

Total number of printed pages-4

19 (V) CPLW 5-2

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)

Contd.

- (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. 2×5=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)