

CONTENTS

Preface	v
About the Author	vi
Contents at a Glance	ix

COMPANY LAW

Accounts	3
□ Accounting Standards	3
□ Auditing Standards	4
□ Books of Account	4
□ Financial Statement	5
Allotment of Securities	6
Annual Return	8
□ Annual Return	8
□ Return where Promoters Stake Changes	9
Articles of Association	10
□ Articles	10
□ Alteration of Articles	10
□ Entrenchment Provisions in the Articles	11
Associate Company	13
Audits	15
□ Branch Audit	15
□ Cost Audit	15
□ Internal Audit	17
□ Secretarial Audit	18
□ Special Audit	18
Auditors	19
□ First Auditor	19
□ Appointment of Auditors	19
□ Appointment of Auditors in case of Listed Companies	21
□ Rotation of Auditor	22
□ Re-appointment of Retiring Auditor	23
□ Appointment of Auditor other than Retiring Auditor	23
□ Casual Vacancy of an Auditor	24

CONTENTS

□ Auditor's Qualifications and Disqualifications	24
□ Remuneration of Auditors	26
□ Resignation of Auditor	26
□ Removal of Auditor	27
□ Auditor to Report Fraud	27
□ Fraudulent Act by Auditor	29
Audit Committee	30
Auditor's Report	32
Beneficial Interest	34
Board Meeting	35
□ Board Meeting	35
□ Quorum for Board Meeting	36
□ Minutes of Board Meeting	37
Board's Report	38
Body Corporate	41
Borrowing Powers	42
Buy-Back of Securities	43
Charge	45
□ Creation or Modification of Charge	45
□ Satisfaction of Charge	47
□ Register of Charges	48
□ Condonation of Delay and Rectification of Register of Charges	48
Class Action	50
Commencement of Business	52
Company Law Board	53
Company Secretary	54
□ Company Secretary	54
□ Company Secretary in Practice	55
Compounding of Offence	57
Compromise or Arrangement	59
Condonation of Delay	61

CONTENTS

Contributions	62
□ Charitable Contribution	62
□ Political Contribution	62
□ National Defence Contribution	63
Corporate Social Responsibility (CSR)	64
Debentures	75
Deposits	77
□ Deposits	77
□ Damages for Fraud	82
□ Punishment for Contravention of Section 73 or 76	83
Differential Voting Rights (DVR)	84
Directors [Part I – Different Kinds]	86
□ Additional Director	86
□ Alternate Director	87
□ Director appointed in Casual Vacancy	87
□ Director Elected by Small Shareholders	88
□ Independent Director	89
□ Women Director	89
□ Resident Director	90
□ Nominee Director	90
Director [Part II – Appointment, Duties and Removal]	92
□ Appointment of Director	92
□ Retirement by Rotation	92
□ Right of Persons other than Retiring Directors to Stand for Directorship	93
□ Duties of Director	95
□ Disqualification of Director	96
□ Disclosure of Interest by Directors	97
□ Vacation of Office of Director	98
□ Resignation of Director	99
□ Removal of Director	99
Directors’ Responsibility Statement	101
Dividend	102
□ Declaration of Dividend	102
□ Interim Dividend	103

CONTENTS

□ Unpaid Dividend Account	104
□ Investor Education and Protection Fund	105
□ Right to Dividend, Rights Shares and Bonus Shares to be held in abeyance pending Registration of Transfer of Shares	106
□ Punishment for Failure to Distribute Dividend	107
Dormant Company	108
□ Dormant Company	108
□ Seeking status of an Active Company	109
Financial Statement	111
□ Financial Statement	111
□ Right of Member to Copies of Audited Financial Statement	112
□ Filing of Financial Statement with Registrar	113
Financial Year	116
Foreign Company	117
□ Foreign Company	117
□ Registration of Foreign Company	117
□ Accounts of Foreign Company	118
□ Annual Return of Foreign Company	120
Forfeiture of Shares	121
Fraud	122
Government Company	123
□ Government Company	123
□ Annual Report on Government Companies	123
Holding Company	124
Incorporation of Company	125
□ Incorporation of a Public Company	125
□ Incorporation of a Private Company	128
□ Incorporation of a One Person Company	129
□ Consequences for incorporating the company by furnishing false information	129
Independent Directors	130
Insider Trading	134

