Skillshort

Self-Study Preparation Pack

CS EXECUTIVE

Paper 2: Company Law and Practice (CLP)

Important Topics, Weightage & Question Frequency

For the December 2026 examination · Official split: Part I Company Law – Principles and Concepts 60 marks; Part II Company Administration and Meetings 40 marks · Frequency based on the papers of Dec 2024, June 2025, Dec 2025 and June 2026

Official Part weightage | Lesson frequency in 4 papers | Priority list | Drafting favourites

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This subject pack has 6 parts

1 Chapter-wise notes
2 Important topics & weightage
3 Past papers: trends & links
4 Mock tests + solutions
5 Chapter practice questions
6 Last-week plan & strategy

Prepared by Skillshort for self-study. Original explanations and questions; not an official ICSI publication. Items marked VERIFY should be checked against the latest official material.

1. Official weightage and paper structure

Part	Lessons (notes chapters)	Marks	Questions
Part I – Principles and Concepts	Ch. 1–11 (ICSI Lessons 1–11)	**60**	Q1 case study (5 × 3), Q2 (5 × 3), Q3 (3 × 5), Q4 or Q4A (3 × 5)
Part II – Administration and Meetings	Ch. 12–17 (ICSI Lessons 13–16, 18, 19)	**40**	Q5 case study (4 × 5), Q6 or Q6A (4 × 5)

The Part split is printed in the ICSI syllabus. Inside each Part there is no official lesson weightage, so the next table counts question parts in the last four papers.

2. Lesson frequency (Dec 2024 – June 2026)

Notes chapter	Dec 2024	June 2025	Dec 2025	June 2026	Weight in practice
1 Introduction (veil, indoor management, torts)	–	Pre-certification of e-forms	Veil and welfare laws; **indoor management**	**Company's liability for torts**	★★ 1 part
2 Legal status and types	Associate / subsidiary test; small company	Husband-wife private company; financial thresholds	Public company with 260 members; C-PACE	Section 8 company and foreign contribution	★★ 1–2 parts
3 MOA, AOA, incorporation	Name and trade mark	**Incorporation by fraud (s.7(7))**	Alteration of object clause (minutes)	–	★★
4 Shares and share capital	**ESOP; sweat equity; private placement to 250 persons**; PP resolution	Rights issue; share certificates	Rights issue (private company); **capital reduction**	**Preferential issue**; convertible pricing; **preference redemption failure**; consolidation	★★★ 3–4 parts every paper
5 Members	Member definition; subsidiary as member	Who is a member	**SBO (s.90)**	Expelling a member	★★ 1 part
6 Debt instruments (deposits, debentures)	**Debenture trustee**; secured NCDs	–	**Deposits from members**; loan from employee	Deposits by private company; **trustee removal**	★★★ 2 parts
7 Charges	**Charge assignment** to another bank	–	Charge on land asset	**Satisfaction of combined charge**	★★ 1 part every paper
8 Distribution of profits	**Dividend out of reserves**	Dividend (listed data) VERIFY	**Unpaid dividend (s.127)**	**Final dividend; dividend vs bonus**	★★★ 1–2 parts
9 Accounts and auditors	**Secretarial audit**; XBRL; signing of FS	**Removal of auditor**; cost audit	**Auditor removal / resignation**; cost audit threshold	Copy of FS to debenture holder; auditor limits VERIFY	★★★ 2 parts
10 Compromise and amalgamation	**s.233 merger** with WOS	–	Books of amalgamated company; officers' liability	Revival scheme VERIFY	★★ 1 part
11 Dormant company	**Dormant notice** from ROC	**Conversion to dormant**	**Dormant status – compliances**	–	★★ 1 part in 3 of 4 papers
12 General meetings (SS-2)	**AGM notice (drafting)**; EGM requisition for buy-back	**Proxy form (drafting)**; poll on reduction	Inspection of minutes; questions at AGM	**Adjourned meeting without quorum**	★★★ 2–3 parts

Notes chapter	Dec 2024	June 2025	Dec 2025	June 2026	Weight in practice
13 Directors	Loan / security to related company (s.185)	–	**Director in seven companies (s.165)**; ID reappointment (drafting)	**Two DINs; alternate director (drafting)**; ID data bank; loan to relative	★★★ 2–3 parts
14 Board composition, powers, RPT	**RPT – consultant relative (s.188)**	**Charge resolution (s.180) drafting**	**Lease of undertaking (s.180)**; RPT with relatives	Supply contract (RPT) VERIFY	★★★ 2 parts
15 Board and committee meetings (SS-1)	Quorum for prospectus approval; SRC; vigil mechanism; **minutes (drafting)**	Board meeting convening	**Audit Committee notice (drafting)**	**Board quorum; circular resolution + drafting**	★★★ 2–3 parts
16 Annual report, CSR policy	**CSR Rule 7**	Board resolution on annual report (drafting); signing	**Annual return filing**	**CSR Committee**; annual return inspection	★★★ 2 parts
17 KMP and remuneration	**MD disqualifications**	KMP statements; **sitting fees**	Remuneration in other capacity	**Net profit (s.198)**; no CS appointed; **MD compensation (s.202)**	★★★ 2–3 parts

June 2025 also asked on oppression and mismanagement, class action and investigation (s.216). These topics are **deleted** from the Executive syllabus from the December 2025 session onwards and have not appeared since VERIFY.

TREND **What this tells you**

- **Shares and share capital** (Ch. 4) is the single biggest lesson – plan for 10–15 marks.
- **Part II is predictable:** every paper has **one or two drafting parts** (notice, proxy, minutes, board or circular resolution) and a meeting-procedure problem under SS-1 or SS-2.
- **Directors, RPT (s.188), loans (s.185) and managerial remuneration (ss.197, 198)** appear every time.
- Dormant companies, charges and auditors are steady 5-mark parts in Part I.
- Questions are numerical-style fact patterns: thresholds (₹ crore, %, days) decide the answer, so learn the numbers.

3. Priority list

Priority	Topics	Why
★★★ Must do	Private placement and preferential issue; rights, bonus, sweat equity, ESOP; buy-back and reduction; preference shares s.55; deposits (ss.73–76); debenture trustee; dividend (ss.123, 127); auditor appointment, removal, resignation; SS-1 and SS-2 (notice, quorum, adjournment, minutes); ss.165, 185, 186, 188, 180; ss.196–198, 202, 203; CSR Committee and policy; annual return	Asked in at least three of the four papers
★★ Important	Lifting the veil; indoor management; types of companies (small, OPC, s.8, associate); incorporation by fraud; members and SBO; charges (creation, satisfaction, assignment); s.233 merger; dormant company; secretarial and cost audit	One part in most papers
★ Do once	Jurisprudence of company law; XBRL and e-forms; C-PACE; Board's report items; independent director data bank	Short notes and recent additions

4. Drafting favourites (Part II)

Paper	Drafting asked
Dec 2024	AGM notice with only ordinary business; private placement resolution; Board minutes with share transfer
June 2025	Board resolution to create security (s.180(1)(a)); Board resolution on annual report; proxy form with notes

Paper	Drafting asked
Dec 2025	Audit Committee meeting notice; resolution for reappointment of an independent director; minutes for alteration of the object clause
June 2026	Board resolution for an alternate director; circular resolution for an RPT supply agreement

EXAM TIP **Keep a one-page set of templates: heading, "RESOLVED THAT … RESOLVED FURTHER THAT …", authority clause, explanatory statement points, and the closing "By order of the Board" block. Drafting answers are marked for correct section, type of resolution and complete format.**