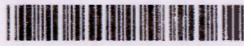


GOA UNIVERSITY, GOA
G.R. KARE COLLEGE OF LAW, MARGAO, GOA
LL.B.(HONS) SEM VII

COMPANY LAW

APRIL 2013,
OCT 2012,
APRIL 2012,
OCT 2011,
April 2011,
OCT 2010,
APRIL 2010,
OCT 2009,
APRIL 2009,
OCT 2008,
APRIL 2008,
OCT 2007,
APRIL 2006 (HALF)
OCT 2006,
OCT 2005,
APRIL 2005,
OCT 2004,
APRIL 2004
OCT 2003,
APRIL 2003,
OCT 2002,
APRIL 2002

lib



TNY – 116

**LL.B. (Hons.) (Sem. – VII) Examination, October 2013
COMPANY LAW**

Duration : 3 Hours

Total Marks : 75

- Instructions:** i) Answer **any four** questions from Q. No. 1 to 6.
ii) Answer **any four** questions from Q. No. 8 to 13.
iii) Q. No. 7 and 14 are **compulsory**.

SECTION – I

(4×8=32)

1. What are the advantages of incorporation of a company ?
2. Explain the position of pre-incorporation contracts.
3. Discuss the importance of object clause of a company.
4. State the binding force of Memorandum and articles.
5. What are the exceptions to the doctrine of Indoor Management ?
6. Discuss the general principles of allotment of shares.
7. Write note on **any two** : **(2×3=6)**
 - a) Demat transfer
 - b) Underwriting commission
 - c) Expert's consent.

SECTION – II

(4×8=32)

8. What do you mean by Lien on shares ? Enumerate its effects.
9. Explain the position of Director in a company.
10. State the matters to be set out in a statutory report.
11. Explain the need and importance of Debenture Trust Deed.
12. "There are certain acts which no majority of shareholders can approve or affirm".
Comment.
13. State the distinction between public limited company and government company.
14. Write short note on **any two** : **(2×2.5=5)**
 - a) Inability to pay debt
 - b) Audit committee
 - c) SEBI.



TNY – 114

LL.B. (Hons.) (Semester – VII) Examination, April 2013
COMPANY LAW

Duration : 3 Hours

Total Marks : 75

- Instructions :** 1) Answer any four questions from Q.No. 1 to 6.
2) Answer any four questions from Q.No. 8 to 13.
3) Question No. 7 and 14 are compulsory.

PART – I

1. When court may disregard the corporate entity principle ? (4×8=32)
2. What is the importance of certificate of incorporation ?
3. Briefly discuss the procedure involved in change of registered office of a company.
4. State the exceptions to the doctrine of 'indoor management'.
5. What are the defences that directors may take for false representation made in prospectus.
6. Explain the duties and liabilities of promoters.
7. Write note on any two :
 - a) Proxy
 - b) Quorum
 - c) Guarantee company. (2×3=6)

PART – II

8. What are the object and effect of share certificate ? (4×8=32)
9. Explain the important requisites of a valid call on share.
10. State the qualifications of directors.
11. When can an extra ordinary general meeting can be called ?

P.T.O.



- 12. Discuss the qualifications of auditors.
 - 13. What is the need and importance of debenture trust deed ?
 - 14. Write note on **any two** :
 - a) Winding up by special resolution
 - b) Government company
 - c) Commercial insolvency.
- (2×2.5=5)**

PART – I

- 1. When can you disregard the corporate entity principle ? (4×8=32)
 - 2. What is the importance of certificate of incorporation ?
 - 3. Briefly discuss the procedure involved in change of registered office of a company.
 - 4. State the exceptions to the doctrine of indoor management.
 - 5. What are the duties that directors may take for false representation made in prospectus.
 - 6. Explain the duties and liabilities of promoters.
 - 7. Write note on any two :
 - a) Proxy
 - b) Quorum
 - c) Guarantee company
- (2×3=6)

PART – II

- 8. What are the object and effect of share certificate ? (4×8=32)
- 9. Explain the important requisites of a valid call on share.
- 10. State the qualifications of directors.
- 11. When can an extra ordinary general meeting can be called ?



18/10/2012

TNY - 114

LL.B. (Hons.) (Semester - VII) Examination, October 2012
COMPANY LAW

Duration : 3 Hours

Total Marks : 75

- Instructions :** I) Answer any four questions from Q. No. 1 to 6.
II) Answer any four questions from Q. No. 8 to 13.
III) Q. No. 7 and 14 are **compulsory**.

PART - A

(4×8=32)

1. 'Company is a distinct legal person existing independent of its members'
Comment.
2. Discuss the consequences in the event of reduction of membership of a company below statutory limit.
3. State the importance of pre incorporation contract and ratification of pre-incorporation contract.
4. Discuss the binding force of memorandum and articles of a company.
5. What are the documents to be submitted along with prospectus for registration ?
6. Discuss the duties and liabilities of promoters.
7. Write short note on any two : **(2×3=6)**
 - a) Transmission of share
 - b) Bonus share
 - c) Debenture.

