



# University of Management and Technology

## **School of Business and Economics**

Course Title: Corporate Law & Secretarial Practices  
Course Code: CL 450  
Resource Person:  
Department: Finance

### **SBE Vision**

SBE envisions its success in the sustainable contribution that it will make to the industry, academia and research in public and private sector. SBE will lead by providing professionally competent and ethically conscious human resources engaged in the global and local context to foster socio-economic growth and sustainability for the society. SBE envisages having faculty with high research potential and a deep desire for cutting edge research including collaboration with national and international partners.

### **SBE Mission**

Being a research-oriented and student-centric business school, we emphasize research publications in impact journals as well as state-of-the-art learning methodologies. We will prepare our students to become the future ethical business leaders and the guiding post for the society, while equipping them with the knowledge and skills required by world-class professionals. We will be the leading choice for organizations seeking highly talented human resource. SBE will foster internationalization with key stakeholders and actively work to exchange best practices with business schools across Pakistan through collaborations, workshops, conferences and other means.

## **Program Objectives**

This unique, professionally-oriented course has been designed to provide strong foundation to participants in finance, accounting and taxation it aims to equip participants with knowledge and competence in the field of business and commerce to pursue a professional carrier and to provide an environment that challenges the participants mind through competitive education that emphasizes on inculcating values then transforming them into socially responsible mangers and business leaders.

Moreover, the qualification further emphasizes the participant to meet the needs of entering into middle-level management for being placed as executives in various departments of the company such as finance, auditing, accounting, and taxation. It will provide you with a fast track to an accountancy qualification.

## **Course Objectives**

Corporate Lawis related to the companies. The Law which governs the companies in Pakistan is called Companies Act, 2017. In this course we teach the participants relevant provisions of this law to make them able to ensure the compliance of its provisions in the companies. This course also includes secretarial practices, means the performing all duties mentioned in the law to be performed in running the legal and administrative matters of the companies.

## **Learning Objectives**

Following are the main objectives of this course on Corporate Law and Secretarial Practices:

1. To build a solid Corporate law related background in the minds of participants so that they can must become capable and confident enough to handle the corporate matters.
2. The participants, after completing their studies, have bright chances to work in the corporate sectors so they must be able to cope with the routine corporate matters which they may face during practical life.
3. Another important objective of this course is to provide proper knowledge to the participants regarding secretarial practices related to the companies. Every company's concerned Management has to perform these practices to follow the rules and regulations applied by the Companies Act 2017 and the SECP.

## **Learning Outcomes**

On completion of this course participants would be able to understand the:

1. Corporate laws in Pakistan.
2. Procedure to form a company and related documentation.
3. Nature of capital and procedure of issuance.
4. Formation and powers of BoD and CEO.
5. Accounting and financial reporting mechanism of the companies.
6. Procedure for announcement and payment of dividend.
7. Secretarial practices related to different functions in the companies.
8. How a company can be wound up?
9. Corporate governance mechanism in the companies.
10. Application of listing regulations in Pakistan.

## **Teaching Methodology (List methodologies used -example are given below)**

- Interactive Classes
- Case based teaching
- Class activities
- Applied Projects

## **STUDENTS ARE REQUIRED TO READ AND UNDERSTAND ALL ITEMS OUTLINED IN THE PARTICIPANT HANDBOOK**

### **Class Policy:-**

- **Be On Time**  
You need to be at class at the assigned time. After 10 minutes past the assigned time, you will be marked absent.
- **Mobile Policy**  
**TURN OFF YOUR MOBILE PHONE!**It is unprofessional to be texting or otherwise.
- **Email Policy**  
**READ YOUR EMAILS!** You are responsible if you miss a deadline because you did not read your email. Participants should regularly check their university emails accounts regularly and respond accordingly.
- **Class Attendance Policy**  
A minimum of 80% attendance is required for a participant to be eligible to sit in the final examination. Being sick and going to weddings are absences and will not be counted as present. You have the

opportunity to use 6 absences out of 30 classes. Participants with less than 80% of attendance in a course will be given grade 'F' (Fail) and will not be allowed to take end term exams. International students who will be leaving for visa during semester should not use any days off except for visa trip. Otherwise they could reach short attendance.

- **Withdraw Policy**

Students may withdraw from a course till the end of the 12th week of the semester. Consequently, grade W will be awarded to the student which shall have no impact on the calculation of the GPA of the student. A Student withdrawing after the 12th week shall be automatically awarded "F" grade which shall count in the GPA.

- **Moodle**

UMT -LMS (Moodle) is an Open Source Course Management System (CMS), also known as a learning Management System (LMS). Participants should regularly visit the course website on MOODLE Course Management system, and fully benefit from its capabilities. If you are facing any problem using moodle, visit <http://oit.umt.edu.pk/moodle>. For further query send your queries to [moodle@umt.edu.pk](mailto:moodle@umt.edu.pk)

- **Harassment Policy**

Sexual or any other harassment is prohibited and is constituted as punishable offence. Sexual or any other harassment of any participant will not be tolerated. All actions categorized as sexual or any other harassment when done physically or verbally would also be considered as sexual harassment when done using electronic media such as computers, mobiles, internet, emails etc.

- **Use of Unfair Means/Honesty Policy**

Any participant found using unfair means or assisting another participant during a class test/quiz, assignments or examination would be liable to disciplinary action.

