

**NRT/KS/19/7513**

**Second Semester LL.B. Three Years Course (C.B.S.) Examination**

**COMPANY LAW**

**Compulsory Paper—5**

Time : Three Hours]

[Maximum Marks : 80

**Note :—** (1) **ALL** questions are compulsory.

(2) Section A consists of **10** marks.

Section B consists of **30** marks.

Section C consists of **40** marks.

(3) Follow the instructions given in each Section.

**SECTION—A**

1. Choose the correct alternatives (any *ten*) :—

1×10=10

(i) \_\_\_\_\_ carries out the winding up proceeding.

(a) Liquidator

(b) Solicitor

(c) Contributory

(d) Tribunal

(ii) The term 'company' is defined under which section of the Companies Act, 1956 ?

(a) Sec. 3(1)

(b) Sec. 4(2)

(c) Sec. 2(4)

(d) Sec. 1(3)

(iii) Which company's shares can be freely transferred ?

(a) Private company

(b) Public company

(c) Both (a) and (b)

(d) None of the above

(iv) Sec. 12 of the Companies Act, 1956 deals with :

(a) Incorporation

(b) Share capital

(c) Number of directors

(d) Shareholders

(v) The address of the registered office of the company must be notified to the registrar within \_\_\_\_\_ days of registration, if it is not done at the time of incorporation.

(a) 15

(b) 30

(c) 60

(d) 45

(vi) The articles of association needs to be signed by :

(a) All proposed directors

(b) Registrar

(c) Subscribers of memorandum

(d) None of the above

- (vii) “Men may come and men may go out but the company exists.” This explains which characteristics of company as per Companies Act, 1956 :
- (a) Separate legal entity (b) Perpetual succession  
(c) Capacity to sue (d) None of the above
- (viii) \_\_\_\_\_ can not give invitation to the public to subscribe for any share in or debentures of the company.
- (a) Subsidiary company (b) Statutory company  
(c) Private company (d) Registered company
- (ix) For how many months the company can continue its business u/s 45 of Companies Act ?
- (a) 1 (b) 2  
(c) 5 (d) 6
- (x) If minimum subscription is not received, application money should be refunded within \_\_\_\_\_ days.
- (a) 20 (b) 25  
(c) 30 (d) 10
- (xi) A contributory is :
- (a) A creditor (b) A shareholder  
(c) A debentureholder (d) A convertible debentureholder
- (xii) Doctrine of indoor management is an \_\_\_\_\_ to the doctrine of constructive notice.
- (a) Exception (b) Alternative  
(c) Extension (d) All of the above
- (xiii) \_\_\_\_\_ conceives the idea of business.
- (a) Promoters (b) Director  
(c) Auditor (d) None of the above
- (xiv) “Ultra Vires” means :
- (a) Beyond the power (b) With the power  
(c) Both of the above (d) None of the above
- (xv) The most important document of a company is its \_\_\_\_\_.
- (a) Prospectus (b) Annual Report  
(c) Memorandum of Association (d) Articles of Association.

### SECTION—B

**Note :—** Both the questions in this section are compulsory.

2. Explain any *three* of the following :— 5×3=15
- (a) What are the characteristics of a company ?
  - (b) Explain in brief statutory restriction on allotment of shares.
  - (c) What do you mean by oppression and mismanagement ?
  - (d) What are the duties and power of tribunal in case of reconstruction and amalgamation ?
3. Write short notes on any *three* :— 5×3=15
- (a) Powers of liquidator
  - (b) Statement in lieu of prospectus
  - (c) Registration of company
  - (d) Duties of director.

### SECTION—C

**Note :—** Answer any *five* questions of the following. 8×5=40

- 4. Explain doctrine of ultra vires and consequences of ultra-vires transactions.
- 5. Discuss doctrine of indoor management and exceptions to it.
- 6. Discuss Buy-Back of shares under Sec. 77-A and further issue after Buy-Back
- 7. Elaborate rule in Foss-vs-Harbottle and exceptions to it.
- 8. Differentiate between amalgamation and reconstruction.
- 9. Discuss types of winding up of a company in detail.
- 10. Explain the procedure of registration and certificate of incorporation of a company.
- 11. Discuss appointment of director. Also explain his powers and position in a company.