

Foreword	...	v
Preface	...	ix
List of Tables	...	xxi

***CHAPTER I***

<b>INTRODUCTION</b>	...	<b>1—12</b>
Preliminary observations	...	3
Governmental concern with Regulation	...	4
Scope and Object of the study	...	4
Strands that make up the web	...	4
Regulatory Measures in India	...	5
Sources of Regulation	...	5
Financial Management and its coverage	...	6
Impact of Financial Management on activities of Companies	...	7
Corporate Organisation and the Finance Function	...	8
Shareholders, Bank Deposits and Credit Situation	...	9
Impact of Credit Policy on Enterprises	...	12

***CHAPTER II***

<b>LEGISLATIVE REGULATION AND INDUSTRIAL GROWTH</b>	...	<b>13—60</b>
A. Control over Industries : The Framework	...	15
Industrial Licensing Policy	...	15
Industrial Policy Resolution, 1948	...	16
Industrial Policy Resolution, 1956	...	17

Hazari and Dutt Committee	...	18
Industrial Licensing Policy of 1970	...	19
Industrial Policy of 1973	...	20
Industrial Licensing Policy of 1975	...	20
Industrial Policy of 1977	...	21
Industrial Policy Statement of 1980	...	22
Measures taken for Industrial Growth	...	23
An Appraisal of Licensing Applications	...	24
<b>B. Control over Industries</b>		
Industries (D. & R.) Act 1951	...	26
Amendments after 1951	...	27
Sick Industries	...	28
Special Acts regarding Sick Industries	...	29
The Sick Textile Undertakings Act 1974	...	31
Increase in Sick Industries	...	31
<b>C. Shares and Securities</b>		
Capital Issues (Control) Act, 1947	...	32
Capital Issues (Exemption) Order 1969	...	33
Guidelines of 1976, 1985	...	34
New Capital Issues	...	34
Issue of Bonus Shares	...	43—45
Guidelines of 1974	...	43
Guidelines of 1977	...	44
Guidelines of 1981	...	45
Securities Contracts (Regulations) Act, 1956	...	45
Offer of Shares to Public	...	46
False Fluctuations and Reforms	...	47
Implementation and Reforms	...	48
<b>D. Monopolies</b>		
The Monopolies and Restrictive Trade Practices Act, 1969	...	50
Salient Features of the Act	...	50
Applications under Chapter III of the Act	...	52
Control of Monopolistic and Restrictive Trade Practices	...	53
Amendment Acts of 1984 and 1985	...	54

E. Foreign Exchange		
Foreign Exchange Regulation Act, 1973		
Issues of shares to non-residents	...	56
Restrictions on certain appointments	...	56
Dilution of Foreign Holdings	...	57

### *CHAPTER III*

<b>FINANCIAL CONTROL UNDER THE COMPANIES ACT, 1956</b>	...	63—109
Evolution of Company Legislation	...	63
Capital Structure : Fixed and Working Capital	...	71
Share Capital	...	72
Premium and Discount	...	73
Alteration of Share Capital	...	73
Take-over Bids	...	74
Benami holding of Shares	...	74
Control on Promoters' Equity Holding	...	75
Borrowed Capital	...	76
Loans how secured	...	76
Modes of Borrowing	...	77
Working Capital Sources	...	77
Profitability and Risk balancing	...	78
Share allotment and new issue of shares	...	79
Company Directors and Financial Matters	...	80
Qualification Shares	...	81
Limits on number of Directorship	...	81
Restrictions on holding Office of Profit	...	81
Powers of Board of Directors	...	82
Powers exercised at Board Meetings	...	83
Power to Borrow	...	83
Political Contributions	...	84
Contracts of Sale and Purchase	...	84
Disclosure of Interests	...	84
Liability for Contracts	...	84
Power to appoint Directors	...	85
Change in Board of Directors	...	85

Corporate Finance : Directors' Personal Guarantee	...	85
Personal Liability	...	86
Inter-corporate Loans and Investment		
Inter-company Loans	...	86—91
Inter-Corporate Investment	...	87
Disclosure of Financial Position in Annual Reports	...	91—99
Annual Accounts	...	91
Auditors' Report	...	93
Manufacturing Companies Order 1975	...	94
Particulars of employees in Board Report	...	98
Dividend	...	98
Cost Audit and Government Control	...	100—101
Convertible Bonds : Finance Regulation	...	101—103
Attraction of Convertible Bonds	...	102
Some recent issues	...	102
Contrast with other sources	...	102
Convertibility of Loans into Equity : Legal Provisions	...	103—108
Regulatory Provisions	...	103
Legal Position	...	105
Loan-Equity ratio : Curb on Large Houses	...	106
Suggestions	...	107
Companies at work	...	108

#### **CHAPTER IV**

<b>FINANCIAL INSTITUTIONS : CONTRIBUTION AND REGULATORY PATTERN</b>	...	113—192
Financial Institutions	...	113
Overall Operations of Financial Institutions	...	114
Capital Formation	...	118
Support to Capital Market	...	118
All India Financial Institutions	...	121
Financial Assistance Purpose-wise	...	123
Financial Assistance Sector-wise	...	123
Industrial Finance Corporation of India	...	127—135
Plan-wise Financial Assistance	...	129
Financial Assistance to Corporate Sector	...	129