PART - B

(4×8=32)

8. What are the statutory restrictions on allotment of shares ?
9. How to become member of a company ?

P.T.O.

18/10/2018

TNY - 114



10. Directors are trustees of the company and not of individual shareholders.
Comment.

11. Explain the content of statutory report.

12. How investor education and protection fund is created ?

13. Discuss the consequences of unauthorised borrowing.

14. Answer any two :

a) Disqualification of debenture trustees.

b) Fraud on minority.

c) Guarantee company.

(2x 2.5=5)

PART - B

(2x3=6)

(4x3=12)

P.T.O.

16/4/12
Monday

TNY - 37

LL.B. (Hons.) (Semester - VII) Examination, April 2012

COMPANY LAW

Duration : 3 Hours

Total Marks : 75

Instructions: i) Answer **any four** questions from Q. No. 1 to 6.

ii) Answer **any four** questions from Q. No. 8 to 13.

iii) Q. No. 7 and 14 are **compulsory**.

SECTION - I

1. Explain the procedure for, registration of a company. (4×8=32)
2. Discuss the circumstances under which the corporate veil of the company can be lifted by the court.
3. What is an ultra vires transaction ? What would be the consequences of such a transaction.
4. Explain the following :
 - a) Statement in lieu of Prospectus
 - b) Public Issue
5. What is forfeiture of shares ? State the essentials of a valid forfeiture.
6. Explain briefly the criminal liability for misrepresentation in the prospectus.
7. Write short notes on **any two** : (2×3=6)
 - a) Share certificate.
 - b) Principle laid down in Solomon's case
 - c) Dividend.

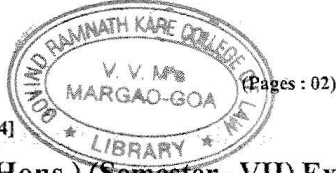


SECTION - II

8. What is the role of a chairman in the Annual General Meeting ? (4×8=32)
9. Explain briefly the position of Directors and organs of body corporate.
10. Highlight the main provisions provided by the Companies Act, 1956 with respect to prevention of oppression and mismanagement.
11. What are debentures and how do debenture holders differ from shareholders ?
12. Explain the different kinds of companies under the Companies Act, 1956.
13. What are the powers of a liquidator in the compulsory winding up of a company.
14. Answer **any two** : (2×2.5=5)
- a) Brokerage
 - b) Quorum
 - c) Deadlock

B - 469

[Total No. of Questions : 14]



TNY - 114

LL.B. (Hons.) (Semester - VII) Examination, October - 2011

COMPANY LAW

Duration : 3 Hours

Total Marks : 75

- Instructions :*
- 1) Answer any four Questions from Q. No. 1 to 6.
 - 2) Answer any four questions from Q. No. 8 to 13.
 - 3) Question No. 7 and 14 are compulsory.

SECTION - I

- Q1)** Company can neither sue nor be sued on Pre-Incorporation contracts. Explain.
- Q2)** Briefly explain the principle laid down in solomon's case.
- Q3)** What are the remedies available to a person who is induced to purchase shares by misrepresentation in the prospectus?
- Q4)** Explain the following :
- a) Doctrine of Constructive Notice.
 - b) Doctrine of Indoor Management.
- Q5)** What are the legal requirements as to a "Name Clause" in the Memorandum of Association.
- Q6)** Explain the powers and functions of promoters.
- Q7)** Write short notes on any two : [2 × 3 = 6]
- a) Lien on shares.
 - b) Procedure for attestation of objects.
 - c) Abridged prospectus.

SECTION - II

- Q8)** Explain the importance of a Statutory Meeting.
- Q9)** Enumerate briefly the powers and duties of Directors in a Company.
- Q10)** What do you understand by "Crystallisation of floating charge"? Explain with the help of case-laws.

P.T.O.

Q11) Explain the powers of inspectors to facilitate the process of investigations.

Q12) What is a "Public Company"? Can a Public Company get Converted into a private company?

Q13) State the circumstances under which tribunal can pass an order for compulsory winding up of the company.

Q14) Write notes on any two : [2 × 2.5 = 5]

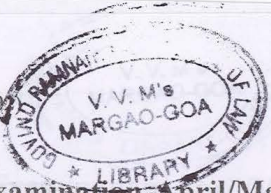
- a) Contributories.
- b) Illegal association.
- c) Minutes.

XXXX

XXXX

G - 212

(Pages : 02)



TNY - 114

[Total No. of Questions : 14]

LL.B. (Hons.) (Semester - VII) Examination, April/May 2011

COMPANY LAW

Duration : 3 Hours

Total Marks : 75

- Instructions :**
- 1) Answer any Four questions from Q.No. 1 to 6.
 - 2) Answer any Four questions from Q.No. 8 to 13.
 - 3) Question No. 7 & Question No. 14 are compulsory.
 - 4) Figures to the right indicate maximum marks.

