45-48

Total number of printed pages–8

19 (SEM–V) LLB 5·2

2025

COMPANY LAW

Paper : 5·2

(New Course)

Full Marks : 80

Pass Marks : 36

Time : Three hours

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

1. Choose the correct answer : 1×10=10

(a) The companies Act, 2013 is divided into _____ Chapters. *(29/30)*

(b) _____ means a company whose principal business is the acquisition of shares, debentures or other securities. *(Producer Company/Investment Company)*

(c) When a company changes its name or obtains a new name, it shall within _____ days from the date of such change give notice of the change to the Registrar of companies. *(10/15)*

(d) A company may change its registered office on the authority of ____ resolution passed by the company.

(ordinary/special)

(e) No instrument of transfer is required in case of transmission of shares.

(True/False)

(f) Section ______ of the companies Act, 2013 provides that every company other than a OPC is required to hold an AGM every year. *(95/96)*

(g) The National Financial Reporting Authority is a quasi judicial body.

(True/False)

(h) The CSR committee shall consist of three or more directors out of which one director shall be a _____ director.

(woman/independent)

(i) The President and every other member of the NCLT shall hold office for _____ years from the date on which he enters upon his office. *(5/10)*

(j) Chapter _____ of the SEBI, Act 1992 provides for the establishment of the Securities and Exchange Board of India.

(II/III)

2. Answer in short : 6 $2 \times 5 = 10$

(a) State *two* differences between a company and corporation.

(b) Define promoter.

(c) State *two* differences between share certificate and a share warrant.

(d) Mention *two* powers of the Audit commitee.

(e) State *two* functions of SEBI.

3. Explain the features of separate legal entity in a company with reference to Salomon *v.* Salomon and Co. Ltd. 12

OR

Explain the doctrine of lifting of or piercing the corporate veil as provided in the Companies Act, 2013. 12

4. Write short notes on : 9 $6+6=12$

(a) Doctrine of Ultra vires 4

(b) Doctrine of Indoor Management 5

OR

Elaborate the clauses of MoA and its process of alteration. $6+6=12$

5. Write short notes on : 6+6=12

(a) Duties of a Director

(b) Shares

OR

Define prospectus. Explain the types of prospectus. What is the liability for untrue statement in the prospectus. 6 2+5+5=12

6. Write an elaborate note on debentures. 12

OR

Write notes on : 6+6=12

(a) CSR 3

(b) NFRA 4

7. Explain the process of winding up under the Companies Act, 2013. 7 12

Or

Write notes on : 4×3=12

(a) Merger of a company

(b) Serious Fraud Investigation Office

(c) Powers of official liquidator

19 (SEM-5) COL 5·2 (N)

2024

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 ________. *(30th August, 2013/ 29th September, 2013)*

(ii) Section __________ deals with the corporate social responsibility. *(131/135)*

(iii) Transmission of shares takes place by ________. *(act of the parties/operation of law)*

(iv) The Companies Act, 2013 consists of __________ sections. *(470/480)*

(v) Section ______ deals with the corporate social responsibility (CSR). *(132/135)*

(vi) "Auditor is a watchdog of a company not a bloodhound." *(True/False)*

(vii) The interval between two Annual General Meetings should not exceed ________ months. *(15/18)*

(viii) A public company may issue share warrant only in respect of ________ shares. *(partly paid/fully paid)*

(ix) DIN stands for __________. *(Director Identification Number/Director Identity Number)*

(x) Prospectus must be issued within ________ days of its registration. *(60/90)*

2. Write brief notes on : 2×5=10

(a) One-person company

(b) SEBI

(c) Fixed charge

(d) Differences between holding company and subsidiary company

(e) Legal position of the promoter

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

Or

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

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 Article of Association.

5. Define 'Share' and 'Debenture' and trace out the difference between them. Can a debenture be converted into share. 4+6+2=12

Shuh

Or

Discuss the provisions as provided under the Companies Act, 2013, for prevention of oppression in a Company. 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 detail the constitution, power and functions of the National Financial Reporting Authority.

7. Define director. What is 'qualification share'? Enumerate the disqualifications provided under the Companies Act for appointment of director. 2+2+8=12

Or

Write notes on the following : 6+6=12

(a) National Company Law Appellate Tribunal (NCLAT)

(b) Memorandum of Association

Total number of printed pages–4

19 (V) CPLW 5·2

2023

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 Joint Stock Companies Act, 1850 was based on the English Companies Act ______. *(1844/1848)*

(ii) Memorandum of Association is mandatory for all types of companies. *(True/ False)*

(iii) The Doctrine of Indoor Management had its origin in a famous case of ______. *(Kotla Venkataswamy vs. Rammurthy/ Royal British Bank vs. Targuand)*

Contd.

(iv) Debenture is an acknowledgement of ______ by the company. (debt/credit)

(v) Issue of prospectus by a company is to be treated as an ______ (offer/invitation to offer)

(vi) A floating charge can convert to fixed charge. (True/False)

(vii) There can be a maximum interval of ______ months between two Annual General Meetings of the company. (12/24)

(viii) Transmission of shares takes place by ______ (act of the parties/operation of law)

(ix) Any person aggrieved by an order of NCLT may prefer an appeal to the Appellate Tribunal within a period of ______ days from the date of the order. (45/60)

(x) Section ______ deals with establishment of the National Financial Reporting Authority (NFRA) of the Companies Act, 2013. (131/132)

2. Write short note on : 2×5=10

(i) Government company

(ii) Share warrant

(iii) Lifting of corporate veil

(iv) DIN

(v) Liquidator

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

Or

Discuss the Historical Background and changes brought about by the Companies Act, 2013.

