

UNITARY LL.B. (THREE YEAR) DEGREE EXAMINATION**FEBRUARY 2026****Fifth Semester****UL 23—COMPANY LAW**

(2023 Admissions—Regular, 2022, 2021, 2020 Admissions—Supplementary/ 2019 Admissions—First Mercy Chance, 2018 Admissions—Second Mercy Chance)

Time : Three Hours

Maximum : 75 Marks

Part A

Write short notes on any five of the following.

Each question carries 3 marks.

1. Lifting or Piercing the Corporate Veil.
2. Civil remedies against Misrepresentation in Prospectus.
3. Classification of Share Capital.
4. Debentures and its kinds.
5. National Company Law Tribunal and its Functions.
6. Appointment, duties, and powers of the liquidator.

(5 × 3 = 15 marks)

Part B

Answer any three questions.

Each question carries 10 marks.

7. A prospectus issued by Blue Star Ltd. contained an untrue statement made by one of its directors. The director argues that he relied on information given by the company secretary and had no intention to deceive investors. Is the director criminally liable for misstatement in the prospectus under Section 34 of the Companies Act, 2013 ?
8. The Board of Directors of Brighton Steels Ltd. passes a resolution to borrow ₹. 50 crore from a bank, although the company's Articles limit the Board's borrowing powers to ₹. 10 crore without shareholders' approval. Is the borrowing valid ? Discuss the effect of exceeding the powers of the Board of Directors.

Turn over

9. At the Annual General Meeting of Delta Power Ltd., Mr. Rajesh, who was not a retiring director, was proposed for appointment. The company failed to give 14 days' prior notice to its members of his candidature. Later, Mr. Rajesh's appointment was challenged by a shareholder. Was the appointment of Mr. Rajesh valid under the Companies Act, 2013 ?
10. The members of Sunrise Traders Pvt. Ltd. passed a special resolution for voluntary winding up without consulting its secured creditors. Later, the creditors objected to the process. Was the voluntary winding up valid ? What procedure should have been followed before passing the resolution ?

(3 × 10 = 30 marks)

Part C

Answer any two questions.

Each question carries 15 marks.

11. Explain how the concept of separate legal personality distinguishes a company from its shareholders and contributes to its existence as an artificial person under the Companies Act, 2013.
12. Explain in detail the powers of the Board of Directors to borrow, invest and give loans under the Companies Act, 2013.
13. What do you mean by amalgamation and takeover of companies. Explain the process involved in it with special reference to the role of NCLT in sanctioning amalgamation schemes.

(2 × 15 = 30 marks)