

**2019**

**COMPANY LAW**

Paper : 5.2

Full Marks : 80

Time : Three hours

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

1. Answer the following questions :  $1 \times 10 = 10$

- (i) Which of the following clauses of the Memorandum of Association cannot be altered ?  
(Name clause/Liability clause)
- (ii) \_\_\_\_\_ are the company created by Special Act of the legislature.  
(Registered Company/Statutory Company)
- (iii) Per value of shares means the \_\_\_\_\_ value of the shares. (Face/Market)
- (iv) The dividend payable to \_\_\_\_\_ share holders is payable on fixed figure or per cent. (Equity/Preference)

*Contd.*

- (v) A company is known as the \_\_\_\_\_ company of another company, if it has control over that other company.  
(Holding/Subsidiary)
- (vi) Powers, rights, remuneration, qualification and duties of directors are discussed clearly in \_\_\_\_\_.  
(Memorandum/Articles of Association)
- (vii) A person cannot hold directorship in more than \_\_\_\_\_ public companies.  
(10/20)
- (viii) A fixed charge becomes floating charge, when a company goes into liquidation.  
(True/False)
- (ix) Proxies are not to be included while counting the Quorum of a meeting of a company.  
(True/False)
- (x) Section \_\_\_\_\_ deals with the CSR.  
(134/135)

2. Write short notes answers of the following :  
2×5=10

- (i) Write the differences between Holding and Subsidiary company.
- (ii) Legal position of a promoter.
- (iii) Write the differences between Share Certificate and Share Warrant.

(iv) Corporate Social Responsibility (CSR).

(v) Write the objectives of the SEBI.

3. Define "company". Discuss the characteristics of company. Distinguish it from partnership.  $2+5+5=12$

**Or**

What is meant by Private company? Write the differences between private company and public company, and explain, how a private company can be converted to a public company.  $2+6+4=12$

4. What do you mean by Incorporation of a company? Discuss the advantages and disadvantages of Incorporation of a company.  $4+8=12$

**Or**

State the Doctrine of *Ultra vires* with leading case laws.  $12$

5. Define prospectus. Write its main contents. Discuss the liabilities of inclusion of mis-statement or untrue statement of prospectus.  $4+4+4=12$

**Or**

“Majority share holder can do but Minority share holder can say”— Discuss with leading case laws. 12

6. What is Director Identification Number (DIN)? What are the procedures for appointment and removal of Directors of a company? Discuss the legal position of a Director of a company. 4+4+4=12

**Or**

Explain in details, the constitution, power and functions of the National Financial Reporting Authority (NFRA) as per Companies Act, 2013. 12

7. What is Winding Up? What are the circumstances under which a Company can be wound up? Discuss. 4+8=12

**Or**

When and how to constitute the Serious Fraud Investigation Office (SFIO)? Discuss its powers and functions as per Companies Act, 2013. 4+8=12



**2018**

**COMPANY LAW**

Paper : 5.2

Full Marks : 80

Time : Three hours

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

1. Fill in the blanks : 1×10=10

(i) The Companies Act, 2013 came into force on \_\_\_\_\_. (29th August, 2013/ 29th September, 2013).

(ii) A company can change its name as its own discretion by passing \_\_\_\_\_. (ordinary resolution/special resolution)

(iii) The companies which are formed under Special Act, those companies are called as \_\_\_\_\_. (statutory companies/ registered companies)

- (iv) Which of the following clause of the Memorandum of Association cannot be altered. (Name clause/liability clause)
- (v) The prospectus must be issued to the public within \_\_\_\_\_ days of its date. (60/90)
- (vi) Share premium amount is treated as the \_\_\_\_\_ capital of a company. (reserve/subscribed)
- (vii) Transmission of shares takes place by \_\_\_\_\_. (act of the parties/operation of Law)
- (viii) No person shall be appointed as a director of a company unless he or she has been allotted the Director Identification Number under section \_\_\_\_\_ of the Companies Act, 2013. (154/155)
- (ix) Section \_\_\_\_\_ deals with the corporate social responsibility. (131/135)
- (x) To prevent fraud, manipulation and bungling the Central Government is empowered to establish the National Financial Reporting Authority under section \_\_\_\_\_ of the Companies Act, 2013. (131/132)

2. Answer the following questions :  $2 \times 5 = 10$

- (i) Write *two* differences between Holding company and Subsidiary company.
- (ii) Write a short note on legal position of the promoter.
- (iii) Write briefly on piercing of corporate veil.
- (iv) Write *two* differences between floating charges and fixed charges.
- (v) What do you mean by Debenture?