Purpose-wise classification of Assistance	...	129
Industry-wise Financial Assistance	...	132
Impact on Management Culture	...	135
<b>Industrial Credit and Investment Corporation of India</b>	...	<b>135—142</b>
Decade of Financial Contribution	...	136
Cumulative Operations	...	137
Industry-wise distribution of Assistance	...	140
<b>Industrial Development Bank of India</b>	...	<b>142—153</b>
Functions and two-Decades of IDBI	...	143
Financial Assistance	...	144
Scheme-wise Financial Assistance	...	145
Assistance sanctioned to MRTP Companies	...	148
Industry-wise Assistance	...	149
Sector-wise Assistance	...	149
Resource support to Financial Institutions	...	149
Supervisory Activities	...	150
Liberalisation of Financial Assistance by IDBI	...	151
<b>Industrial Reconstruction Corporation of India</b>	...	<b>154—166</b>
Multi-directional Assistance by Corporation	...	154
Financial Assistance to Sick-Industrial Units	...	155
Industry-wise Financial Assistance	...	157
Purpose-wise classification of Assistance	...	162
Achievements and Trend	...	165
Industrial Reconstruction Bank of India	...	166
<b>Life Insurance Corporation of India</b>	...	<b>167—171</b>
Sector-wise Distribution of Investments	...	167
Stock-Exchange Securities	...	168
Investment in Public Limited Companies	...	169
Investment in Debentures and Shares of Companies in large Groups	...	170
<b>Unit Trust of India</b>	...	<b>172—177</b>
Financial Assistance to Corporate Sector	...	172
Investible Fund	...	172
Industry-wise Classification of Investment	...	176
<b>Money Lending Terms and Conditions</b>	...	<b>178</b>
<b>Guidelines for Convertibility Clause 1984</b>	...	<b>181</b>

Nominee Directors and Guidelines of 1984	...	184
Role of Nominee Directors	...	185
Guidelines for Appointment and Role	...	187
Protection of Nominee Directors	...	188
An Evaluation	...	190

## *CHAPTER V*

### **CAPITAL FORMATION : SHARES AND DEBENTURES**

	...	195—230
Introduction	...	195
Capital Formation and Market Trend	...	195
Banks and Money Supply	...	201
Capital Investment	...	204
Profitability Ratio	...	206
Shares	...	208
New Capital Issues	...	208
Public Response to Equity	...	209
Debentures	...	212
Nature and classification	...	213
Popularity of Issue of Debentures	...	215
Regulation and Guidelines on Debentures	...	217
Conversion of Preference Shares into Debentures	...	222
Convertible and non-convertible Debentures	...	223
Government Regulation and Debentures	...	226
Convertible Cumulative Preference Shares	...	227
Salient Features	...	227
Concluding Remarks	...	230

## *CHAPTER VI*

### **PUBLIC DEPOSITS IN COMPANIES**

	...	233—260
Working Capital Management	...	233
Concept of Deposit	...	234
Growth of Deposits with Companies	...	235
Review by Reserve Bank	...	236
Deposits in Non-Financial Companies	...	238

Bank Deposits vis-a-vis Deposits with non-banking Companies	...	240
Public Sector	...	240
Private Sector	...	242
Harmful Consequences of Unregulated Deposits	...	243
Statutory Control over Public Deposits	...	244
Definition of Prospectus	...	244
Sections 58A and 58B of Companies Act	...	244
Exemptions granted by Government	...	245
Reserve Bank of India Act	...	246
Rules Relating to Deposits	...	247
Rule 3A—Validity upheld	...	247
Limits on Deposits	...	249
Liquid Assets	...	249
Restrictions on Interest and Brokerage	...	253
Procedural Provisions	...	253
Registers, Certificates and returns	...	254
Sacher Committee Recommendations	...	255
Law Commission's Working Paper (1985)	...	256
Enforcement of Repayment of Deposits	...	256
Proposed suggestions	...	257
Comments	...	258
Suggestions	...	259

## *CHAPTER VII*

<b>MANAGERIAL REMUNERATION</b>	...	263—281
Regulatory Approach	...	263
Managerial set-up : Historical Background	...	264
Remuneration : Control under Companies Act	...	264
Section 198, 309-310	...	264
Approval of Appointment of Directors	...	266
General Powers : Sections 637A and 637AA	...	266
Managers' Remuneration : Sections 387-388	...	267
Guidelines : 1967, 1969, 1978, 1983	...	267

Judicial Decisions : Managerial Remuneration	...	268
Administrative Ceiling	...	268
Insertion of Section 637AA in 1974	...	269
Decisions on Section 637AA : The Gujarat Case	...	269
Section 637AA; The Delhi Ruling	...	271
General <i>versus</i> Specific	...	273
Bhoothalingam Committee : Findings and Recommendations	...	274
Sacher Committee	...	276
Guidelines of 1983	...	277
Views of Government and Private Sector	...	210
Conclusion	...	281

### CHAPTER VIII

AN APPRAISAL	...	285—291	
	Bibliography	...	293
	Subject Index	...	301