

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 : 2×5=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.