

57/10 8th Sem

Total number of printed pages-4

19 (8) CPLW 8-1

2017

COMPANY LAW

Paper : 8-1

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 Companies Act 2013 came into force with effect from received the assent of the President of India on _____ August, 2013. (29th/30th)
 - b) The Companies Act, 2013 is divided into 29 chapters containing _____ sections. (395/470)
 - c) The doctrine of indoor management had its origin in a famous case _____. (Royal British Bank v. Turquand/Lee v/ Lee's Farming Ltd.)
 - d) Registration of a Company is _____. (compulsory/optional)

Contd.

- e) Prospectus must be issued within _____ days of its-registration. (60/90)
- f) The shares of a _____ company can be freely transferable.
(private/public)
- g) Auditors act as agent of _____.
(shareholders/directors)
- h) The liability of shareholders of a public company is limited to the _____.
(amounts called up/paid up value of shares)
- i) DIN represents _____.
(Director Identification Number/Direct Identification Number).
- j) The Central Government has constituted National Company Law Tribunal under section _____ of the Companies Act, 2013. (405/408)

2. Write short notes on : 2×5=10

- I. Distinction between Company and Partnership
- II. Object Clause
- III. Share Certificate
- IV. Fixed Charge
- V. SEBI.

3. "A company is an artificial person created by law, having a separate entity with a perpetual succession." Discuss the above statement and explain the characteristics of a company. 12

Or

What is a Company ? Point out the differences between the Public Company and Private Company. State the procedure to convert a private company into public company. 2+5+5=12

4. Explain the doctrine of *Ultra-Vires*. What are the effects of *Ultra-Vires* agreement ? 8+4=12

Or

Write explanatory notes on : 6+6=12

- a. Doctrine of indoor management
- b. Articles of association.

5. "Majority must prevail is the principle of company management". Discuss the Majority Rule with its exceptions. 12

Or

Define Prospectus. Give its main contents. Examine the liabilities of inclusion of untrue statements in prospectus. 2+5+5=12

6. Define Debentures and enumerate its features. What are the different classes of debenture ? $2+4+6=12$

Or

Answer the following : $6+6=12$

- I. "Auditors are watch dogs and not blood hounds" — Discuss.
- II. Discuss the Procedure of appointment of an Auditor.

7. Explain the following : $6+6=12$

- a. Company Law Tribunals
- b. National Company Law Appellant Tribunal.

Or

What do you mean by voluntary winding up? Discuss the procedure for voluntary winding up. When can a company be wound up by an order of the Tribunal ?

$2+6+4=12$