

**B.COM**  
**SEMESTER -IV**  
**Companies Act and IPR Laws (SEC 2)**

Total Credits	: 04	Theory : 3 Credits	Practical: 1 Credit
Theory Lectures	: 3	per week of 1 hr each	(Total Lectures: 45)
Practical Lectures	: 1	Practical lecture of 1 hour each per week per batch	(Batch of 20-30 students) (Total Practical sessions: 15)
Max. Marks	: 75	Theory + 25	Practical = 100

**Objective: To impart knowledge of important provisions of the Companies Act 2013, The Patents Act, 1970, Indian Copyright Act, 1957, The Trademarks Act, 1999 and The Designs Act, 2000 and equip students with skills of drafting agreements, notices and resolutions with application of provisions in above legislations.**

**UNIT I: Introduction to Regulatory Framework of Companies (30Marks, 18 lectures)**

Characteristics of a company; lifting of corporate veil; types of companies including one person company, small company, and dormant company; association not for profit; illegal association; formation of company, on-line filing of documents, promoters, their legal position, pre-incorporation contract; on-line registration of a company.

Memorandum of association, Articles of association, Doctrine of constructive notice and indoor management, prospector-shelf and red herring prospectus, misstatement in prospectus, GDR; book-building; issue, allotment and forfeiture of share, transmission of shares, buyback and provisions regarding buyback; issue of bonus shares.

Administration of Company Law [including National Company Law Tribunal (NCLT), National Company Law Appellate Tribunal (NCLAT), Special Courts]

**UNIT II: Management of Companies (15 Marks, 08 Lectures)**

Classification of directors, women directors, independent director, small shareholders' director; disqualifications, director identity number (DIN); appointment; Legal positions, powers and duties; removal of directors.

Key managerial personnel; Meetings: Meetings of shareholders and board of directors; Types of meetings, Convening and conduct of meetings, Requisites of a valid meeting, postal ballot, meeting through video conferencing, e-voting.

Committees of Board of Directors - Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee

**UNIT III: Books of Accounts, Winding-up and Insider Trading (15 Marks, 08 lectures)**

Provisions relating to Books of Accounts, Auditors' Appointment, Auditor's Report.

Winding Up: Concept and modes of Winding Up.

Insider Trading and Whistle Blowing: Meaning and legal provisions of insider trading;

Whistleblowing: Concept and Mechanism.

#### **Unit IV :Intellectual Property Rights**

**(15 Marks, 11 Lectures)**

Meaning of Intellectual Property, Meaning and Registration of Patent , Patentable Invention, Compulsory Licensing, Remedies in case of Violation of Patent.

Meaning of Design, Registration Procedure of Design, Piracy of Registered Design , Remedies for Violation of Design.

Copyright - Meaning, Registration of Copyright, Infringement of Copyright, Broadcasting Right, Performer's Right.

Trademark - Meaning, Procedure for Registration of Trademark, Deceptively Similar Mark, Remedies in Case of Violation of Trademarks and Copyright

#### **References:**

- 1.MCKuchhal, Modern Indian Company Law, ShriMahavir Book Depot (Publishers), Delhi.
2. GK Kapoor and Sanjay Dhamija, Company Law, Taxmann's University Edition
3. Anil Kumar, Corporate Laws, Taxmann's
- 4..Avtar Singh, Introduction to Company Law, Eastern Book Company
5. Ramaiya, A Guide to Companies Act, LexisNexis, Wadhwa and Buttersworth.
7. Manual of Companies Act, Corporate Laws and SEBI Guideline, Bharat Law House, NewDelhi,.
8. A Compendium of Companies Act 2013, along with Rules, by TaxmannPublications.
9. Gower and Davies, Principles of Modern Company Law, Sweet and Maxwell
10. Sharma, J.P., An Easy Approach to Corporate Laws, Ane Books Pvt. Ltd., New Delhi
11. Dr. BL Wadhera , Intellectual Property Law, Delhi, Universal Publishing Co. Pvt. Ltd
- 12.P. Narayanan , Intellectual Property Law, Kolkata, New Delhi, Eastern Law House
13. KashiNath Jena, Intellectual Property Rights, Globalisation and Global Relations, Abhijeet Publications, Delhi.
14. A V NarsimhaRao , Law of Patents Concepts and Cases , ICFAI University Press.
- 15 CS . K V Shanbhogue ,Company Resolutions , Notices, Meetings and Minutes, Bharat Law House, New Delhi.
- 16.Government of India Websites for Registration of Companies, Patents, Copyright, Trademarks , and Designs
17. .R. Datta M. N. Das, De Souza's Conveyancing, Eastern Law House

#### **Websites:**

- 1.[www.mca.gov.in](http://www.mca.gov.in)
- 2.[www.ipindia.nic.in/](http://www.ipindia.nic.in/)
- 3.<http://copyright.gov.in/>

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**Practical Component (25 marks, 15 hours)**

The Practical component shall be for 25 marks with 15 Marks for drafting skill practical paper, 05 marks for journal and 05 marks for viva-voce. One practical session of 1 hour shall be conducted per batch per week.

Practical sessions shall include the following topics:

1. Drafting of Memorandum of Association.
2. Drafting of Articles of Association.
3. Demonstration of forms to be uploaded on MCA website with digital signature.
4. Drafting of prospectus.
5. Drafting of resolution of allotment of securities.
6. Drafting of resolution of issue of sweat equity shares under Employee Stock Option scheme.
7. Drafting minutes of meeting of Board of Directors.
8. Notice for calling AGM and Extra ordinary General Meeting and drafting of minutes of AGM and EGM.
9. Drafting of resolution on buy back of shares.
10. Drafting of Auditor's Report.
11. Demonstration of application forms to be uploaded on government website regarding Patent , Copyright , Trademarks and Design.
12. Drafting of Patent License Agreement.
13. Drafting of Copyright application and its specification.
14. Drafting of notices in case of infringement of Copyright and Patent.
15. Drafting of notices in case of infringement of Trade mark and Design.

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**Model Practical Paper (15 marks)**  
**Duration : 45 minutes**

**Answer any three of the following (5 marks each)**

Q1. Draft briefly Memorandum of Association for a new company.

Q2. Draft the minutes of a meeting of Board of Directors.

Q3. Draft a resolution on buy back of shares.

Q4. Draft a notice to Sahara Entertainment Limited for infringement of copyright in a movie.

### **Guidelines for conduct of Practical**

1. One batch of practical should be of minimum 20 students. However, in justifiable circumstances upto 30 students can be accommodated in the batch of students.
2. Students should maintain a journal for practical sessions. Journal should have an Index with Date, Particulars and Remarks columns.
3. After completing each practical assignment, the student should get the same initialed by the concerned teacher.
4. Completed journal should be submitted by the students for assessment to the concerned teacher concerned in each semester.
5. Duration for conduct of examination of practical paper is 45 minutes.

### **Guidelines for Conduct of examination**

#### **Intra-Semester Assessment (ISA)**

Two compulsory ISAs with one being objective written test of 10 marks and the other an assignment of 5 marks.

#### **Semester End Examination (SEE)**

##### **(a) Theory Paper**

Theory paper of 60 marks in each semester for the duration of one and half hours.

##### **(b) Practical Examination**

Written test for drafting skills for the duration of 45 minutes – 15 Marks.

Maintenance of Journal – 5 Marks.

Viva-voce on practical sessions conducted – 5 Marks.

Viva-voce to be conducted after the assessment of the journal every semester. Five questions may be asked to each student carrying one mark each.

- (c) The candidate has to compulsorily appear in both theory and practical examinations.