

AU-7081

B.A.LL.B/B.Com.LL.B (Fifth Semester)

Examination, 2014

Company Law

Time Allowed: Three hours

Maximum Marks: 80

Note: Attempt questions of all three sections as directed
Distribution of marks is given with sections.

Section-A

(Objective Type Questions)

15*2=30

Note: Attempt all questions. Each question carries 2 marks

1. Choose the correct answer:

- (i) (c) section 2(20) of Companies Act, 2013
- (ii) (c) section 2(23) of Companies Act, 2013
- (iii) (a) Ashbury Railway Carriage and Iron Co. Ltd. v. Riche
- (iv) (b) concession theory
- (v) (d) Section 14 of Companies Act, 2013
- (vi) (a) 30 days
- (vii) (c) Section 32 of Companies Act, 2013
- (viii) (c) Section 152 of Companies Act, 2013
- (ix) (c) Creditor's meeting
- (x) (c) register and bearer
- (xi) (d) 90 days
- (xii) (b) Board of directors
- (xiii) (d) all of the above
- (xiv) (b) 15 months
- (xv) (c) Articles

Section-B
(Short Answer Type Questions)

5*4=20

2. Pre- incorporation contracts

- Meaning
- Parties to the contract
- Whether a company can be held liable for contracts which were made before its incorporation
- Case laws

3. Difference between Public and Private Company

- Define public and private company
- Point of differences
 - a. minimum no. of members
 - b. maximum no. of members
 - c. commencement of business
 - d. invitation to public
 - e. transferability of shares
 - f. no. of directors

4. Civil liability for misrepresentation in Prospectus

- Introduction
- Civil liability for misrepresentation in prospectus- Section 35
- Remedies against misrepresentation in prospectus
- Case laws

5. Perpetual Succession (unique characteristic of a company)

- Meaning and definition- according to section 9
- Perpetual succession means that a company's existence persists irrespective of the change in the composition of its membership
- Case laws

6. What do you mean by a Legal Person?

- Why a company cannot be treated as a citizen of India?
- Whether citizenship is available to individuals or natural persons only and not to juristic persons
- Case laws

a. Tata Engineering Co. v. State of Bihar

b. R.C. Cooper v. UOI

7. Memorandum of Association

- Definition- Section 2(56)
- Meaning
- Purpose of MOA
- Contents
 - a. name clause
 - b. registered office clause
 - c. objects clause
 - d. limited liability clause
 - e. capital clause
 - f. association clause

8. Articles of Association and Memorandum of Association

- Meaning and Definition of Articles of Association and Memorandum of Association
- Contents of Articles and Memorandum of Association are Constructive Notice to outsiders
- Case laws

Section-C
(Long Answer Type Questions)

2*15=30

9. Meetings

- Introduction
- Meaning
- Definition
- Need for Meetings
- Classification according to Companies Act, 2013
- a. General Meeting
 - Annual general meeting- section 96
 - Consequences of failure to hold Annual general meeting
 - Purpose of AGM
 - Extra ordinary meetings- section 100
 - by Board of Directors
 - by the requisition of its members on the failure of the board

b. Class meetings

- Creditor's meeting
- Debenture-holder's meeting
- Board of director's meeting
- Requisites of a valid meeting
- Rules relating to notices
- Meaning and definition of Proxy- Section 105
- Case laws
- Conclusion

10. Winding Up

- Introduction
- Definition
- Modes of winding up- Section 270
- a. by the Tribunal- Section 271
- b. Voluntary Winding up
 - Who may file a petition for winding up?
 - Circumstances under which a company may be wound up by the Tribunal
 - Circumstances under which a company may be wound up voluntarily
 - Procedure
 - Who is a Liquidator?
 - Powers of Liquidator

- Consequences of winding up order
- a. consequences as to shareholders/members
- b. consequences as to creditors
- c. consequences as to servants and officers
- d. consequences as to proceedings against the company
- e. consequences as to costs

- Case laws

- Conclusion

11. Promoter

- Introduction

- Meaning

- Definition- section 2(69)

-Legal position of a Promoter

- Role of a Promoter

- Rights of a Promoter

- Liabilities of a Promoter

- When does liability of Promoters commence?

- Formalities which has to be complied with in order to incorporation certificate

-Case laws

- Conclusion