
- f. Significant Beneficial Owner
- g. Illustrations given at the end of chapter



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## CHAPTER 6 : DEBT CAPITAL

**(EXPECTED WEIGHTAGE 7 TO 8 MARKS)**

### **MY ANALYSIS:**

- a. Conditions for issue of debentures
- b. Debenture Trustee
- c. Creation of DRR limits
- d. Limit on deposits
- e. Conditions for raising deposits
- f. Default in repayment of deposits
- g. Deposits by IFSC Public Company
- h. Term of deposits



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## CHAPTER 7 : CHARGES

**(EXPECTED WEIGHTAGE 4 MARKS)**

**MY ANALYSIS:**

- a. Fixed & Floating Charge
- b. Charge & Pledge
- c. Time for registration of a charge
- d. Delay in registration of charges
- e. Invalidity of a charge
- f. Crystallisation of Floating Charge
- g. Register of charge maintained in ROC Office
- h. Practical on penalty calculation in case of non registration of charge



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## CHAPTER 8 : DISTRIBUTION OF PROFITS

(EXPECTED WEIGHTAGE 6 TO 8 MARKS)

### MY ANALYSIS:

- a. Dividend in case of inadequate profits
- b. Interim dividend
- c. Payment of dividend
- d. Claiming shares from IEPF
- e. Dividend Distribution Policy
- f. Persons entitled to dividend
- g. Mode of payment of dividend
- h. Deemed Dividend
- i. Practical questions and illustrations at the end



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## CHAPTER 9 : ACCOUNTS & AUDIT

(EXPECTED WEIGHTAGE 8 TO 10 MARKS)

### MY ANALYSIS:

- a. Responsibility to maintain books
- b. Reopening of books of accounts
- c. Voluntary revision of financial statements
- d. Preparation and approval of financial statements
- e. Consolidated financial statements
- f. Signing of financial statements
- g. Appointment of auditor
- h. Disqualifications of auditor
- i. Resignation by an auditor
- j. Removal of auditor
- k. Reporting of Fraud by Auditor
- l. Secretarial Audit
- m. Internal Audit



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## **CHAPTER 10 COMPROMISE, ARRANGEMENTS & AMALGAMATION**

**(EXPECTED WEIGHTAGE 5 MARKS)**

### **MY ANALYSIS:**

- a. Appointed & effective date
- b. Content of scheme
- c. Approval in GM of the scheme
- d. Section 233
- e. Section 235
- f. Foss vs Harbottle
- g. Persons entitled to apply
- h. Class action suits



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## CHAPTER 11 : DORMANT COMPANY

**(EXPECTED WEIGHTAGE 4 MARKS)**

**MY ANALYSIS:**

- a. Dormant & Inactive company - difference
- b. Status of dormancy
- c. Compliances of a dormant company
- d. When ROC changes the status from active to dormant company



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## CHAPTER 12 : INSPECTION & INVESTIGATION

(EXPECTED WEIGHTAGE 6 MARKS)

### MY ANALYSIS:

- a. Conduct of inspection & inquiry
- b. Search & seizure
- c. Investigation on application made by members
- d. Investigation of ownership
- e. Employees during investigation
- f. Role of CS during investigation
- g. Powers of SFIO
- h. E-adjudication



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## CHAPTER 13 : GENERAL MEETINGS

(EXPECTED WEIGHTAGE 10 TO 12 MARKS)

### MY ANALYSIS:

- a. AGM full
- b. EGM full
- c. Notice of GM
- d. Quorum
- e. Proxy
- f. Special notice
- g. Poll
- h. Postal Ballot
- i. E voting
- j. Minutes of GM
- k. Illustrations at the end of chapter



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## CHAPTER 14 : DIRECTORS

(EXPECTED WEIGHTAGE 12 TO 14 MARKS)

### MY ANALYSIS:

- a. Types of Directors
- b. Board composition in a listed entity
- c. Definition of ID
- d. Independent Director - Term/Liability
- e. Disqualifications of a Director
- f. Vacation of office of a Director
- g. Removal & Resignation
- h. Loans to a Director
- i. DIN
- j. Illustrations at the end of chapter



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## **CHAPTER 15 : BOARD COMPOSITION & ITS POWERS**

**(EXPECTED WEIGHTAGE 6 TO 8 MARKS)**

### **MY ANALYSIS:**

- a. Committees - ALL
- b. Political Contribution
- c. Limit on loans & investments
- d. Related party transaction
- e. Illustrations in the entire chapter



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## **CHAPTER 16 : MEETINGS OF BOARD & COMMITTEE**

**(EXPECTED WEIGHTAGE 6 TO 8 MARKS)**

### **MY ANALYSIS:**

- a. Calling of a BM
- b. Notice of BM
- c. Quorum of BM
- d. Board Meeting through VC
- e. Preparation for notice of BM and Committee Meetings
- f. Minutes of BM
- g. Illustrations in the entire chapter - atleast one question sure shot



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## CHAPTER 17 : CSR

**(EXPECTED WEIGHTAGE 6 TO 8 MARKS)**

### **MY ANALYSIS:**

- a. Applicability
- b. Section 135 complete
- c. CSR Committee
- d. CSR implementation
- e. Calculation of net profits in case of CSR
- f. Case Law possibility on Schedule VII
- g. Administrative expenditure
- h. Impact Assessment
- i. Set off of CSR
- j. Ongoing Projects
- k. Illustrations at the end of the chapter



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## CHAPTER 18 : ANNUAL REPORT

**(EXPECTED WEIGHTAGE 4 MARKS)**

**MY ANALYSIS:**

- a. Disclosure of remuneration in boards report
- b. Employees disclosures
- c. Sexual harassment policy
- d. Annual return
- e. Disclosure under directors report



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## CHAPTER 19 : KMP

**(EXPECTED WEIGHTAGE 6 TO 8 MARKS)**

### **MY ANALYSIS:**

- a. Disqualifications of MD/WTD/Manager
- b. Appointment of MD, WTD & Manager
- c. Appointment of KMP
- d. Managerial Remuneration
- e. Schedule V
- f. Compensation for loss of office
- g. Role of a CS
- h. Compounding of an offence
- i. Duties of KMP/CEO
- j. Officer in default



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## CHAPTER 20 : DRAFTING OF RESOLUTIONS

(EXPECTED WEIGHTAGE 12 TO 18 MARKS)

### MY ANALYSIS:

- a. Two resolution drafts atleast
- b. Notice of BM
- c. Notice of AGM



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## TOPICS FROM WHICH PRACTICAL QUESTIONS CAN BE ASKED

### MY ANALYSIS:

- a. DVRs
- b. Sweat Equity
- c. ESOP
- d. Rights issue
- e. Bonus issue
- f. Buy back
- g. Limit on debt
- h. Deposits limit
- i. Charges
- j. Dividend - past year profits
- k. Loans & Investments by companies
- l. Related party transactions
- m. Material RPTs
- n. Charitable Contribution
- o. Political Contribution
- p. Loans to director
- q. CSR - applicability and amount of CSR @ 2%
- r. Impact Assessment & Admin expenses for CSR
- s. Managerial Remuneration
- t. Effective capital under MR



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## CHAPTERS WHICH MAY SURPRISE THIS ATTEMPT WITH MORE QUESTIONS

### MY ANALYSIS:

- a. Share Capital
- b. Membership
- c. Dividend
- d. Accounts & Audit
- e. General Meetings
- f. Directors
- g. KMP
- h. CSR