



responsible, are ready to accept any given answers. The problem at page 31 and its solution at page 33 are not clear to the reviewer.

The object of having a small book on the subject of income tax is highly commendable and the author should be admired to have attempted to achieve that object, although this book does not fulfil that need.

Compared with the author's other book, *Taxation of Companies and Their Officers* is no small a contribution to the literature on income tax law in general and on taxation of company income in particular. Though not an original treatment of the subject, it reproduces the fast developing law on the subject under well thought and neatly arranged heads. For systematic treatment of the subject from the theoretical and practical viewpoints, the book is divided into four parts each containing a number of chapters. At places the treatment of the subject is both lucid and authoritative. References to the statutory provisions and case law are up-to-date. Although not exhaustive, the book is fairly informative and helpful in the understanding of the law. The author makes no attempt to discuss the cases at length and seems to be satisfied by mere collection of cases under different heads. It is no wonder that he produces an annotated digest ready at hands of a busy lawyer or a tax adviser. He leaves the reader largely to his own understanding of the law reports. The practice of giving cases and citations in the body of the text seems to show the author's dislike for footnotes. The technique of treating the subject with the help of problems, as stated above, has certain merit and adds to the value of the book to a business executive, a company director, as also to a student.

The inclusion of the Income Tax Act, 1961, a comparative table of the provisions of the repealed statute and the new Act, and the Income Tax Rules, 1962, accounts for volume of the book, and has added to its practical utility.

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COMPANY LAW AND SECRETARIAL PRACTICE. By K. Kishore, M.A., F.C.C.S. Foreword by Mr. D. L. Mazumdar, I.C.S. Bombay : Asia Publishing House. 1964. Pp. XII, 748. Rs. 35/-.

This is a fairly detailed textbook on company law and secretarial practice written by a person who has himself been for many years, and still is, in the midst of secretarial responsibilities in important companies. The book consist of forty-nine chapters and two appendices.

The learned author, in the Preface, does not pretend, and very rightly so, to have produced a scholarly treatise, but aims at enabling students of company law and secretarial practice to "acquire some working familiarity with the provisions of the new Act and requirements

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thereof regarding company practice and procedure.” The book under review fulfils this aim admirably well. The book is bound to be very much useful to students of commerce and personnel of secretarial departments of companies, though not so much to students of law.

A noteworthy thing about this book is that the author has not fallen in the error in which many experienced authors on the subject and even the Company Law Committee, headed by Mr. G. H. Bhabha, had fallen. The occasion for this error arose like this: As is well-known, the first enactment in regard to joint-stock companies in India was passed in 1850, which was “Registration of Joint Stock Companies Act No. XLIII of 1850” (passed on December 27, 1850). This Act was repealed and replaced by Act No. XIX of 1857 which was an Act for the incorporation and regulation of joint stock companies and other associations, either with or without limited liability of the members thereof. This Act for the first time enabled the companies to limit the liability of their members. But the *proviso* to section 1 provided: “. . . nothing in this Act shall authorize any persons to form themselves into a Joint Stock Company or Association, with limited liability for the purpose of Banking or Insurance.” Thus the benefit of limited liability was withheld from banking or insurance companies. Then, in order to extent this benefit to banking companies, an Act No. VII of 1860 was enacted which was an Act to enable joint stock banking companies to be formed on the principle of limited liability. This was a small enactment of eleven sections only and it said nothing whatsoever about insurance companies. This meant that the disability of insurance companies denying them the benefit of limited liability still continued even after this Act.

The mistake which some leading authors have committed, is to state that this Act of 1860 removed this disability in regard to insurance companies also.<sup>1</sup>

It is heartening to note that the learned author does not fall into this error and, when speaking of this Act of 1860, does not include insurance companies as also coming under its purview.<sup>2</sup>

But the learned author could not avoid mistakes altogether. Thus writing about the mode of incorporating a company in England before 1844, the learned author says: “The Royal Charter or Letters Patent was the only mode of incorporation of a company until 1844 when the first Company Act was passed.”<sup>3</sup> This is clearly inaccurate as it is well-known that there was one other mode of incorporating companies, namely, by special Act of Parliament. Again, the learned author says:

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1. For example, see 1 Ghosh, *The Indian Company Law* 2 (11th ed. 1963); Chatterjee & Krishnamurthi, *Company Law* 3 (1957); *Report of the Company Law Committee* 17 (1952).

2. Kishore, *Company Law and Secretarial Practice* 5 (1964).

3. *Id.* at 3-4.



"A shareholder, is not entitled to set off against the company what he might receive on a winding up against the moneys due to him including dividends or profits...."<sup>4</sup> This is obviously a wrong statement. It is well-known that the question of "set-off" arises when a person has to receive some money from another person and at the same time is under an obligation to pay to that other person some money. To set-off means to adjust what is to be received against what is to be paid and, as a result, to receive or pay the balance only. There is clearly no question of set-off of one credit against another credit, as the learned author has said.

Despite these shortcomings, which it is hoped will be removed in the second edition, this book is a useful addition to the existing literature on the subject and is a *must* for every library of commerce or law, as well as for libraries of all important companies.

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THE ALIGARH LAW JOURNAL, Vol. I, No. 1. Editorial Chairman :  
Hafeezul Rahman (Faculty of Law, Muslim University, Aligarh).  
1964. Pp. 162.

THE BANARAS LAW JOURNAL, Vol. I., No. 1. Editor-in-Charge :  
B. N. Sampath (Faculty of Law, Banaras Hindu University,  
Varanasi-5). 1965. Pp. 176.

It is a great pleasure to welcome the appearance of these new law journals. Both are well produced and business like, eschewing such paraphernalia as the publication of class photographs and of after dinner speeches.

It will be possible to mention only some of the features of interest in the journals. It is pleasing to note that some of the articles and notes in *The Aligarh Law Journal* have been written by I.L.M. students. Of special interest to the reviewer were S. M. Hasan's analysis of the respective merits of the "title-property" concept of risk in the sale of goods with the corresponding rules set out in the uniform commercial code. It is this sort of rigorous and critical scrutiny of "acquired" legal rules that is so much needed in India. Mr. M. R. A. Khan provides some most interesting historical material on the enforcement of the vagrancy laws which makes one impatient to read the author's promised full survey of this subject. Mr. Ghulam Ahmad Khan writes a very thorough and restrained critique of *Daryao v. State of U.P.*, A.I.R. 1961 S.C. 1457, which one hopes might eventually persuade their Lordships to reverse that unfortunate decision. The considerable number of misprints does not detract seriously from the value of a very good first issue.

4. *Id.* at 585.

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