SECTION - I

- Q1)** Discuss the circumstances under which the corporate veil of the company can be lifted by the court. [8]
- Q2)** Explain fully the doctrine of Indoor Management with exceptions. [8]
- Q3)** Company can neither sue nor be sued on Pre-Incorporation contracts. Discuss. [8]
- Q4)** Explain the various modes of becoming a member in the company. [8]
- Q5)** What are the remedies available to a person who is induced to purchase shares by misrepresentation in the prospectus? [8]
- Q6)** What is forfeiture of shares? State the essentials of the valid forfeiture. [8]
- Q7)** Write short notes on **any two**: [6]
- a) Certificate of incorporation.
 - b) Promoter.
 - c) Dividend.

P.T.O.

- Q8)** Explain the position of individuals in international law.
- Q9)** What is nationality? Explain its significance.
- Q10)** Explain the development of international law through the International Court of Justice.
- Q11)** Explain territorial jurisdiction and its exceptions.
- Q12)** Explain the concepts of extradition and rendition.
- Q13)** Explain what is meant by “International Bill of Rights”. Mention the salient features of the instruments referred to as “International Bill of Rights”.
- Q14)** Name and explain the basic principles of international law.





TNY - 114

LL.B. (Hons.) (Sem. - VII) Examination, October 2010
COMPANY LAW

Duration : 3 Hours

Total Marks : 75

SECTION - I

Instructions : 1) Question No. 7 is compulsory.

2) Answer any 4 from Q. No. (1 to 6).

1. Define Company. What are the advantages of Incorporation of a Company? 8
2. Explain the various clauses in Memorandum of Association. 8
3. Define Prospectus. Briefly state the contents of the Prospectus. 8
4. Who is the Promoter? What are his duties and Liabilities? 8
5. Define Share Certificate. State the objects and effects of Share Certificate. 8
6. Discuss powers of directors in the Company. 8
7. Write short notes on any two : 6
 - a) Statement in Lieu of Prospectus
 - b) Pre Incorporation Contracts
 - c) Share Warrant.

SECTION - II

Instructions : 1) Question No. 14 is compulsory.

2) Answer any 4 from Q. No. (8 to 13).

8. What are requisites of Statutory Meetings and Extra Ordinary General Meeting? 8
9. A company cannot borrow money unless it is so authorized by its memorandum. Explain and state the consequences of Unauthorized Borrowing. 8

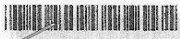
P.T.O.



- 10. Define Debenture. Explain in brief the various kinds of Debentures. 8
- 11. What are the powers and duties of an Auditor? 8
- 12. Majority will have its way but minority must be allowed to have its say. Discuss with reference to oppression and mismanagement in a company. 8
- 13. State the circumstances under which the tribunal can order the winding up of the company under the Just and Equitable grounds. 8
- 14. Write short notes on **any two** : 5
 - a) Proxy 8
 - b) Private company 8
 - c) Floating charge. 8

SECTION - II

- 8. What are requisites of Statutory Meetings and Extra Ordinary General Meeting? 8
- 9. A company cannot borrow money unless it is so authorized by its memorandum. Explain and state the consequences of Unauthorized Borrowing. 8



6/4/10

TNY - 114

LL.B. (Hons.) (Sem. - VII) Examination, April 2010
COMPANY LAW

Duration : 3 Hours

Total Marks : 75

SECTION - I

Instructions : 1) *Question No. 7 is compulsory.*

2) *Answer any 4 from Q. No. (1 to 6).*

1. Company has a corporate personality of its own and is considered in Law as separate and distinct entity. Discuss various features of the company with relevant case laws. 8
2. Discuss the doctrine of constructive notice. 8
3. What remedy an allottee has against the company for misstatement in prospectus ? 8
4. What is Article of Association ? How they are different from Memorandum of Association and what is binding force of two documents ? 8
5. Discuss kinds of share capital with relevant case laws. 8
6. What are the requirements of a valid call on shares ? On what grounds can a members share be forfeited ? 8
7. Write short notes on **any two** : 6
 - a) Dividend
 - b) Illegal association
 - c) Consequences of ultra virus transaction.

P.T.O.



SECTION - II
COMPANY LAW

Instructions : 1) Question No. 14 is compulsory.
2) Answer any 4 from Q. No. (8 to 13).

Duration : 3 Hours

- 8. Discuss the powers of the Liquidator in respect of winding up of the Company. 8
- 9. Under what circumstances can a Private company be converted into a Public company. 8
- 10. Discuss the role of the Chairman in the annual general meeting. 8
- 11. Explain the circumstances in which it is mandatory for central government to appoint inspectors for investigation of affairs of company. 8
- 12. Discuss the powers of directors with relevant case laws. 8
- 13. Explain the principle of majority rule in Foss V Harbottle and give its exceptions. 8
- 14. Write short notes on any two : 5
 - a) Defunct Company.
 - b) Floating Charge.
 - c) Statutory Meeting.

