

F 2774

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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, JANUARY 2023**

Seventh Semester

F.L. 20—COMPANY LAW

(2018 Admissions—Regular)

Time : Three Hours

Maximum : 75 Marks

Part A

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

1. Doctrine of 'indoor management'.
2. Alteration of Articles.
3. Reduction of share capital.
4. Statutory Meeting.
5. Floating charge.
6. Duties of Auditors.

(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. ABC Pvt. Ltd., a company incorporated in India, wanted to extend its business in USA and therefore they merged with a US Company. Dissenting shareholders of ABC Pvt. Ltd. challenges the validity of the Merger. Is such kind of merger not allowed under Indian Law ? Give reasons for your answer. Can minority or dissenting group be blatantly disregarded in cases of Merger and Amalgamation ? Is there any form of protection given to them under the Law ?

Turn over

9. 'C' is a creditor of an unlimited company. The company was wound-up. 'C', therefore, wants to sue the members of the company to recover the dues. Advise 'C' regarding the remedy available to him.
10. 'P' and 'Q' formed a private limited company in which they were the only directors and shareholders having equal voting rights. Differences arose between them. They were not even on speaking terms. One of them filed a winding up petition. Will he succeed in getting a winding up order? Give reasons for your answer

(3 × 10 = 30 marks)

Part C

Answer any two of the following questions.

Each question carries 15 marks.

11. Discuss the meaning and characteristics of a company. What are the different types of companies? Distinguish a company from a partnership firm.
12. Discuss the concept of 'promoters' and their duties and liabilities. Do you agree that a promoter can be remunerated by the company for the services rendered by him for the purposes of incorporating the company? Elaborate your answer with the help of case laws and relevant legal provisions.
13. "Majority must have its way, but the minority should also have its say". Discuss this statement in the context of company law pointing out exceptional cases, if any, and emphasizing the initiatives taken by the Companies Act, 2013 to protect the rights of minority against oppression and mismanagement.

(2 × 15 = 30 marks)