

Name:			
Enrolment No:			
UPES End Semester Examination, December 2024			
Course: Company Law-II Program: LL.B (Hons.) Course Code: CLCC2028		Semester: III Time : 03 hrs. Max. Marks: 100	
Instructions: <ol style="list-style-type: none"> 1. Refer to relevant legal provisions and case laws. 2. All questions to be attempted. 3. The word-limit for the specific sections of the question paper is given below: 			
Section A: 50-70 words Section B: 150-200 words Section C: 500-700 words Section D: 1000-1200 words			
SECTION A (5Qx2M=10Marks)			
S. No.		Marks	CO
Q1.	Define 'Floating Charge'?	2	CO1
Q2.	Distinguish between Merger and Acquisition.	2	CO1
Q3.	Identify who can initiate CIRP under the Insolvency and Bankruptcy Code, 2016.	2	CO1
Q4.	Describe the composition of National Company Law Tribunal and National Company Law Appellate Tribunal	2	CO1
Q5.	State any two functions of Nomination and Remuneration Committee.	2	CO1
SECTION B (4Qx5M= 20 Marks)			
		Marks	CO
Q6.	Explain the provision under Companies Act 2013 which codifies the concept of Shareholders' 'Derivative Action Suits'.	5	CO 2
Q7.	Write a short note on Debenture Trust Deed.	5	CO2

Q8.	Explain the provision related to intercorporate loans under company law along with significant changes in relation to layers of investments under Companies Act, 2013.?	5	CO2
Q9.	Explain the concept of dissenting shareholder in a scheme or contract of amalgamation under Section 235 of Companies Act, 2013	5	CO2
SECTION-C (2Qx10M=20 Marks)			
		Marks	CO
Q10.	“The court of law will not interfere with the internal management of Companies acting within their power.” Refer to the relevant case law further explain the general and statutory exceptions of the case mentioned above.	10	CO3
Q11.	<p>a) Identify the relevant section of the Companies Act, 2013 that provides the scheme of compromise or making arrangements with creditors and members. Examine the legal provision in detail.</p> <p style="text-align: center;"><u>Or</u></p> <p>b) “Section 230 is a boon to the corporate restructuring.” Critically examine the statement and discuss the relevant provisions relating to corporate restructuring.</p>	10	CO3
SECTION-D (2Qx25M=50 Marks)			
Q12.	<p>Ayan Ltd, a company with a paid-up share capital of Rs 50 lakhs and additional reserves of Rs 30 lakhs, has already borrowed Rs 20 lakhs for long-term and Rs 40 lakhs for short-term for construction in a company. The board aims to borrow another Rs 30 lakhs long-term without seeking shareholder approval in general meeting through a special resolution.</p> <p>Analyze the validity of this proposal by referring to the relevant legal provisions. Further comment on the remedies available to a lender providing loan beyond the borrowing limit specified by the board of directors in the meeting.</p> <p style="text-align: center;"><u>OR</u></p>	25	CO4

	<p>Company M issued debentures by which it undertook to pay the principal at a distant day and interest on fixed days half-yearly and charged by way of floating security all its property present and future. A condition endorsed on the debentures provided that notwithstanding the said charge the Company might, in the course of and for the purpose of its business, sell or otherwise deal with its property until default should be made in payment of interest for three months after the same should have become due, or until an order or resolution for winding up. Even after an instalment of interest had been due for more than three months, the debenture holders took no steps and so the charge did not crystallize but remained floating. The company then made a mortgage of a specific part of its property. Debenture holder filed a petition regarding invalidity of the mortgage and for priority to be given over mortgage.</p> <p>Decide the case citing the relevant case laws.</p>		
<p>Q13.</p>	<p>13.1. You are an insolvency professional (IP) appointed to a company based in Misraspatti, Uttarakhand. The company has been struggling financially for the past year and is unable to meet its debt obligations. Creditors have approached the National Company Law Tribunal (NCLT) seeking CIRP (Corporate Insolvency Resolution Process) for the company.</p> <p>(A) As the appointed IP, how will you approach this case considering the specific provisions for CIRP in the Insolvency and Bankruptcy Code (IBC) 2016? [20 Marks]</p> <p>(B) If a creditor has initiated legal action against the company before the commencement of CIRP. Can the creditor continue with the legal proceedings during the moratorium period? How would you handle this situation? [5 Marks]</p> <p style="text-align: center;"><u>OR</u></p> <p>13.2. A group of members of ABC limited filed a petition in the tribunal against acts of opperassion and mismanagement by the majority shareholders of the company. The group of members</p>	<p style="text-align: center;">25</p>	<p style="text-align: center;">CO4</p>

	<p>holds 12% of the issued share capital of the company. During the proceedings, a few members holding 6% of the issued share capital of the company disassociated themselves from the petition and they along with the majority shareholders submitted before the tribunal for non-maintainability of the petition filed by the group of members. Discuss the validity of the petition as per the Companies Act, 2013 along with relevant provisions. [25 Marks]</p>		
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