LL.B. (Hons.) (Semester - VII) Examination, October 2009

COMPANY LAW

Duration : 3 Hours

Total Marks : 75

SECTION - I

Instructions: 1) Question No. 7 is compulsory.

2) Answer any 4 from Q. No. 1 to 6.

1. Enumerate the doctrine of lifting the corporate veil. Discuss the circumstances in which the corporate personality is ignored with reference to judge made law. 8
2. Explain fully the doctrine of Indoor Management with reference to exceptions if any. 8
3. "Promoter stands in the fiduciary position towards the company he promotes". Discuss with reference to the duties and liability of the promoter. 8
4. Define debentures and discuss kinds of debentures. 8
5. Define prospectus. State the contents of the prospectus. 8
6. Explain different modes of becoming a member of the company. 8
7. Write short notes on **any two** : 5
 - a) Share warrant
 - b) Preference share capital
 - c) Dividend.



SECTION - II

Instructions: 1) Question No. 14 is compulsory.

2) Answer any 4 from Q. No. 8 to 13.

- 8. Explain the nature and importance of Statutory Meetings and Extra Ordinary General Meeting. 8
- 9. Can a private company be converted into public company? Explain the circumstances. 8
- 10. Discuss just and equitable ground for winding up of the company. 8
- 11. Discuss rights and duties of an Auditor. 8
- 12. Explain the circumstances in which it is mandatory for central government to appoint Inspectors for investigation of affairs of company. 8
- 13. What are the requisites of valid allotment of shares? 8
- 14. Write short notes on **any two** : 5
 - a) Illegal Association
 - b) Certificate of Incorporation
 - c) Minutes of Board meetings.

a) Share warrant
 b) Preference share capital
 c) Dividend

LL.B. (Hons.) (Semester – VII) Examination, April 2009
COMPANY LAW

Duration : 3 Hours

Total Marks : 75

SECTION – I

Instructions : i) *Question No. 7 is compulsory.*
 ii) *Answer any four from Questions (1 to 6).*

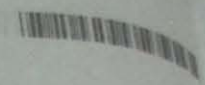
1. Enumerate the various grounds which enable the court to lift the corporate veil. 8
2. Critically analyse the doctrine of indoor management and constructive notice. 8
3. Discuss the requirements for valid allotment of shares. 8
4. Discuss remedies available to a shareholder against oppression and mismanagement. 8
5. Explain the significance of name clause and registered office clause in Memorandum of Association. 8
6. Define Prospectus. Discuss the remedies for misrepresentation in Prospectus. 8
7. Write short notes on **any two** : (3×2=6)
 - a) Dividend
 - b) Floating charge
 - c) Promoters.

SECTION – II

Instructions : i) *Question No. 14 is compulsory.*
 ii) *Answer any four from the remaining.*

8. Explain the significance of Annual General Meeting and Statutory Meeting. 8
9. Critically analyse the position of director of a company. 8
10. Discuss the concept of Voluntary Winding up of a company. 8

P.T.O.



11. Explain the rule in Foss V/s Harbottle and state the exception to the rule.
12. Define debenture. Explain the characteristic and feature of a debenture.
13. Explain the difference between a private company and public company.
Can a private company be converted into a public company and vice versa.
Explain.
14. Write short notes on **any two** :
 - a) Defunct company
 - b) Amalgamation
 - c) Share certificate.

(2 1/2 x 2 =)

SECTION - II

LL.B. (Hons.) (Sem. VII) Examination, Nov. 2008

COMPANY LAW

Duration : 3 Hours

Total Marks : 75

SECTION - I

*Instructions : i) Q. 7 is compulsory.**ii) Answer any four from the remaining (1 to 6).*

1. Discuss the significance of the object clause in Memorandum of Association and examine the relevance of doctrine of ultra-vires in construing the object clause. 8
2. What is meant by independent corporate existence ? Explain the instances when corporate veil is lifted. 8
3. Discuss the remedies available to minority shareholders in case of oppression and mismanagement by the majority shareholders. 8
4. Explain the various clauses of Memorandum of Association. 8
5. State the contents of a prospectus. Explain and state the formalities for issue of prospectus. 8
6. Explain the rule in Royal British Bank v/s Turquand. State and explain exceptions to this rule. 8
7. Write short notes on **any two** : (3×2=6)
 - i) Managing director.
 - ii) Pre incorporation contracts.
 - iii) Kinds of share capital.



SECTION - II

Instructions : i) Q. No. 14 is compulsory.

ii) Answer **any four** from the remaining (8 to 13).