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

Or

Write notes on : 6×2=12

(i) Doctrine of ultra vires

(ii) Legal position of promoter

5. Discuss prospectus in detail and explain the civil and criminal liabilities for misstatements in prospectus. 12

Or

"A company is a democratic institution in which the majority have a right to control the company." Do you support this statement ? Give your comments on the rule laid down in Foss vs. Horbottle case.

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

Or

Who are 'Directors' ? What are the qualifications and procedures for appointment of Directors ? State its powers and functions of a Director.

7. Discuss in detail of winding up of a company and its consequences. 12

Or

Write notes on : 6×2=12

(i) Serious Fraud Investigation Office (SFIO)

(ii) Security Exchange Board of India (SEBI) and its functions.

Total number of printed pages–4

19 (5) CPLW 5.2

2022

(Held in 2023)

COMPANY LAW

Paper : 5.2

Full Marks : 80

Time : Three hours

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

1. Choose the correct options of the following : 1×10=10

   (i) "Men may come and men may go but the company exists." This explains which characteristics of the company as per Act. *(Separate legal entity/ Perpetual succession)*

   (ii) A company can change its name at its own discretion by passing ______.
   (ordinary resolution/ special resolution)

   (iii) The prospectus must be issued to the public within _____ days of its date. *(60/ 90)*

Contd.

(iv) According to section ________ of the Companies Act, 2013, every company other than one-percent company shall hold *at least one* meeting of its share holders in addition to any other meeting in each calender year. This meeting is known as annual general meeting.

(96/166)

(v) Whether fixed charge is converted to a floating charge ? (Yes/No)

(vi) Transmission of shares takes place by ________.

(act of the parties/operation of law)

(vii) No person shall be appointed as a director of a company unless he/she has been allotted the DIN under section ______ of the Companies Act, 2013.

(154/155)

(viii) Section 134 of the Companies Act, 2013 deals with corporate social responsibility (CSR). (True/False)

(ix) Section ____ deals with establishment of the National Financial Reporting Authority (NFRA) of the Companies Act, 2013. (131/132)

(x) Section _____ deals with winding up of the companies by Tribunal of its special resolution under the Companies Act, 2013. (271/272)

2. Write on the following : 2×5=10

(i) Concept of dividend

(ii) Statutory company

(iii) Lifting of corporate veil

(iv) Two differences between share and stock

(v) Main objectives of the SEBI

3. Define company. "A company has an independent corporate existence." Explain. Are there any explanation ? 12

Or

What is meant by public company ? Write the differences between private company and public company and explain how a private company can be converted to a public company.

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

Or

What do you mean by Memorandum of Association ? Distinguish it from Articles of Association.

5. "Majority share holder can do but minority share holder can say." Discuss with leading case laws. 12

Or

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

6. Who is a director ? What are the procedure for appointment and removal of a director of a company ? Discuss the legal position of the director of a company. 12

Or

"Auditor is a watch dog of a company not a blood hund." Discuss it. Write the rights and duties of the auditor in a company.

7. How to constitute the Serious Fraud Investigation Office (SFIO) ? Discuss the powers and functions of this office. 12

Or

Write notes on : *(any two)* 6×2=12

(i) Various modes of winding up of a company

(ii) Role of National Company Law Tribunal (NCLT)

(iii) Role of company registrar

Total number of printed pages–4

19 (V) CPLW

2021

(Held in 2022)

COMPANY LAW

Paper : 5·2

Full Marks : 80

Time : Three hours

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

1. Choose the correct option of the following : 1×10=10

(i) _______ are the company created by Special Act of the Legislature. *(Registered company/ Statutory company)*

(ii) Share premium amount is treated as the _______ capital of a company. *(reserve/ subscribe)*

(iii) Section _______ deals with the corporate social responsibility (CSR). *(134/ 135)*

(iv) Par value of share means the _______ value of the shares. *(face/ market)*

Contd.

(v) The dividend payable to ______ share-holders is payable on fixed figure or per cent. *(equity/preference)*

(vi) ______ of the Memorandum of Association cannot be altered. *(Name clause/Liability clause)*

(vii) While keeping in view to prevent fraud, manipulation and bungling, the Central Government is empowered to establish the National Financial Reporting Authority (NFRA) as under section ______ of the Companies Act, 2013. *(131/132)*

(viii) Under section ______ of the Companies Act, 2013 lays down the procedure for removal of a director. *(168/169)*

(ix) The debenture holders are entitled to fixed rate of interest, whether the company runs on profit or loss. *(True/False)*

(x) The Companies Act, 2013 consists of ______ sections. *(470/480)*

2. Answer the following questions : 2×5=10

(i) Corporate Social Responsibility.

(ii) What do you mean by Debenture ?

(iii) Role of the National Company Law Tribunal.

(iv) Statutory company.

(v) Objectives of the SEBI.

3. Define Company. Discuss the essential features of a company. Write differences between company and partnership. 4+4+4=12

Or

Discuss the salient features of the Companies Act, 2013. 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

Discuss the doctrine of indoor management and the doctrine of constructive notice with relevant case laws. 12

5. Define prospectus. Write its main contents. Discuss the liabilities of inclusion of mis-statement or untrue statement of prospectus. 3+6+3=12

Or

"Majority must prevail is the principle of company management." Discuss. 12

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

Or

What are the procedures for appointment and removal of directors of a company ? Discuss the legal position of a director of a company. 6+6=12

7. Define winding up. What are the various modes of winding up of a company ? Discuss the consequences of winding up. 3+6+3=12

Or

How to constitute serious fraud investigation office (SFIO) ? Discuss its power and functions. 12

True False

Total number of printed pages–4

19 (Y) 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 (152) (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

Total number of printed pages–4

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)

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 : 2×5=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