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Reg. No.....

Name.....

**FIVE YEAR B.A., LL.B./B.B.A., LL.B./B.Com., LL.B. (HONS.) DEGREE
EXAMINATION, JULY 2024**

Seventh Semester

F.L. 20—COMPANY LAW

[2020 Admissions—Regular/2018 and 2019 Admissions—Supplementary]

Time : Three Hours

Maximum : 75 Marks

Part A

*Write short notes on any five of the following
Each question carries 3 marks.*

1. Certificate of incorporation.
2. Alteration of Articles.
3. Private placement of shares.
4. Statutory Meeting.
5. Corporate Social Responsibility.
6. Merger and amalgamation of companies.

(5 × 3 = 15 marks)

Part B

*Answer any three of the following problems.
Each question carries 10 marks.*

7. Mrs. 'X' owned a tea estate. She formed a One-Person-Company and transferred her tea estate to the company. She claimed exemption from *ad valorem* duty on the ground that she herself was the shareholder in the company and, therefore, it was nothing but a transfer from her to herself under another name. Is her contention valid ? Decide referring to judicial pronouncements.
8. PQR (Pvt.) Ltd. is a private limited company as per the Articles of Association of the company. However, a public limited company acquired shares in PQR (Pvt.) Ltd., thereby making it a subsidiary of that public company. State the impact of such acquisition of shares by the public company on PQR (Pvt.) Ltd.

Turn over

9. ABC Ltd., a company incorporated in India, borrowed Rupees 50 crore from a financial institution in violation of the authority conferred on it by the Articles of Association. Examine the validity of the borrowing and state the remedies available to the lender.
10. XYZ Ltd., a financing company, resolved to advance loan to ABC Ltd. under the security of a floating charge. Advise XYZ Ltd. as to the requirements and the procedure for registering the charge. What would be the consequences for XYZ Ltd. if they failed to register the charge? Explain referring to statutory provisions.

(3 × 10 = 30 marks)

Part C

Answer any two of the following questions.

Each question carries 15 marks.

11. "While the doctrine of 'constructive notice' seeks to protect the company against the outsider, the doctrine of 'indoor management' operates to protect the outsiders against the company". Elucidate.
12. Explain the meaning of share capital and discuss the various kinds of share capital. How and in what circumstances can a company reduce, increase and reorganize its share capital?
13. What is meant by 'winding up of a company'? What is the difference between winding up and dissolution of a company? How a company may be legally wound up? Explain briefly the different modes and grounds of winding up and the rights, duties and liabilities of Liquidator.

(2 × 15 = 30 marks)