- 8. Explain the importance of different kinds of meeting of shareholders. 8
- 9. Discuss the rule in Foss v/s Harbottle and state the exceptions to the rule. 8
- 10. Evaluate the powers of directors of a company under Company Law and Act of 1956. 8
- 11. Discuss the requisites of valid calls on shares. Explain and discuss the forfeiture of shares. 8
- 12. Explain and discuss the modes of winding up in brief. 8
- 13. Describe the procedure for effecting the transfer of shares. 8
- 14. Write short notes on **any two** : (2 1/2 x 2 = 5)
 - a) Special audit.
 - b) Defunct company.
 - c) Power of directors to refuse to register transfer of shares.

LL.B. (Hons.) (Semester – VII) Examination, 2008
COMPANY LAW

Duration : 3 Hours

Total Marks : 75

SECTION – I

Instructions: 1) Q. No. 7 is compulsory.

2) Answer any four from the remaining. (1 to 6)

1. Explain the Golden rule in the interpretation of issue of prospectus and meaning thereof. Briefly explain and discuss statement in lieu of prospectus. 8
2. State and discuss the pre-incorporation contracts and commencement of business under Companies Act 1956. 8
3. Discuss the remedies available to a shareholder against oppression and mismanagement. 8
4. Discuss the statutory restrictions and general principles relating to allotment of shares.
5. Write short notes on :
 - a) Private Limited Company.
 - b) Dividends.
6. Explain the liability of members of Illegal Association.
7. Write short notes on : (3x2=6)
 - a) Special resolution.
 - b) Share certificate.
 - c) Salomen's case.

P.T.O



SECTION - II

Instructions: I) Q. 14 is compulsory.

II) Answer any four from the remaining.

8. Explain "Extra Ordinary General Meeting" and Statutory Meeting. 8
9. Explain the circumstances in which it is mandatory for Central Government to appoint ? Inspectors for investigation of affairs of company. 8
10. Can a Private Company be converted into a Public Company ? Explain the circumstances. 8
11. How can the company be wound up on Just and Equitable grounds ? 8
12. Briefly explain the Director's duty of care in discharging his duties. 8
13. Explain the following ? Discuss **any two** : (4×2=8)
- a) Can dividend be paid out of capital ?
 - b) Can the minority be guilty of oppression ?
 - c) What is the extent of liability of contributory in winding up proceedings ?
 - d) What is the significance of certificate of incorporation ?
 - e) Role of Auditors in accounts of company.
14. Write briefly on **any two** : (2½×2=5)
- a) Share Warrant.
 - b) Special Resolution.
 - c) Minutes of Board Meetings.
-

LL.B. (Hons.) (Semester – VII) Examination, October 2007

COMPANY LAW

Duration : 3 Hours

Max. Marks: 75

SECTION – I

Instructions: 1) Q. No. 7 is compulsory.

2) Answer any four from the remaining (1 to 6).

1. Define prospectus and discuss remedies for misrepresentation in prospectus. 8
2. Explain the importance of fundamental documents like Memorandum of Association and Articles of Association with their contents. 8
3. Critically evaluate the doctrine of constructive notice with suitable case laws. 8
4. Explain the nature of shares, share capital and issue and kinds of share capital. 8
5. Discuss the doctrine indoor management. State any exception. 8
6. State and discuss how the object clause can be altered and the significance of object clause in Memorandum of Association. 8
7. Write short notes on **any two**: (3×2=6)
 - a) Floating charge.
 - b) Shelf prospectus.
 - c) Indent houses or Issuing houses.

SECTION – II

Instructions: 1) Q. 14 is compulsory.

2) Answer any four from the remaining.

8. Explain the rule in Foss v/s Harbottle and exceptions to the rule. 8
9. Explain the role and position of a director of company. 8
10. Discuss the importance of statutory meeting and Annual General meeting and the procedure and provisions in the Companies Act. 8

P.T.O.

11. What are the functions of auditors of the company ? Explain. 8
12. Explain the provisions relating to oppression and mismanagement in brief with respect to prevention and conduct of business. 8

13. Explain the modes of acquisition of membership of company and disqualification of members. 8

14. Write short notes on **any two**: (2x2 1/2=5)

- a) Defunct company.
 - b) National Company Law Tribunal.
 - c) Voluntary Winding up.
 - d) Who can apply for winding up?
1. Define prospectus and discuss remedies for misrepresentation.
2. Explain the importance of fundamental doctrine of Association and Articles of Association with their content.
3. Critically evaluate the doctrine of constructive winding up.
4. Explain the nature of shares, share capital and issue and kinds of share capital.
5. Discuss the doctrine indoor management. State any exception.
6. State and discuss how the object clause can be altered and the significance of object clause in Memorandum of Association.
7. Write short notes on any two:

- a) Floating charge.
- b) Shelf prospectus.
- c) Indent houses or listing houses.

