

M6 – CORPORATE GOVERNANCE AND BUSINESS LAWS
MANAGERIAL LEVEL-2
INTRODUCTION

This course deals with the theoretical and practical approach to the Companies Act, 2017, Companies (Incorporation) Regulations, 2017, Securities Act 2015, Listed Companies (Code of Corporate Governance) Regulations, 2019, Nonbanking Finance Companies, The Companies (further issue of shares) Regulations, 2018, Listed Companies (Buy-Back of Shares) Regulations, 2019, Public Offering Regulations, 2017, Anti-money Laundering Act, 2010, and other relevant laws and regulations.

OBJECTIVE

To provide the students with a thorough knowledge of Corporate Laws and Secretarial Practices to enable them to:

- Advise and assist the management for taking appropriate and prompt decision, and
- Carry out secretarial work more effectively.

LEARNING OUTCOMES

On completion of this course, students will be able to:

- Identify, evaluate and analyze different situations arising in performing the professional duties with reference to applicable corporate laws
- Get acquainted with the code of corporate governance;
- Understand the rules and regulations related to non-banking finance companies.
- Understand the rules and regulations regarding anti-money laundering, companies' shares capital, public offering regulations etc.
- Comprehend the rules given in Pakistan Stock Exchange rule books
- Understand other relevant laws and regulations necessary to understand corporate laws

INDICATIVE GRID

PART	SYLLABUS CONTENT AREA	WEIGHTAGE
Companies Act, 2017, Relevant Rules and Regulations:		
A	1. Companies Act, 2017	60%
	2. Companies (Incorporation) Regulations, 2017	
	3. Securities Act 2015	
	4. Code of Corporate Governance	
Special Companies		
B	5. Non- Banking Finance Companies	20%
	6. Insurance Ordinance, 2000	
	7. Banking Companies	
Other Laws and Regulations		
C	8. Companies (further issue of shares) Regulations, 2020	20%
	9. Listed Companies (Buy-Back of Shares) Regulations, 2019	
	10. Public Offering Regulations, 2017	
	11. Pakistan Stock Exchange Rule Book	
	12. Anti-money Laundering Act, 2010	
	13. Other Laws	
TOTAL		100%

Note: The weightage shown against each section indicates, study time required for the topics in that section. This weightage does not necessarily specify the number of marks to be allocated to that section in the examination.

DETAILED CONTENTS
PART - A
COMPANIES ACT, 2017, RELEVANT RULES AND REGULATIONS

- 1. Companies Act, 2017**
 - Companies Act, 2017 (Sections: 1 to 302, 304 to 306, 312 to 396, 406 to 468, 471 to 473, 498, 500, 505)
 - Companies (General Provisions & Forms) Regulations, 2018 - Regulations: 8 to 30
 - Companies (Manner and Selection of Independent Directors) Regulations, 2018)
- 2. Companies (Incorporation) Regulations, 2017**
 - Regulations: 2 to 10 & 15
- 3. Securities Act, 2015**
 - Sections: 2, 63 to 65, and 87 to 131 with relevant rules and regulations
- 4. Code of Corporate Governance**
 - Listed Companies (Code of Corporate Governance) Regulations, 2019

- Public Sector Companies (Corporate Governance) Rules, 2013

PART - B
SPECIAL COMPANIES

- 5. Non-Banking Finance Companies**
 - Non- banking Finance Companies (Companies Ordinance, 1984 Section 282A to 282M)
 - NBFC (Establishment and Regulation) Rules 2003- Rules 1 to 7
 - The Non-banking Finance Companies and Notified Entities Regulations, 2008 (Regulation 2, 3, 9, 10, 15B, 16-18, and 25)
- 6. Insurance Ordinance, 2000**
 - Sections (1 to 14, 28, 35, 36, 45 to 48)
- 7. Banking Companies**
 - The Banking Companies Ordinance, 1962 sections (1,2,5,6,9,11,13 to 24, 29 34 to 38)
 - Foreign Exchange Manual of State Bank of Pakistan (Chapter 19 and 20)

PART - C**OTHER LAWS AND REGULATIONS**

- 8. Companies (further issue of shares) Regulations, 2020**
 - All Chapters with Schedules
- 9. Listed Companies (Buy-Back of Shares) Regulations, 2019"**
 - Complete rules with latest amendments
- 10. Public Offering Regulations, 2017**
 - Chapter 1 to 5 and First Schedule
- 11. Pakistan Stock Exchange Rule Book**
 - Chapter 5, 5A and 5B
- 12. Anti-money Laundering Act, 2010**
 - Section 2 to 20 & 30 with relevant Anti-money Laundering Regulations, 2015
 - Payment Systems and Electronic Fund Transfers Act, 2007 Sections 2, 4, 5, 8, 14, 18
- 13. Others Laws:**
 - Companies (Postal Ballot) Regulations, 2018
 - Companies (Distribution of Dividends) Regulations, 2017
 - Companies (Investment in Associated Companies or Associated Undertakings) Regulations, 2017
 - Employees Contributory Fund (Investment in Listed Securities) Regulations 2018
 - Competition Act, 2010 (Chapter I and II)
 - Companies (Related Party Transactions & Maintenance of Related Records) Regulations, 2018 – (Regulations: 3 to 6)
 - Private Placement of Securities Rules, 2017 – (Rules 4 to 6)
 - Listed Companies (Substantial Acquisition of voting shares and Takeovers) Regulations, 2017
 - Corporate Restructuring Companies Act, 2016 (Sections: 1 to 6)
 - Corporate Rehabilitation Act, 2018 (Chapter: I and II)
 - Corporate Restructuring Companies Rules, 2019
 - Corporate Rehabilitation Regulations, 2019