

**Intermediate Course**  
**Study Material**  
**(Modules 1 to 2)**

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**Paper 2**

**Corporate and**  
**Other Laws**

**Module – 1**



**BOARD OF STUDIES**  
**THE INSTITUTE OF CHARTERED ACCOUNTANTS OF INDIA**

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Edition	:	July, 2019
Website	:	<a href="http://www.icaai.org">www.icaai.org</a>
E-mail	:	<a href="mailto:bosnoida@icaai.org">bosnoida@icaai.org</a>
Committee/	:	Board of Studies
Department		
ISBN No.	:	
Price (All Modules)	:	₹
Published by	:	The Publication Department on behalf of The Institute of Chartered Accountants of India, ICAI Bhawan, Post Box No. 7100, Indraprastha Marg, New Delhi 110 002, India.
Printed by	:	

## BEFORE WE BEGIN ...

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### **Evolving role of a CA - Shift towards strategic decision making**

The traditional role of a Chartered Accountant restricted to accounting and auditing, has now changed substantially and there has been a marked shift towards strategic decision making and entrepreneurial roles that add value beyond traditional financial reporting. The primary factors responsible for the change are the increasing business complexities on account of plethora of laws, borderless economies consequent to giant leap in e-commerce, emergence of new financial instruments, emphasis on Corporate Social Responsibility, significant developments in information technology, to name a few. These factors necessitate an increase in the competence level of Chartered Accountants to take up the role of not merely an accountant or auditor, but a global solution provider. Towards this end, the scheme of education and training is being continuously reviewed so that it is in sync with the requisites of the dynamic global business environment; the competence requirements are being continuously reviewed to enable aspiring Chartered Accountants to acquire the requisite professional competence to take on new roles.

### **Skill requirements at Intermediate Level**

Under the Revised Scheme of Education and Training, at the Intermediate Level, you are expected to not only acquire professional knowledge but also the ability to apply such knowledge in problem solving. The process of learning should also help you inculcate the requisite professional skills, i.e., the intellectual skills and communication skills, necessary for achieving the desired level of professional competence.

### **Corporate and Other Laws: Dynamic & Interesting**

Laws and rules, in general, regulate the relationship between business and profession. In specific, an accounting student should have knowledge of the legal framework, which influences business transactions. This paper intends to make the students aware of legal provisions of the selected laws and to analyse and apply the related provisions addressing issues in moderately complex scenarios.

Paper 2 on Corporate and Other Laws is comprising of Company Law and Other Laws. The syllabus of Corporate and Other Laws has been segregated into two parts covering the following topics:

<b>Part I: Company Law (60 Marks)</b>	<b>Part II: Other Laws (40 Marks)</b>
The Companies Act, 2013 – Sections 1 to 148	(1) The Indian Contract Act, 1872 (2) The Negotiable Instruments Act, 1881 (3) The General Clauses Act, 1897 (4) Interpretation of statutes

These laws of the country undergo significant changes through the amendments/ notifications /circulars which are issued from time to time by their respective governing authorities. Owing to the dynamic nature of the specified Acts especially the Companies Act, 2013, learning, understanding and applying the provisions of law in problem solving is very interesting and challenging.

The study material has been revised on the basis of the legislative developments made up till 30<sup>th</sup> April, 2019. Also incorporated explanations, diagrams, examples and changed the representations of the contents wherever required to bring more clarity and understanding of the concepts.

Further, the legislative amendments (if any) which will be notified after 30<sup>th</sup> April, 2019 and which are relevant for a particular attempt, would be informed to the students through Revisionary Test Paper (RTP) relevant for that particular attempt. Students are advised to check the Board of Studies Knowledge Portal regularly for further development.

### **Framework of Chapters – Uniform Structure comprising of specific components**

Efforts have been made to present the complex laws in a lucid manner. Care has been taken to present the chapters in a logical sequence to facilitate easy understanding by the students. The Study Material has been divided into two modules for ease of handling by students.

The various chapters/units of each subject at the Intermediate level have been structured uniformly and comprises of the following components:

	<b>Components of each Chapter</b>	<b>About the component</b>
1.	<b>Learning Outcomes</b>	Learning outcomes which you need to demonstrate after learning each topic have been given in the first page of each chapter/unit.
2.	<b>Chapter Overview</b>	As the name suggests, the flow chart/table/diagram given at the beginning of each chapter would give a broad outline of the contents covered in the chapter
3.	<b>Introduction</b>	A brief introduction is given at the beginning of each chapter/unit which would help you get a feel of the topic.
4.	<b>Content</b>	The concepts and provisions of specified Acts are explained in student-friendly manner with the aid of examples/ diagrams/flow charts. Diagrams and Flow charts would help you understand and retain the concept/provision learnt in a better manner. Examples would help you understand the application of provisions. These value additions would, thus, help you develop conceptual clarity and get a good grasp of the topic.
5.	<b>Summary</b>	A summary of the chapter is given at the end to help you revise what you have learnt.
6.	<b>Test Your Knowledge</b>	<p>I. <b>Multiple Choice Questions:</b> It comprises of Multiple Choice Questions which test the breadth and depth of your understanding of the topic.</p> <p>II. <b>Question and Answer:</b> The exercise questions and answers would help you to apply what you have learnt in problem solving. In effect, it would sharpen your application skills and test your understanding as well as your application of concepts/provisions.</p>

We hope that these student-friendly features in the Study Material makes your learning process more enjoyable, enriches your knowledge and sharpens your application skills.