3. Define 'company'. Discuss the characteristics of company. Distinguish it from partnership. 12

**Or**

Discuss the changes brought about by the Companies Act, 2013. 12

4. State the doctrine of ultra vires with leading case laws. 12

**Or**

Explain the doctrine of Constructive notice and Indoor management. 12

5. Define 'share'. What are different kinds of share that may be issued by a public company? Discuss the difference between transfer and transmission of share. 12

**Or**

Who can be a member of the company ?  
Discuss the different modes of acquisition  
of the membership, and their Rights, Duties  
and Liabilities. 12

6. How to constitute the National Financial  
Reporting Authority ? Discuss its power and  
functions. 12

**Or**

Who are Directors ? What is the procedure  
for appointment of Directors ? State the  
powers and functions of a Director. 12

7. Discuss the procedure of establishment of  
Serious Fraud Investigation Office (SFIO).  
Who are empowered to initiate prosecution  
against the company's officer ? Discuss the  
investigation power. 12

**Or**

Write notes on : **(any two)** 6×2=12

- (i) Security Exchange Board of India  
(SEBI)
- (ii) Voluntary winding up of a company
- (iii) Role of National Company Law Tribunal  
(NCLT)



Total number of printed pages—4

19 (V) CPLW 5·2

**2017**

**COMPANY LAW**

Paper : 5·2

Full Marks : 80

Time : Three hours

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

1. Answer the following questions :

1×10=10

(i) The Companies Act, 2013 consists of \_\_\_\_\_ sections. (470/480)

(ii) A company can change its name as its own discretion by passing \_\_\_\_\_.  
(ordinary resolution / special resolution)

(iii) “Men may come and men may go but the company exist”— this explains which characteristics of the company as per Act ?  
(Separate legal entity / Perpetual succession)

Contd.

- (iv) The Prospectus must be issued to the public within \_\_\_\_\_ days of its date. (60/90)
- (v) Share Premium amount is treated as the \_\_\_\_\_ capital of a company. (Reserve/Subscribe)
- (vi) Transmission of shares take place by \_\_\_\_\_ . (act of the parties/operation of law)
- (vii) \_\_\_\_\_ section deals with the Corporate Social Responsibility (CSR). (132/135)
- (viii) "Auditor is a watchdog of a company not a bloodhound". (True/False)
- (ix) Whether a floating charge is converted into a fixed charge. (Yes/No)
- (x) A person cannot hold directorship in more than \_\_\_\_\_ public companies. (15/20)

2. Answer the following questions :  $2 \times 5 = 10$

- (a) Write *two* differences between Company and Partnership.

(b) Lifting of corporate veil.

(c) Write difference between Share certificate and Share warrant.

(d) Corporate Social Responsibility.

(e) Role of the Company Law Appellant Tribunal.

3. Discuss the salient features of the Companies Act, 2013. 12

**Or**

Define "Company". Discuss the essential features of a company. Explain how a Private Company can convert to a Public Company.

4+4+4=12

4. What do you mean by Incorporation of a Company ? Discuss the advantages and disadvantages of incorporation of a company.

12

**Or**

Write an exhaustive note on Memorandum of Association and Articles of Association.

12

5. Define Prospectus. Write its main contents. Discuss the liabilities of inclusion of mis-statement or untrue statement of prospectus. 12

**Or**

“Majority must prevail is the principle of Company Management”— Discuss. 12

6. What are the procedures for appointment and removal of Directors of a Company ? Discuss the legal position of a Director of a Company. 12

**Or**

Explain in details the constitution, power and functions of the National Financial Reporting Authority. 12

7. How to constitute Serious Fraud Investigation Office (SFIO) ? Discuss, its power and functions. 12

**Or**

What are various modes of winding up of a company ? Discuss the consequences of winding up of a company. 12



Total number of printed pages-4.

**19 (Sem-V) CPLW 5.2**

**2016**

**COMPANY LAW**

Paper : 5.2

Full Marks : 80

Time : Three hours

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

1. Fill in the blanks : 1×10=10

(a) The Companies Act, 2013, came into force with effect from \_\_\_\_\_.  
(August 30, 2013 / April 30, 2013)

(b) The maximum number of members for a private company is \_\_\_\_\_.  
(50/200)

(c) The word 'debenture' is borrowed from the Latin term \_\_\_\_\_. (dabere / debere)

Contd.