SECTION - II

8. Explain the rule in Foss vs Harbottle and exceptions to the rule. 8
9. Explain the role and position of a director of company. 8
10. Discuss the importance of statutory meeting and Annual General Meeting and the procedure and provisions in the Companies Act. 8

LL.B. (Hons.) (Semester - VII) Examination, October 2006

COMPANY LAW

Duration : 3 Hours

Total Marks : 75

SECTION - I

*Instructions: 1) Q. No. 7 is compulsory.**2) Answer any four from the remaining.*

1. Critically examine the effect of the rule of independent corporate entity as laid down in Salomon's case and the grounds on which court will lift the corporate veil to remove the Salomon effect. 8
2. Define prospectus and discuss the remedies for misrepresentation in the prospectus. 8
3. Analyse critically the utility of ultra vires doctrine in construing the Objects Clause of a Company. Support your answer with suitable case laws and suggestions. 8
4. Discuss the Doctrine of constructive notice and the exceptions to it. 8
5. Discuss the remedies available to a shareholder against oppression and mismanagement. 8
6. Explain the different kinds of share capital. 8
7. Write short notes on any two: (3×2=6)
 - a) Pre incorporation contracts.
 - b) Floating Charge.
 - c) Statement in lieu of prospectus.

SECTION - II

*Instructions: 1) Q. No. 14 is compulsory.**2) Answer any four from the remaining.*

8. Explain the significance of different kinds of meetings of shareholders. 8
9. Explain briefly the duties of a director of a company. 8

10. Discuss the meaning and different kinds of debenture. Compare and contrast a debenture holder with a shareholder. 8
11. Discuss the circumstances in which the Tribunal will order winding up of a company. 8
12. Explain the Rule in Foss v. Harbottle and the exceptions to the rule. 8
13. Who can be a member of a company and how ? Explain the requisites of a valid call on shares. 8
14. Write short notes on **any two**: (2^{1/2}×2=5)
- a) National Company Law Tribunal.
 - b) Dividend.
 - c) Defunct Company.

SECTION - II

Instructions: 1) Q. No. 14 is compulsory.
2) Answer any four from the remaining.

- 8 Explain the significance of different kinds of meetings of shareholders.
- 8 Explain briefly the duties of a director of a company.

LL.B. (Hons.) (Semester - VII) Examination, 2006
 COMPANY LAW (April)

Duration : 3 Hours

Total Marks: 75

Instructions: 1) Q. No. 7 is compulsory.

2) Answer any four of the remaining.

1. The theory of independent corporate existence as laid down in Saloman case cannot be pushed to unnatural limits. – Discuss. 8
2. Comment on the importance of objects clause and the applicability of the Doctrine of ultravires. Substantiate your answer with relevant case law. 8
3. Define prospectus and explain its contents and formalities of issue. What are the legal remedies for misrepresentation in a prospectus ? 8
4. Doctrine of indoor management is opposed to the rule of constructive notice. Explain. 8
5. Analyse critically the judicial or quasi-judicial interference in the area of restriction on transfer of shares. 8
6. What are the remedies available to a shareholder against oppression and mismanagement. 8
7. Write short notes on any two: 6
 - a) Pre-incorporation contracts.
 - b) Official liquidator.
 - c) Promoters.

SECTION – II

Instructions: 1) Q. No. 14 is compulsory.

2) Answer any four of the remaining.

8. What are the different ways in which a company's life can be put to an end ? How can a company be wound up voluntarily ? 8

TIME 3 HRS.

SECTION-I

Instructions:

- 1) Q. No. 7 is compulsory
- 2) Answer any four from the remaining

1. What is meant by "independent corporate existence"? Comment on the instances when the corporate veil is lifted (8)
2. Enumerate the legal requirements as to the Name Clause and Registered Office clause (8)
3. The rule of the doctrine of indoor management is opposed to that of the doctrine of constructive notice — Analyse. (8)
4. Explain the significance and requirements of a valid prospectus? Explain the legal remedies for misrepresentation in a prospectus (8)
5. Prevention of oppression and mismanagement is sometimes termed as 'qualified minority rights' - Discuss? (8)
6. Discuss the requirements as to a valid allotment of shares (8)
7. Write short notes on any two (6)
 - a) Certificate of incorporation
 - b) Dividend
 - c) Promoters

SECTION-II

Instructions:

- 1) Q. No. 14 is compulsory
- 2) Answer any four from the remaining

8. Write an essay on winding up of a company by the National Company Law Tribunal (8)
9. Explain the rule in *Foss v. Harbottle* and analyse the exceptions to the rule (8)
10. Define member and state the requirements for becoming a member (8)
11. Discuss on the statutory requirements as to statutory meeting, annual general meeting and extraordinary general meeting (8)
12. Define debenture and state the features and kinds of debentures (8)
13. Distinguish between a Public Company and a Private company. Explain the conversion of private company into public company and vice versa (8)
14. Write short notes on any two (5)
 - a) Preference Share capital
 - b) Director's duty to disclose interest
 - c) Share warrant

* * * * *

LL.B. (Hons.) Sem.VII Examination October 2004

COMPANY LAW

Time: 3 hrs.