Insolvency and Bankruptcy Code	135
Inspection	139
Investigation	141
□ Investigation of Company’s Affairs	141
□ Investigation of Ownership of Company	143
□ Protection of Employees during Investigation	143
□ Investigation into Affairs of Related Companies	144
□ Penalty for Furnishing False Statement, Mutilation, Destruction of Documents	144
Issue of Shares	145
□ Issue of Shares at Premium	145
□ Issue of Shares at Discount	145
□ Issue of Sweat Equity Shares	145
□ Issue and Redemption of Preference Shares	146
□ Rights Issue	148
□ Employee Stock Option	149
□ Preferential issue	149
□ Bonus Issue	151
Key Managerial Personnel	153
□ Key Managerial Personnel	153
□ Manager	154
□ Managing Director	155
□ Company Secretary	155
Lifting of Corporate Veil	156
Loan and Investment	158
□ Loan to Directors	158
□ Loan & Investment	159
□ Investments of Company to be held in its own name	162
Managerial Personnel	163
□ Appointment of Managerial Personnel	163
□ Managerial Remuneration	165
□ Appointment and Remuneration for Managerial Personnel with Central Government’s Approval	167

CONTENTS

Mediation & Conciliation	169
Meetings [Part I – Different Kinds]	171
□ Annual General Meeting	171
□ Power of Tribunal to Call Meeting of Members	173
□ Extraordinary General Meeting	174
Meetings [Part II – Requisites & Proceedings]	175
□ Notice of Meeting	175
□ Statement to be Annexed to Notice	175
□ Quorum for Meetings	177
□ Chairman of Meetings	178
□ Proxies	179
□ Circulation of Members' Resolution	180
□ Voting Rights	181
□ Special Notice	181
□ Minutes of Proceedings of General Meeting/Board Meeting	182
Memorandum of Association	185
□ Memorandum of Association	185
□ Alteration of Memorandum	187
Merger and Amalgamation	188
□ Merger and Amalgamation	188
□ Merger Between two Small Companies or Between Holding Company and its Wholly Owned Subsidiary	191
□ Merger with Foreign Company	192
Name Clause	193
□ Name of the Company	193
□ Reservation of Name	193
□ Change in Name of Company	194
□ Rectification of Name	195
□ Removal of Name	196
□ Restoration of Name	196
National Company Law Tribunal	197
□ National Company Law Tribunal	197
□ National Company Law Appellate Tribunal	202
National Financial Reporting Authority (NFRA)	204

CONTENTS

Nidhi Company	205
Nomination	210
Nomination and Remuneration Committee / Stakeholders Relationship Committee	211
Object Clause	213
□ Object Clause	213
□ Change in the Object Clause	213
Officer in Default	215
One Person Company	217
□ One Person Company	217
□ Conversion of OPC into a Public or a Private Company	219
□ Conversion of Private Company into OPC	220
□ Nomination by the Subscriber or Member of OPC	220
Oppression and Mismanagement	222
Penalties	225
□ Adjudication of Penalties	225
Powers of Board	226
□ Powers of Board	226
□ Restrictions on Powers of Board	227
Private and Public Company	228
□ Private Company	228
□ Public Company	232
□ Conversion of a Private Company to a Public company	233
□ Conversion of Public company to Private company	233
Private Placement	234
Prohibition of Association	237
Prohibition of Association or Partnership of Person	237
Prospectus	238
□ Abridged Prospectus	238
□ Deemed Prospectus [offer for sale]	238
□ Prospectus	239

