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Reg. No.....

Name.....

FIVE YEAR B.A./B.B.A./B.Com., LL.B. (HONOURS) DEGREE

EXAMINATION, FEBRUARY 2026

Seventh Semester

FL 20—COMPANY LAW

(2022 Admissions—Regular/2018 to 2021 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. What is meant by corporate personality ?
2. Define preference share capital.
3. What is an Initial Public Offering ?
4. What is the difference between a secured loan and an unsecured loan ?
5. How are directors appointed under the Companies Act, 2013 ?
6. What are the powers of a liquidator during the winding up process ?

(5 × 3 = 15 marks)

Part B

Answer any three of the following problems.

Each question carries 10 marks.

7. The Articles of Association of Z Ltd. contained a clause requiring approval of the Board before executing certain contracts. A third party, unaware of this internal restriction, entered into a contract with the company. The company refused to honor it. Advise the third party with reference to the doctrine of indoor management.
8. A person held share warrants but his name was not in the register of members. He claimed rights as a member of the company. Decide whether he can be treated as a shareholder.
9. A company borrowed money from Y, but the borrowing was ultra vires the company's powers. The lender seeks repayment. Advise Y on his legal remedies.

Turn over

10. The shareholders of Y Ltd. alleged that the majority shareholders were conducting the affairs of the company in a manner oppressive to the minority. Advise them on the remedies available under the Companies Act, 2013.

(3 × 10 = 30 marks)

Part C

Answer any two of the following questions.

Each question carries 15 marks.

11. Explain the significance of the Memorandum of Association and the Articles of Association. How do they differ from each other ?
12. Examine the concept of *ultra vires borrowing*. What are its legal consequences for the company and lenders ?
13. Explain the provisions relating to prevention of oppression and mismanagement. How do the powers of the NCLT provide effective remedies ?

(2 × 15 = 30 marks)