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101

## 2023

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1 gr

contents of prospectus. Jan What

COMMERCE

(a) Distinguish between debentures and shares. Also highlight some charge teristics Port Control Paper No. 1915 Control Paper No.

# (Company Law)

(b) What is a mortgage? Discuss different Full Marks: 70 Pass Marks: 45%

Time: 3 hours Discuss different types of meetings of 9

( PART : B—DESCRIPTIVE )

( Marks: 45 )

Elaborate on ordinary and rayering The figures in the margin indicate full marks for the questions Discontinue the

Discuss the ciramatentes antawident 1. (a) Define a company. Explain in detail the characteristics of a company. 2+7=9

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Establish consts.

- (b) What is incorporation of a company? Explain the steps involved incorporation of a company. 2+7=9
- What is memorandum of association? (a) Explain its clauses. 3+6=9

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### E COR

- (b) What is prospectus? Explain the contents of prospectus. 3+6=9
- 3. (a) Distinguish between debentures and shares. Also highlight some characteristics of debentures. 6+3=9

# [ wal yas Ornos]

- (b) What is a mortgage? Discuss different types of mortgages. 07 3434 33+6=9
- 4. (a) Discuss different types of meetings of a company.

#### Or

- (b) What do you mean by resolution?
  Elaborate on ordinary and special resolution.

  3+3+3=9
- 5. (a) Discuss the circumstances in which a company may be wound up by tribunal.

### Or

(b) What do you understand by mismanagement? What are the rules with regard to oppression and mismanagement? 2+7=9

What is memorandum of association? Explain its clauses 9

CL/HC-504/445

(b) In case of a company limited by guarantee, the liability of the members can be enforced
(i) at any time when the company so decides ( )
(ii) only at the time of winding up of the company ()
(iii) only by an order of court gsq ( )
(iv) only by an order of registrar of companies was (asympto)
(c) The first stage in the formation of a company is
(i) promotion of company ()
(ii) registration and incorporation of snoiteaup ecompany milia establish internation and incorporation of company milia establish in company in the manager of the company
( ) senieud fo tnemencement (iii)  out a lick (*) mark against the correct answer in the  nackets provide(1: ) svoda edt fo enoN (vi)×10=10
(d) The procedure for change of registered office from one city to another within the same State is by passing
(i) ordinary resolution and approval of Company Law Board ( )  (ii) supplied the Legisland of Company Law Board ( )
(ii) special resolution and approval of Central Government ( )  (iii) ordinary resolution only ( )
(iv) special resolution only 10 (i) 1(httie) yd (ui)

(e) The forms of Articles of Association are given in Tables F, G, H, I and J of of the Companies Act, 2013.
(a) A(i) Schedule-Ly can (be c) avaried into a private
(ii) Schedule-II ( ) ) creditors (ii)
(iii) Schedule-III-employees or directors III-elubardo (iii)
(iv) All of the above, VI-Schedule-IV (vi)
The rule of supremers of inalority provides that (i) The rule of supremers of inalority provides that (i) the best of the constant of the will of majority slnithing slnithing that
(i) 30 days after the copy of prospectus is filed
(ii) 60 days after the copy of prospectus is filed with the registrar ( )
berebished eats of the majority are considered (iii) 90 days after the copy of prospectus is filed with the registrar ( )
griob vd virrouim and baid and virroism and (ii) (iv) 90 days after the copy of prospectus is filed with the Company Law Board (wor) and director.
(g) At one time, a person can be appointed as a managing director of whom who will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose will be appointed as a managing director of whose
(i) two companies only (i) Central Government (i)
(ii) three companies only (ii) majority in
(iii) any number of private companies (iii)
(iv) any number of public companies (1)

(b) to case of a many any limited by guarantee, the
(h) Sweat equity shares are shares that are issued at a discount to
(i) shareholders ( ) -elubedo (i)
(ii) Schedule-II ( ) II-elubende (ii)
(iii) employees or directors (iii)
(iv) All of the above der (vi) Schedule-[vi)
(i) The rule of supremacy of majority provides that
the will of majority shareholders shall prevail over the minority ( )  belia at successful to you and some eyeb (i)
be challenged by the majority can never be challenged by the minority on any beliff is a pround to you of the registration of the challenged by the minority on any ground to the registration of the challenged by the majority can never the challenged by the minority on any the challenged by the challenged by the minority of the challenged by the ch
belit is supreme opposite the majority are considered belit is supreme opposite the majority are considered (iii) 90 days after the registrar (iii)
(iv) the majority can bind the minority by doing any act even if it is ultra vires the company (majority is ultra)
On a winding up order being made, the company's property comes under the custody of
(i) Central Government (100 C) (i)
(ii) Tribunal (ii)
(iii) Shareholders (iii)
(iv) Liquidator of plant (vi)

- 2. State whether the following statements are True (T) or 1×5=5

  False (F) by putting a Tick ( ) mark:
  - (a) A public company can be converted into a private company.

(T / F)

(b) An act ultra vires the company is wholly void and cannot be ratified in any case.

(T/F)

(c) A company can alter its articles of association by passing an ordinary resolution.

(T/F)

(d) Companies prescribed by the Central Government shall have at least one woman director.

(T / F)

(e) If a resolution is passed by  $\frac{3}{4}$ th majority in a general meeting, it is known as ordinary resolution.

(T/F)

- Of = 5x2 to whether the signification is a story of the following a lick (\*) mark:

  (a) Private (\*) mark:

  (b) Dy putting a lick (\*) mark:
  - (a) Private company
  - (a) A public company can be converted into a private company. fill treatment
  - ( A this Tribunese or discourse
  - (b) An act ultra vires the company is wholly void and cannot be ratified in any case, an sign of the
  - ( 7 You Take well of heavened abaseholders PROBLEM CARRY NEW YORK OF STREET
  - the note done by the majorite and make (c) A company can alter its articles of association by passing an ordinary resolution. Interests
  - The should be a second of the second of the
  - (d) Companies prescribed by the Central Government shall have at least one woman
  - With day Tal winding him order he are separated company's property but eatification as a series
  - (e) If a resolution is passed by 4th majority in a general meeting, it is known as ordinary resolution. hid Sharehounds
- .. ( a far Charles

(b) Whole-time director (c)

3. W(c) Quorum and Marketon director director with the director wi

CL/BC-504/146

(d) Minority rights [gigs page (9)

(10))

(e) Share capital and stright (b)