***Happy Reading and Best Wishes!***

# SYLLABUS

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## PAPER – 2: CORPORATE AND OTHER LAWS

*(One paper – Three hours - 100 Marks)*

### PART I – COMPANY LAW (60 MARKS)

#### **Objective:**

To develop an understanding of the provisions of company law and acquire the ability to address application-oriented issues.

#### **Contents:**

**The Companies Act, 2013** – Sections 1 to 148

1. Preliminary
2. Incorporation of Company and Matters Incidental thereto
3. Prospectus and Allotment of Securities
4. Share Capital and Debentures
5. Acceptance of Deposits by companies
6. Registration of Charges
7. Management and Administration
8. Declaration and payment of Dividend
9. Accounts of Companies
10. Audit and Auditors

### PART II- OTHER LAWS (40 MARKS)

#### **Objectives:**

- (a) To develop an understanding of the provisions of select legislations and acquire the ability to address application-oriented issues.
- (b) To develop an understanding of the rules for interpretation of statutes

1. **The Indian Contract Act, 1872** (Specific contracts covered from section 123 onwards): Contract of Indemnity and Guarantee, Bailment, Pledge, Agency
2. **The Negotiable Instruments Act, 1881**: Meaning of Negotiable Instruments, Characteristics, Classification of Instruments, Different provisions relating to Negotiation, Negotiability, Assignability, Right and Obligation of parties, presentment of Instruments, Rules of Compensation
3. **The General Clauses Act, 1897**: Important Definitions, Extent and Applicability, General Rules of Construction, Powers and Functionaries, Provisions as to Orders, Rules, etc. made under Enactments, Miscellaneous
4. **Interpretation of statutes**: Rules of Interpretation of statutes, Aids to interpretation, Rules of Interpretation/construction of Deeds and Documents

**Note: If new legislations are enacted in place of the existing legislations, the syllabus would include the corresponding provisions of such new legislations with effect from a date notified by the Institute. Similarly, if any existing legislation ceases to have effect, the syllabus will accordingly exclude such legislation with effect from the date to be notified by the Institute.**

**The specific inclusions/exclusions in the various topics covered in the syllabus will be effected every year by way of Study Guidelines, if required.**

## SIGNIFICANT ADDITIONS/MODIFICATIONS IN 2019 EDITION OVER 2017 EDITION

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Division of syllabus	Chapters	Amendments
Part I	<b>Company Law (Chapters 1-10)</b>	<ul style="list-style-type: none"> <li>• Relevant amendments from 1<sup>st</sup> May, 2017 to 30<sup>th</sup> April, 2019</li> <li>• Changes in Presentation through insertion of flowchart, table, diagram.</li> <li>• Addition of examples</li> <li>• Insertion of explanation of the provisions (wherever required) for better understanding</li> <li>• Addition of more questions for practice under the heading "test your knowledge".</li> </ul>
Part II	<b>Other Laws (Chapters 1- 4)</b>	<ul style="list-style-type: none"> <li>• Changes in Presentation through insertion of flowchart, table, diagram.</li> <li>• Addition of more examples</li> <li>• Insertion of explanation of the provisions (wherever required) for better understanding</li> <li>• Addition of more questions for practice under the heading "test your knowledge".</li> <li>• Amendments to the Negotiable Instruments Act, 1881 through the Negotiable Instruments (Amendment) Act, 2018.</li> <li>• Addition of more case laws and examples in the chapter of General Clauses Act, 1897.</li> </ul>



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- CHAPTER-2: Incorporation of Company and Matters Incidental thereto
- CHAPTER-3: Prospectus and Allotment of Securities
- CHAPTER-4: Share Capital and Debentures
- CHAPTER-5: Acceptance of Deposits by companies
- CHAPTER-6: Registration of Charges
- CHAPTER-7: Management and Administration
- CHAPTER-8: Declaration and payment of Dividend
- CHAPTER-9: Accounts of Companies
- CHAPTER-10: Audit and Auditors

## **MODULE 2**

- CHAPTER-1: The Indian Contract Act, 1872
- CHAPTER-2: The Negotiable Instruments Act, 1881
- CHAPTER-3: The General Clauses Act, 1897
- CHAPTER-4: Interpretation of statutes

# DETAILED CONTENTS: MODULE – 1

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