

EXECUTIVE PROGRAMME

COMPANY LAW

In view of increasing emphasis on adherence to norms of good corporate governance, Company Law assumes an added importance in the corporate legislative milieu, as it deals with structure, management, administration and conduct of affairs of Companies. Paper on Company Law is divided into three parts:- Part I deals with Company Law, Principles & Concepts, Part II deals with Company Administration and Meetings – Law and Practices and Part III deals with Company Secretary as a Profession.

Part I emphasises on 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 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, convene and conduct 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. In a self regulated regime, Company Secretary subjected to a strict code of conduct is looked upon by the regulators, as ethical and trustworthy professional whose professional judgment and competence has made a mark in the corporate sector. It is a moral duty of all of us as Company Secretaries to strictly abide by the Code of Conduct laid down by the Council of the Institute.

Part III relates to conduct of company secretaries, discusses brief about Secretarial Standards Board and future of professional practice i.e. mega firms.

This study material is published to aid the students in preparing the paper on Company Law 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 Law.

The legislative changes made upto **July, 2021** have been incorporated in the study material. The students to be conversant with the amendments to the laws made upto six months preceding the date of examination. It may happen that some developments might have taken place during the printing of the study material and its supply to the students. The students are therefore 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 for updation of study material. In the event of any doubt, students may contact the Directorate of Academics at academics@icsi.edu.

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Should there be any discrepancy, error or omission noted in the study material, the Institute shall be obliged if the same is brought to its notice for issue of corrigendum in the e-bulletin 'Student Company Secretary'.