CONTENTS

□ Red Herring Prospectus	239
□ Shelf Prospectus	240
□ Variation in Terms of Contract or Objects in Prospectus	241
Public Financial Institution	242
Register of Members	244
□ Register of Members	244
□ Closure of Register of Members	245
□ Place of Keeping and Inspection of Registers, Returns	246
Registered Office	247
□ Registered Office and its Verification	247
□ Change in the Registered Office	247
Related Party Transactions	250
□ Related Party	250
□ Related Party Transactions	251
Removal of Name	258
□ Defunct Company	258
□ Restoration of Name	259
Resolutions	261
□ Ordinary or Special Resolution	261
□ Resolutions Passed at Adjourned Meetings	261
□ Resolutions and Agreements to be Filed	262
□ Passing of Resolution by Circulation	262
Return [where promoters' stake changes]	264
Search and Seizure	265
Secretarial Audit and Auditor	266
□ Secretarial Audit	266
□ Secretarial Auditor	272
Section 8 Company	273
Serious Fraud Investigation Office (SFIO)	277
Share Capital	279
□ Kinds of Share Capital	279
□ Alteration of Share Capital	279

CONTENTS

□ Reduction of Share Capital	280
Share Certificate	282
□ Share Certificate	282
□ Duplicate Share Certificate	282
Sick Companies	284
□ Determination of Sickness	284
□ Revival and Rehabilitation of Sick Company	285
Small Company	286
Special Courts	287
Subsidiary Company	290
Takeovers	292
Transfer / Transmission of Securities	293
□ Transfer/Transmission of Securities	293
□ Refusal of Registration and Appeal against Refusal	294
Valuation by Registered Valuer	296
Voting Rights [Different Kinds]	298
□ Voting Rights	298
□ Voting by Show of Hands	298
□ Voting through Electronic Means	299
□ Demand for Poll	300
□ Postal Ballot	300
Vigil Mechanism [Whistle Blowing]	303
Wrongful Withholding of Property	305

LLP LAW

At a Glance [LLP Law]	309
Accounts	313
□ Books of Account	313
□ Accounting Standards	313
Annual Return	314

CONTENTS

Audit	315
Auditors	316
Compounding of Offence	318
Conversion of LLP [Different Forms]	319
□ Conversion of Existing Partnership to LLP	319
□ Conversion of Chartered Accountants (CA) firm to LLP	319
□ Conversion of LLP into Company	320
□ Conversion of Private Company/Unlisted Public Company into LLP	322
Foreign Direct Investment (FDI)	323
Foreign Limited Liability Partnership (FLLP)	324
Incorporation of LLP	325
LLP Agreement	327
Name of LLP	328
Partner / Designated Partner	330
Registered Office	334
Winding Up	336

SEBI LAW

Alternative Investment Fund (AIF)	341
Buy-Back of Securities	344
Collective Investment Scheme (CIS)	348
Debenture Trustee	350
Delisting of Securities	353
□ Delisting of Securities	353
□ Compulsory Delisting by Stock Exchange	354
□ Voluntary Delisting by Company	355
Exit Opportunity to Dissenting Shareholders	364

Insider Trading	366
Investment Vehicles (REITs and InvIts)	371
□ Real Estate Investment Trusts (REITs)	371
□ Infrastructure Investment Trusts (InvIts)	372
□ Alternative Investment Fund	373
Issue of Securities	374
□ Public and Rights Issue	374
□ Rights Issue	378
□ Public Issue or Rights Issue of Convertible Debt Instruments	379
□ Fast Track Issue	380
□ Bonus Issue	382
□ Preferential Issue	383
□ Qualified Institutions Placements (QIPs)	386
□ Offer for Sale	389
Listing Obligations	391
□ Annual Report	392
□ Arrangement & Scheme of Arrangement	394
□ Audit Committee	395
□ Board of Directors (Composition)	396
□ Bonus Issue	398
□ Buy-Back of Securities	399
□ Company Secretary	399
□ Compliance Certificate	400
□ Corporate Governance Compliance Report	401
□ Delisting – Voluntary	401
□ Disclosure of Material Events	402
□ Dividend	403
□ Dividend Distribution Policy	404
□ Financial Results	405
□ Grievance Redressal Mechanism	408
□ Indian Depository Receipts (IDR)	409
□ Independent Director	410
□ Minimum Public Shareholding	411
□ Name Change	412
□ Nomination and Remuneration Committee	412
□ Non-convertible Debt Securities or Non-Convertible Redeemable	