- (d) DIN stands for \_\_\_\_\_. (*Director Identification Number / Director Identity Number*)
- (e) Companies Act, 2013, \_\_\_\_\_ distinction between members voluntary winding up and creditors voluntary winding up. (*makes / does not make*)
- (f) A public company may issue share warrant only in respect of \_\_\_\_\_ shares. (*Partly paid / fully paid*)
- (g) Companies Act, 2013, consists of \_\_\_\_\_ sections. (*470/471*)
- (h) Transfer of share is the \_\_\_\_\_ change of ownership of share between the parties. (*voluntary / involuntary*)
- (i) Section 2(5) of the companies Act, 2013 defines \_\_\_\_\_. (*Memorandum of Association / Articles of Association*)
- (j) The interval between two Annual General Meetings should not exceed \_\_\_\_\_ months. (*15/18*)

2. Write brief notes on :  $2 \times 5 = 10$

- (a) Public Company
- (b) Floating Charge
- (c) Red-Herring Prospectus
- (d) Promoter
- (e) Advisory Committee.

3. Define 'company'. Discuss the essential features of a company.  $4 + 8 = 12$

**Or**

"A company is a legal person and it has identity separate from the members comprising it"—Elucidate the statement with the help of judicial decisions. 12

4. What do you mean by 'mis-statement in prospectus'? Who are liable for such mis-statement? Discuss the nature and extent of their liability.  $2 + 3 + 7 = 12$

**OR**

Enumerate the formalities for incorporation of a public company. State the effect of incorporation.  $8 + 4 = 12$

5. Define 'Share' and 'Debenture' and trace out the differences between them. Can a debenture be converted into share ?

4+6+2=12

**OR**

Discuss the provisions as provided under the Companies Act, 2013, for prevention of oppression in a company.

6. Who is an 'Independent Director' ? Discuss the qualifications for appointment of a person as independent director in a company. State his term of office.

3+7+2=12

**OR**

Enumerate the grounds on the basis of which the Company Law Tribunal can pass order for winding up of a company. Discuss who can file the petition before the Tribunal for issuance of such winding up order. 7+5=12

7. Discuss the composition, role and function of National Company Law Tribunal. 12

**OR**

Write notes on :

6+6=12

(a) NCLAT

(b) Memorandum of Association.



Total number of printed pages-2

19 (3-II) CMLW (O)

**2015**

**COMPANY LAW**

**(Old Course)**

Full Marks : 80

Time : Three hours

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

***Answer any Five Questions***

1. What is Company ? Discuss the nature and characteristics of a company. 4+12=16
2. What do you mean by Articles of Association ? Distinguish between Memorandum of Association and Articles of Association. 8+8=16
3. Define Prospectus. Give its main contents. Discuss the liabilities of inclusion of misstatement or untrue statement in prospectus. 4+6+6=16

Contd.

4. Write explanatory notes on the following : 8+8=16

- a. Protection of minority against oppression and mismanagement.
- b. Modes of acquiring membership of a company

5. Who can be appointed as a Director ? Discuss the powers and functions of the Director of a company. 4+12=16

6. What do you mean by winding up of a company ? Discuss the procedure of winding up of a company. 4+12=16

7. Write notes on : **(any four)** 4×4=16

- a. Debentures
- b. Floating Charge
- c. Perpetual Succession
- d. Prospectus
- e. Security Exchange Board of India (SEBI)

**2014**

**COMPANY LAW**

**Paper : 5-2**

*Full Marks : 80*

Time : Three hours

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

1. Fill in the blanks : 10×1=10
- i. Registration of a company is \_\_\_\_\_  
(compulsory / optional).
  - ii. According to Companies Act, every public  
company must have at least \_\_\_\_\_  
directors (three / two).
  - iii. \_\_\_\_\_ seeks to protect the company  
against the outsider (rule of constructive  
notice / doctrine of indoor management).
  - iv. Prospectus is defined in \_\_\_\_\_ of the  
Companies Act [Sec 2(34) / Sec 2(36)].

*Contd.*

- v. In \_\_\_\_\_, it was recognized that in the eyes of Law Directors are agents of the company (*Ferguson v. Wilson / Elkington & Co v. Hurler*).
- vi. Debenture means a \_\_\_\_\_ which either creates a debt or acknowledges it (document / statement).
- vii. The Doctrine of Indoor Management was laid down in the case of \_\_\_\_\_ (*Lee v. Lee's Air Framing Ltd/ Royal British Bank v. Turquand*).
- viii. A debenture holder is a \_\_\_\_\_ of the company (member / creditor).
- ix. Procedure for registration of a company is defined under Sec. \_\_\_\_\_ of the Companies Act (33 / 32).
- x. An incorporated company \_\_\_\_\_ at the death or insolvency of individual members (dies / never dies).

