

(3 Hours)

[Total Marks : 100

1. Answer in not more than **two** sentences :- 20
- Point out any two distinctions between a public company and a private company.
 - What do you mean by lien on shares ?
 - What is meant by dividend under Companies Act, 1956 ?
 - Who is small depositor ?
 - State any two requisites of a valid meeting.
 - What is fixed and floating charge ?
 - Point out any two distinctions between a share warrant and a share certificate.
 - What is capital Account Transaction under FEMA Act, 1999 ?
 - What is import under Foreign Exchange Management Act, 1999 ?
 - What is prospectus under the Companies Act, 1956 ?
2. Write short notes on any **four** of the following :- 20
- Holding and subsidiary company.
 - Doctrine of Constructive Notice.
 - Conversion of a Private Company to a Public Company.
 - Adjudicatory authority under FEMA, 1999.
 - Objective clause in the Memorandum of Association.
 - Forfeiture of shares.
3. Answer any **two** of the following :- 12
- 'H' was appointed as a managing director of a ABC Company on the condition that he shall not at any time while he holds office of a Managing director or afterwards solicit or entice away the customers of the company. His appointment was determined under an agreement. Shortly afterwards he opened a business in the name of XYZ Company which solicited the ABC's Customers.
 - Is there any breach of Contract ?
 - On what grounds can doctrine of lifting the corporate veil be applied ?
 - Company A lent money to company B on a mortgage of its assets. The procedure laid down in the Articles for such transactions were not complied with.
 - Is the mortgage binding between Company A and B ?
 - Will the exception to the doctrine of Indoor management apply in this case ?
 - A private company has only two shareholders who are also the directors with equal rights of management and voting powers. The company has made large profits, but there is a complete deadlock in the management of the company. One of the shareholder applied for the winding up of the company.
 - Can the Tribunal order the winding up of company ?
 - State the grounds on which the Tribunal can order winding up of the company.
4. Answer any **four** of the following :- 48
- What are the advantages of incorporation of a company ? Discuss it in detail with the help of case laws.
 - What are the compulsory clauses in the Memorandum of Association ? In what mode and to what extent can a company alter these clauses ?
 - Discuss about the powers and duties of a director of a company.
 - Explain the Rule in Foss V. Harbottle and also state the exceptions to it with the help of case laws.
 - What is prospectus ? What are the remedies available for Mis-statement in prospectus ?
 - In what circumstances may a company be wound up voluntarily and what are the immediate consequences of it ?

[TURN OVER