CONTENTS

Preference Shares or Both	413
□ Proceedings of Meeting	415
□ (a) Public Issue & Other Issue for Fund Raising	415
□ (b) Public Issue – Listing	416
□ Related Party Transactions	417
□ Securitised Debt Instruments	418
□ Share Transfer Agent	419
□ Shareholding Pattern	420
□ Stakeholders Relationship Committee	420
□ Subsidiary of Listed Entity	421
□ Transfer/Transmission/Transposition of Securities	422
□ Vigil Mechanism	423
□ Website Containing the Basic Information about the Listed Entity	423
Mutual Funds (Investments)	425
Off Shore Derivative Instruments	431
Scores [SEBI Complaints Redress System]	433
Share Based Employee Benefits	435
Sweat Equity Shares	438
Takeover Regulations	441
□ Mandatory Offer	442
□ Exemptions from Open Offer	444
□ Disclosures under Regulations	444
□ Offer Size	445
□ Types of Offer	446
□ Withdrawal of Open Offer	447
□ Process for Open Offer	448
Transmission of Securities	451
COMPETITION LAW	
At a Glance [Competition Law]	455
Anti-Competitive Agreements / Abuse of Dominant Position	457
□ Anti-Competitive Agreement	457

CONTENTS

❑ Abuse of Dominant Position	457
❑ Inquiry into Anti-Competitive Agreements/Abuse of Dominance	462
Combination (Merger / Amalgamation)	466
❑ Combination	466
❑ Combination Notice	469
❑ Exempt Combination	471
❑ Inquiry into Combination	473
❑ Non-Compete Clause and Combination	473
Penalty	475
❑ Penalty for Contravention of Orders of Competition Commission	475
❑ Penalty for Non-cooperation with the Directions of Commission and Director General	476

FEMA LAW

Acquisition and Transfer of Immovable Property Outside India	481
Compounding	483
External Commercial Borrowings [ECB]	492
Foreign Direct Investment [Part I – General]	511
❑ General Conditions on FDI	511
❑ Entry Routes for Investment	514
❑ Foreign Investment Promotion Board (FIPB)	515
❑ Types of Instruments	517
❑ Issue/Transfer of Shares	519
❑ Issue of Shares [Rights, Bonus, ESOP, Sweat Equity]	524
❑ Total Foreign Investment	527
❑ Remittance, Reporting and Violation	529
Foreign Direct Investment [Part II – Sector-wise]	535
❑ Agriculture	537
❑ Plantation Sector	538
❑ Mining and Petroleum & Natural Gas	538
❑ Petroleum & Natural Gas	540
❑ Manufacturing	540
❑ Defence	540

CONTENTS

□ Services Sector	541
□ Print Media	542
□ Civil Aviation	543
□ Construction Development: Townships, Housing, Built-up Infrastructure	546
□ Industrial Parks	548
□ Satellites – Establishment and Operation	548
□ Private Security Agencies	548
□ Telecom Services	549
□ Trading	550
□ Railway Infrastructure	556
□ Asset Reconstruction Companies	557
□ Banking – Private Sector	558
□ Banking- Public Sector	558
□ Credit Information Companies (CIC)	559
□ Infrastructure Company in the Securities Market	559
□ Insurance	560
□ Pension Sector	562
□ Power Exchanges	562
□ White Label ATM Operations	563
□ Non-Banking Finance Companies (NBFC)	563
□ Pharmaceuticals	564
Liaison Office / Branch Office / Project Office	567
Overseas Direct Investment [ODI]	582