Max. Marks : 75

INSTRUCTIONS:

1. Q.7 is compulsory.

2. Answer any FOUR from REMAINING.

- Q.1 Define company . Discuss the disadvantages of a Company 8
- Q.2 "A certificate of Incorporation cannot be challenged on any grounds whatsoever"
Evaluate . 8
- Q.3 Explain the effects of ultra -- virus transactions in detail. 8
- Q.4 What is a floating charge? Distinguish it from fixed charge. 8
- Q.5 "The power of altering Articles is wide, yet it is subject to a large number of
limitation". Comment. 8
- Q.6 What are the duties of promoter ? How is he remunerated ? 8
- Q.7 Write short notes on any two : 6
a) Transmission of shares
b) Rule in Royal British Bank v. Turquand
c) Amalgamation

SECTION -II

Instructions : 1) Question No. 14 is compulsory .

2) Answer any FOUR from the remaining

- Q.8 Discuss in detail the duties of the auditors. 8
- Q.9 Define Prospectus . State the contents of the prospectus. 8
- Q.10 Evaluate the Power of Director under the Companies Act, 1956. 8
- Q.11 Describe the procedure for effecting the transfer of shares . 6
- Q.12 Elaborate the powers of the Liquidator with reference to the companies.
(Second Amendment) Act, 2002. 8
- Q.13 Define Dividends . Explain the rule in Lee v. Neuchatel . 8
- Q.14 Write short note on any TWO. 5
a) Special Audit
b) Position of directors.
c) Membership by subscription

SECTION-I

Instruction : 1) Q.no. 7 is compulsory.
2) Answer any FOUR from the remaining .

- Q.1 The theory of independent corporate entity is the basic principle on which the whole law of corporations is based.- Discuss. (8)
- Q.2 Explain the significance of Name Clause. (8)
- Q.3 What is the doctrine of indoor management? Explain the exceptions to the doctrine. (8)
- Q.4 Discuss on Holding company and subsidiary. (8)
- Q.5 Explain briefly the duties of directors of a company. (8)
- Q.6 Describe prospectus. Discuss the contents and formalities of issue of a prospectus. (8)
- Q.7 Write short notes on any TWO (8)
- a) Debenture
 - b) Pre-incorporation contracts
 - c) Promoters

SECTION - II

Instructions: 1) Question No. 14 is compulsory
2) Answer any FOUR from the remaining.

- Q.8 Explain the rule in Foss v. Harbottle and its exceptions. (8)
- Q.9 Briefly state the grounds on which the Court orders winding up of a company. (8)
- Q.10 What are the powers and functions of the liquidator of a company? (8)
- Q.11 What are the requisites of a valid allotment of shares? (8)
- Q.12 What are the requirements of a valid call on shares? On what grounds can a member's shares be forfeited? (8)
- Q.13 Discuss the significance of annual general meeting. (8)
- Q.14 Write short notes on any TWO (5)
- a) Statutory Report
 - b) Share warrant
 - c) Sweat Equity Share.

LL.B (Hons.) SEM.- VII Examination October 2003
COMPANY LAW

2

Time : 3hrs.

Max. Marks:75

SECTION - I

- Instructions: 1) Question 7 is compulsory.
2) Answer any four from remaining.

- Q1. Enumerate the advantages which an incorporation offers to the business community. (8)
- Q2. Explain the necessity of an objects clause. How does the doctrine of ultravires help in limiting the corporate activities? (8)
- Q3. Explain the doctrine of indoor management and its exceptions. (8)
- Q4. Discuss the significance of annual general meeting. (8)
- Q5. Explain the rule in Foss v. Harbottle and the exceptions to the rule. (8)
- Q6. Explain the procedure of registration and incorporation of a company. (8)
- Write short notes on any two. (6)
- (a) Defective company
(b) Share Certificate
(c) Statutory Report

SECTION - II

- INSTRUCTIONS: 1) Question No. 14 is compulsory
2) Answer any four from the remaining.

- Q8. Discuss briefly the remedies for misrepresentation in a prospectus. (8)
- Q9. What are the requirements of a valid allotment of shares? (8)
- Q10. Discuss on voluntary winding up of a Company. (8)
- Q11. What is the position of directors in a Company and what are the general powers vested in the Board of Directors? (8)
- Q12. Explain the position, powers and duties of a liquidator of a company. (8)
- Q13. Describe the characteristics of a Private Company. How does a private company gets converted into a public company? (8)
- Q14. Write short notes on any two. (5)
- a) Liability Clause
b) Constructive Notice
c) Guarantee Company

LL.B. (Hons.) Sem. - VII Examination, 2003
COMPANY LAW

Duration: 3 Hours

Total Marks: 75

SECTION - I

Instructions: 1) Question 7 is compulsory.
 2) Answer any four from the remaining.

