

## **EXECUTIVE PROGRAMME**

# **COMPANY LAW & PRACTICE**

In view of increasing emphasis on adherence to norms of good corporate governance, Company Law assumes greater importance in the corporate legislative milieu, as it deals with structure, management, administration and conduct of affairs of Companies. The Companies Act, 2013 was enacted with a purpose to consolidate and amend the law relating to companies and making Indian law at par with the best International Standards. It was one of the most significant legal reforms in India in the recent past. The law is focused at easing the process of doing business in India and improving corporate governance by making companies more accountable. The Companies Act aimed to improve the Corporate Governance and better transparency in the corporate sector which is important to infuse confidence amongst the investors in Indian market and abroad and to strengthen the regulations for the companies, keeping in view the changing economic environment as well as the growth of the economy.

Paper on Company Law & Practice is divided into two parts:- Part I deals with Company Law-Principles & Concepts, Part II deals with Company Administration and Meetings.

Part I emphasis on the provisions of Company Law that provide an outline of the way in which a company must do business and be managed so as to ensure that there are no defaults that may disrupt the smooth functioning of a business enterprise, and to uphold transparency and accountability. This part also covers the principles and legal fundamentals with respect to the raising of capital through various sources, allotment of securities, maintaining of records, disclosure and transparency, members and their shareholding, concerns of stakeholders. This also guides on the secretarial and strategic work involved in above stated matters.

Part II relates to the key practical issues for companies to consider when convening and holding a board or general meetings either virtually or physically or in hybrid mode, including an Annual General Meeting of the company. The fundamental role that a board of directors play in supporting, guiding the management team in generating long term added value for the shareholders and society at large and to account to the shareholders for companies long term performance. Right decision making is important for company's growth, board meetings leads to greater strategic decision making whereas the shareholder meetings leads to greater transparency and accountability. Company Secretary plays a vital role in preparation, Convening and conducting of the meetings. A key expectation of members of self-governing professions is that they accept legal and ethical responsibility for their work and hold the interest of the public and society as paramount. One of the essential traits of a profession is to be subject to strict codes of conduct enshrining rigorous ethical and moral obligations.

This study material is published to aid the students in preparing the paper on Company Law & Practice for Executive Programme. It is part of the educational kit and takes the students step by step through each phase of preparation emphasizing key concepts, principles, pointers and procedures. Company Secretaryship being a professional course, the examination standards are set very high, with focus on knowledge of concepts, their application, procedures and case laws, for which sole reliance on the contents of this study material may not be enough. This study material may, therefore, be regarded as the basic material and must be read along with the Bare Acts, Rules, Regulations, Case Laws.

The legislative changes made upto November, 2024 have been incorporated in the study material. The students are advised to refer to the updations at the Regulator's website, Supplement relevant for the subject issued by ICSI and ICSI Journal Chartered Secretary and other publications. Specifically, students are advised to read **"Student Company Secretary" e-Journal** which covers regulatory and other relevant developments relating to the subject. In the event of any doubt, students may contact the Directorate of Academics at [academics@icsi.edu](mailto:academics@icsi.edu).

***The amendments to law made upto 31st May of the Calendar Year for December Examinations and upto 30th November of the previous Calendar Year for June Examinations shall be applicable.***

Although due care has been taken in publishing this study material, the possibility of errors, omissions and/or discrepancies cannot be ruled out. This publication is released with an understanding that the Institute shall not be responsible for any errors, omissions and/or discrepancies or any action taken in that behalf.

**Important Note:**

The new criminal laws i.e. Bharatiya Nyaya Sanhita 2023, Bharatiya Nagarik Suraksha Sanhita 2023 and Bharatiya Sakshya Adhiniyam 2023 have repealed Indian Penal Code 1860, Criminal Procedure Code 1973 and Indian Evidence Act 1872 (old criminal laws) respectively.

Therefore, by virtue of Section 8 of General Clauses Act 1897, the references to the old criminal laws, unless a different intention appears, be construed as references to the provision of new criminal laws.