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19 (V) CPLW 5-2

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: 1×10=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