- | | |
|--|---|
| 1. Discuss Exceptions to the doctrine of "Indoor Management". | 3 |
| 2. Distinguish between equity and preference shares. | 8 |
| 3. Under what circumstances extraordinary General Meeting of shareholders is called ? | 8 |
| 4. Discuss the significance of the "Name Clause". | 8 |
| 5. If there is conflict between memorandum AND articles of association, which will prevail and why ? | 8 |
| 6. What is the extent of the liability of a member of the company ? | 8 |
| 7. Write short notes on any two : | 6 |
| a) Share certificate. | |
| b) Managing Director. | |
| c) Capital clause in memorandum. | |

SECTION - II

Instructions: 1) Question No. 14 is compulsory.
 2) Answer any four from the rest.

- | | |
|--|---|
| 8. Briefly explain the powers of a liquidator of the company. | 8 |
| 9. What are the remedies available to a investor for misstatement in the prospectus ? | 8 |
| 10. Explain - can a company be wound up, if the court is of opinion that it is "Just and Equitable". | 8 |
| 11. What are the characteristics of a Private Company ? | 8 |
| 12. Explain - Illegal Association. | 8 |
| 13. Discuss - Subsidiary Company. | 8 |
| 14. Write short notes on any two : | 5 |
| a) Company Law Board. | |
| b) Shares at a Premium. | |
| c) Alteration of Articles of Association. | |

23/10/02

LL.B.(Hons) SEMESTER -VII EXAMINTIONS OCTOBER, 2002

DURATION: 3 HOURS.

Time: 2.00 p.m. to 5.00 p.m.

PAPER: COMPANY LAW

DATE : 23/10/2002.

Max. Marks

SECTION -I

Instructions: Question 7 is compulsory.
Answer any four from the remaining

SECTION -II

Question 14 is compulsory.
Answer any four from the rest.

SECTION - I

Marks

- | | | |
|----|--|---|
| 1. | Discuss the rule of " Constructive Notice" | 8 |
| 2. | Explain the concept of Statutory meeting | 8 |
| 3. | What role the promoter plays in the formation of a Company? | 8 |
| 4. | Can the Company shift its registered office beyond the State, wherein it is situated? | 8 |
| 5. | Is the liability of a member Co-extensive with that of the Company? | 8 |
| 6. | Explain the change in the name clause. | 8 |
| 7. | Write short notes on any two
(a) Share warrant
(b) Equity share
(c) Minutes of Board meeting. | 6 |

SECTION -II

- | | | |
|-----|--|---|
| 8. | Who is a contributory? What is the extent of his liability | 8 |
| 9. | What principle was laid down in " forg v/s Harbottle " case? | 8 |
| 10. | What are the circumstances in which a director can be disqualified? | 8 |
| 11. | Distinguish between Ordinary Resolution and Special Resolution. | 8 |
| 12. | What are the consequences of the acts of an "Illegal Association". | 8 |
| 13. | Is the inability to pay its debts, a ground for winding up the Company? | 8 |
| 14. | Write Short Notes on any Two:
(a) Quorum for Board of Directors Meeting.
(b) Capital clause in memorandum (Pillay & Co.)
(c) Managing Director. | 6 |

VII Sem. LL.B. (Hons.) Examination, 2002
COMPANY LAW

April

Duration: 3 Hours

Total Marks: 75

SECTION - I

I. Answer **any four** questions. Each carries **eight** marks. 32

~~i) Distinguish between Memorandum and Articles of Association. Point out their alteration, amendment and procedure thereof.~~

~~ii) Explain the different types of meetings of company.~~

~~iii) Explain the role and duties of Auditors of company.~~

~~iv) Explain Foss V/s Harbottle.~~

~~v) Explain and discuss the remedies for misrepresentation in a company's prospectus.~~

~~vi) Explain the doctrine of ~~resor~~ management.~~

II. Write short notes on any **two**:

6

i) Transfer of shares and transmission of shares.

ii) Dividends and Debentures.

iii) Lifting of Corporate veil.

iv) Majority Rule and Minority rights.

SECTION - II

I. Answer **any four** questions. Each carries **eight** marks. 32

~~i) Discuss the remedies available to minority shareholders in case of oppression and mismanagement by majority shareholders.~~

~~ii) Explain the provisions of Companies Act 1956 relating to "Voluntary winding up".~~

~~iii) State and discuss the provisions of Companies Act relating to investigation of the affairs of Companies.~~

~~iv) Who is contributory? What are the liabilities of contributories?~~

II. Write short notes on any **two**:

5

i) Defunct company.

ii) Oppression and mismanagement of company.

iii) Powers of Liquidator.