2. Write brief note on :

2×5=10

- a) Perpetual succession.
- b) Floating charge.
- c) Official Liquidator.
- d) Debenture.
- e) Promoter.



3. What is a Company? Discuss the nature and characteristics of a company. 12

*Or*

"A company has an independent corporate existence". Are there any exceptions to this rule? Explain. 12

4. What is the procedure for incorporation of a company? Discuss the advantages and disadvantages of incorporation of a company. 8+4=12

*Or*

What do you mean by Memorandum of Association? Distinguish between Memorandum of Association and Articles of Association. 8+4=12

5. Define Prospectus. Give its main contents. Discuss the liabilities of inclusion of misstatement or untrue statement in prospectus. 2+5+5=12

*Or*

Write short notes on : (*any two*) 6+6=12

- a) Define share. Distinguish between transfer of share and transmission of shares.

- b) Modes of acquiring membership of a company. Discuss the rights of a shareholder under the company.
  - c) Share certificate. Distinguish share from stock.
6. What are the procedures for appointment and removal of Directors? Discuss the legal position of a director of a company. 12

*Or*

“The directors are mere trustees and agents of the company — trustees of the companies’ money and property, agents in transaction which they enter into on behalf of the company”. Comment. 12

7. What are the various modes of winding up of a company? Discuss the consequences of winding up. 12

*Or*

Write notes on :

- a) Role of National Company Law Tribunal (NCLT).
- b) Security Exchange Board of India (SEBI).

*Total number of printed pages—4*

**19 (5) CPLW 5.2**

**2014**

**COMPANY LAW**

**Paper : 5.2**

*Full Marks : 80*

**Time : Three hours**

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

1. Fill in the blanks : 10×1=10
- i. Registration of a company is \_\_\_\_\_  
(compulsory / optional).
  - ii. According to Companies Act, every public  
company must have at least \_\_\_\_\_  
directors (three / two).
  - iii. \_\_\_\_\_ seeks to protect the company  
against the outsider (rule of constructive  
notice / doctrine of indoor management).
  - iv. Prospectus is defined in \_\_\_\_\_ of the  
Companies Act [Sec 2(34) / Sec 2(36)].

*Contd.*

- v. In \_\_\_\_\_, it was recognized that in the eyes of Law Directors are agents of the company (*Ferguson v. Wilson / Elkington & Co v. Hurler*).
- vi. Debenture means a \_\_\_\_\_ which either creates a debt or acknowledges it (document / statement).
- vii. The Doctrine of Indoor Management was laid down in the case of \_\_\_\_\_ (*Lee v. Lee's Air Framing Ltd/ Royal British Bank v. Turquand*).
- viii. A debenture holder is a \_\_\_\_\_ of the company (member / creditor).
- ix. Procedure for registration of a company is defined under Sec. \_\_\_\_\_ of the Companies Act (33 / 32).
- x. An incorporated company \_\_\_\_\_ at the death or insolvency of individual members (dies / never dies).

2. Write brief note on :

2×5=10

- a) Perpetual succession.
- b) Floating charge.
- c) Official Liquidator.
- d) Debenture.
- e) Promoter.



3. What is a Company ? Discuss the nature and characteristics of a company. 12

*Or*

“A company has an independent corporate existence”. Are there any exceptions to this rule ? Explain. 12

4. What is the procedure for incorporation of a company ? Discuss the advantages and disadvantages of incorporation of a company. 8+4=12

*Or*

What do you mean by Memorandum of Association? Distinguish between Memorandum of Association and Articles of Association. 8+4=12

5. Define Prospectus. Give its main contents. Discuss the liabilities of inclusion of misstatement or untrue statement in prospectus. 2+5+5=12

*Or*

Write short notes on : (*any two*) 6+6=12

- a) Define share. Distinguish between transfer of share and transmission of shares.

- b) Modes of acquiring membership of a company. Discuss the rights of a shareholder under the company.
  - c) Share certificate. Distinguish share from stock.
6. What are the procedures for appointment and removal of Directors? Discuss the legal position of a director of a company. 12

*Or*

- “The directors are mere trustees and agents of the company — trustees of the companies’ money and property, agents in transaction which they enter into on behalf of the company”. Comment. 12
7. What are the various modes of winding up of a company? Discuss the consequences of winding up. 12

*Or*

Write notes on :

- a) Role of National Company Law Tribunal (NCLT).
- b) Security Exchange Board of India (SEBI).