- **Plagiarism Policy**

All students are required to attach a "Turnitin" report on every assignment, big or small. Any student who attempts to bypass "Turnitin" will receive "F" grade which will count towards the CGPA. The participants submit the plagiarism report to the resource person with every assignment, report, project, thesis etc. If student attempts to cheat "Turnitin", he/she will receive a second "F" that will count towards the CGPA. There are special rules on plagiarism for final reports etc. all outlined in your handbook.

- **Communication of Results**

The results of quizzes, midterms and assignments are communicated to the participants during the semester and answer books are returned to them. It is the responsibility of the course instructor to keep the participants informed about his/her progress during the semester. The course instructor will inform a participant at least one week before the final examination related to his or her performance in the course.

## Course Outline

Course code: **CL-450**

Course title: **Corporate Law & Secretarial Practices**

Program	BS-Accounting and Finance
Credit Hours	03
Duration	15 Weeks
Prerequisites (If any)	None
Resource Person Name and Email	
Counseling Timing (Room#        )	
Contact no.	
Web Links:- (Face book, Linked In, Google Groups, Other platforms)	<a href="http://www.secp.gov.pk">www.secp.gov.pk</a>

**Chairman/Director Programme signature.....Date.....**

**Dean's signature.....Date.....**

## **Grade Evaluation Criteria**

Following is the criteria for the distribution of marks to evaluate final grade in a semester.

<b>Marks Evaluation</b>	<b>Marks in percentage</b>
Quizzes	15%
Assignments	10%
Project Presentation	10%
Class Participation	05%
Project	05%
Mid Term	25%
<u>End Term Exam</u>	<u>30%</u>
<b>Total:</b>	<b>100</b>

## **Recommended Text Books:**

1. Handouts by Resource Person
2. Corporate Law by Khalid Mehmood Cheema

## **Reference Books:**

- 1-Companies Act, 2017

No	Topics to be covered in the course	Learning Objective of this topic	Expected Outcomes from Students	Teaching Method	Assessment Criteria	Deadlines and Homework
1	Introduction to corporate Law in Pakistan	Introduction of Companies Act 2017, Important definitions, Characteristics of a company. <b><u>Internationalization</u></b> Short comparison with company related laws of other countries.	Clear understanding of corporate law in Pakistan	Lecture & mini cases	Quiz	Within specified time
2-3	Incorporation procedure for a company	Types of companies and their differences, Memorandum of Association, Articles of Association, Incorporation of companies and matters incidental thereto, Registration Process. Amendment in MOA and AOA.	Students will be able to understand the procedure to form a company and related documentation	Lecture & mini cases	Assignment+ Quiz	Within specified time
4-5	Share Capital and Debentures	Classes and kinds of shares, rights of shareholders, Prospectus, Statement in lieu of prospectus, Allotment of shares, transfer and transmission of shares, Certificate of shares and debentures, Right issue, bonus issue, issue for consideration otherwise than in cash , issue of shares at premium and at discount. Relevant provisions of Companies (Issue of Capital Rules) 1996.	Students will be able to understand the nature of capital and procedure of issuance	Lecture & mini cases	Presentation+ Quiz	Within specified time

6	Directors	Number of directors, eligibility and ineligibility to become director, appointment and removal of directors, Term of appointment, Power of directors, unlimited liability of directors, register of directors. Chief Executive Officer.	Students will be able to understand the formation and powers of BoD and CEO.	Lecture & mini cases	Quiz	Within specified time
7	Accounts and audit.	Statutory books, books of accounts, financial statements, Qualification and disqualification to become auditor, Appointment and removal of auditor, power of auditor, Audit report.	Students will be able to understand the accounting and financial reporting mechanism of the companies.	Lecture & mini cases	Quiz	Within specified time
		<b>MID TERM EXAMINATION</b>				
8	Dividend and related matters.	Announcement and payment procedure of interim and final dividend.	Students will be able to understand the procedure for announcement and payment of dividend.	Lecture & mini cases	Quiz	Within specified time
9-10	Secretarial Practices.	Company secretary and his duties, Filing requirements, Statutory Meeting and contents of Statutory Report, meeting of share holders, types, notice, agenda, Minutes, Quorum, Adjournment, Voting, Poll, Proxies, Resolutions, Meeting of Directors.  <b><u>Ethics for company secretary.</u></b>  <b><u>Sustainability for secretarial practices.</u></b>	Students will be able to understand the secretarial practices related to different functions in the companies.	Lecture & mini cases	Assignment+ Quiz	Within specified time



11	Winding up of companies.	Modes, and differences, appointment of liquidator.	Students will be able to understand that how a company can be wound up?	Lecture & mini cases	Quiz	Within specified time
12-13	Code of corporate governance.	BOD, qualification and eligibility to become director, tenure, power and responsibilities of BOD, BOD meeting and related matters, CFO and company secretary, corporate and financial reporting framework, Audit committee, internal audit, external auditor.	Students will be able to understand the corporate governance mechanism in the companies.	Lecture & mini cases	Assignment+ Quiz	Within specified time
14	Listing regulation of Pakistan Stock Exchange.	Procedure for listing, offer of shares by listed companies. Prospectus, issue, allotment and transfer of shares. Dividend and entitlement, AGM.	Students will be able to understand the application of listing regulations in Pakistan.	Lecture & mini cases	Quiz	Within specified time
15	<b>PRESENTATIONS</b>					