

2018

CORPORATE GOVERNANCE

Paper : 1.5 (H)

Full Marks : 80

Time : 3 hours

*The figures in the margin indicate
full marks for the questions.*

1. Fill in the blanks with appropriate answers given in the brackets/ Choose True or False 1x10=10
- a. Registration of a company is compulsory (True/False)
 - b. According to -----, a company means, " an association of persons united for a common object". (Marshall/ James. J)
 - c. In order to alter the provisions of Article of Association of a company, the company must pass -----(a special Resolution/ an ordinary Resolution)
 - d. According to Section -----of the Companies Act,2013, deals with change of its name by a company.(12(8)/ 13(2))
 - e. A debenture holder is a _____ of the company (member / creditor).
 - f. Shares of a company -----be transferred in fractional amounts. (can/ cannot)
 - g. A director is also known as the superintendent of the company. (true/ False)
 - h. There is no provision for Statutory Meeting of the Companies Under the Companies Act,2013(True/False)
 - i. An incorporated company _____ at the death or insolvency of individual members (dies / never dies).
 - j. Transfer of shares after commencement of the winding up will be valid. (True/false)

P.T.O

(2)

2x5=10

Write Short notes on :

- a. Perpetual succession
- b. lifting of Corporate Veil
- c. Share certificate
- d. Kinds of General Meeting of a Company
- e. Compulsory Winding up of a company

What is Company? Discuss the nature and characteristics of a company. 4+8=12

Or

Who is a Promoter? Discuss the duties and liabilities of a promoter. What are the remedies available to the company against a promoter. 2+6+4=12

What do you mean by Memorandum of Association? Discuss the contents of Memorandum of Association. 8+4=12

Or

Discuss the procedure of alteration of Articles of Association. Distinguish between Memorandum of Association and Articles of Association. 8+4=12

What is share? Discuss the procedure for transfer of shares. Is there any restriction on transfer of shares? 2+5+5=12

Or

Define Debenture. Discuss the remedies available to Debenture-holders against non-payment of principal amount or interest by the company. 4+8=12

“The companies Act, 2013 makes special provision for the prevention of oppression of any member or members and mismanagement.” Write an elaborate note on prevention of oppression in a company. Can there be oppression of majority by minority? 8+4=12

(3)

8+4=12

Or

What are the procedures for appointment and removal of Directors? Discuss the legal position of a director of a company.

What is winding up ? Discuss the role of Courts in winding up of company.

4+8=12

Or

Write brief notes on :

- a. Duties of the Company Liquidator
- b. consequences of winding up.

6+6=12

□□□□

2017

CORPORATE GOVERNANCE (BL) (H)

(Honours -1)

Full Marks : 80

Time : Three hours

The figures in the margin indicate full marks for the questions.

1. Choose the correct answer : $1 \times 10 = 10$
- (a) The minimum number of members required to form a public company is _____. (2/7)
- (b) Prospectus must be issued within a period of _____ days from the date of its registration. (60/90)
- (c) Civil liability for misstatement in prospectus is provided under _____ of Companies Act, 2013. (Section 34/Section 35)
- (d) Preference share holder has no voting rights. (True/False)

Contd.

- (e) Transmission of share takes place by operation of law. (True/False)
- (f) DIN stands for _____ (Director Identification Number/Director Index Number)
- (g) Debentures with voting rights cannot be issued. (True / False)
- (h) Independent Director is defined under section _____ of Companies Act, 2013. (139/149)
- (i) A Private Company is not required to issue prospectus. (True/False)
- (j) A private company except in case of one person company limits the number of its members to _____. (100/200)

2. Write brief notes on : 2×5=10

- (a) Floating charge
- (b) Annual General Meeting
- (c) Lifting of Corporate Veil
- (d) Promoter
- (e) Govt. Company.

3. (a) Discuss the procedure for incorporation of a company as provided under the Companies Act, 2013. State the consequences of incorporation. 8+4=12

Or

(b) Define 'Memorandum of Association'. State its importance. Explain how 'object clause' of the memorandum can be altered. 2+4+6=12

4. (a) What is 'misstatement in prospectus'? Who are liable for such misstatement? State the extent of their liability. 2+4+6=12

Or

(b) Discuss the 'Doctrine of Indoor Management' with its exceptions. 12

5. (a) Define 'oppression' and 'mismanagement'. Enumerate the provisions under the Companies Act for prevention of oppression in a company. 4+8=12

Or

(b) Distinguish between : 6+6=12

(i) Equity share and preference share

(ii) Share Certificate and Share Warrant.

6. (a) What do you mean by 'Corporate Social Responsibility'? Discuss its importance and relevancy in present day context. Is there any specific provision under the Companies Act, 2013 for Corporate Social Responsibility? $4+6+2=12$

Or

- (b) What do you mean by 'winding up'? What are the kinds of winding up? Enumerate the circumstances under which a company may be wound by the Tribunal. $2+2+8=12$

7. (a) Who is an 'Independent Director'? Discuss the qualifications for appointment of a person as independent director in a company. $4+8=12$

Or

- (b) Define 'Director'. Discuss how director is appointed. State his duties. $2+6+4=12$