


Name:			
Enrolment No:			
<b>UNIVERSITY OF PETROLEUM AND ENERGY STUDIES</b> <b>End Semester Examination, December 2022</b>			
<b>Course: COMPANY LAW I</b> <b>Semester: V, VII</b> <b>Program: BA LLB, BBA LLB B1/B2/B3, B COM LLB ( SEM V ) ; B TECH LLB (SEM VII)</b> <b>Time : 03 hrs.</b> <b>Course Code: CLCC 3001</b> <span style="float: right;"><b>Max. Marks: 100</b></span>			
<b>Instructions:</b>			
<b>SECTION A</b> <b>(5Qx2M=10Marks)</b>			
S. No.		Marks	CO
Q 1	A public company _____ issue shares to public.	2	CO1
Q 2	Any kind of alteration in Memorandum of a company requires _____ resolution.	2	CO1
Q 3	Difference between shelf prospectus and abridged prospectus	2	CO1
Q 4	A company can issue _____ shares with differential right as to dividends and voting rights.	2	CO1
Q 5	Doctrine of Indoor management.	2	CO1
<b>SECTION B</b> <b>(4Qx5M= 20 Marks)</b>			
Q 1	Explain the legal effects of <i>ultra vires</i> transactions under the Companies Act, 2013.	5	CO2
Q2	State the Role of independent directors in a company.	5	CO2
Q3	Distinguish between private placement and public offer of shares.	5	CO2
Q4	What are the possible civil consequences of mis-representation in a prospectus?	5	CO2
<b>SECTION-C</b> <b>(2Qx10M=20 Marks)</b>			
Q 1	Attempt any one choice from both the questions.  a. Analyse the Conditions to be satisfied by a company for the forfeiture of shares of a member, who has defaulted the payment of calls? What are the consequences of such forfeiture? OR	10	CO 3

	b. LKS Limited wants to provide financial assistance to its employees, to enable them to subscribe for certain number of fully paid shares. Considering the provision of the Companies Act, 2013, what advice would you give to the company in this regard?		
Q 2	<p>Attempt any one choice from both the questions.</p> <p>a) Chimam Lal , the director of ABC Ltd, a public company, died in an air cash. It has been decided to appoint Shiv, as the director, in his place at the board meeting. Will the company be required to call extraordinary general meeting to approve Shiv’s appointment as director? Support your answer with the relevant provision of the companies Act, 2013.</p> <p>OR</p> <p>b) “In the event of Conflict between the memorandum and Articles, it is the memorandum that prevails.” Analyse the statement and also distinguish between Memorandum and Article of Association.</p>	10	CO 3
<b>SECTION-D</b> <b>(2Qx25M=50 Marks)</b>			
Q 1	<p>Attempt any one choice from both the questions.</p> <p>a. Kailash Tubes had, for some years, carried on a prosperous business as a Steel merchant and Steel manufacturer. He formed a limited company in 2020 consisting of himself, his wife and a daughter, and his three sons as the shareholders, all of whom subscribed for one share of 1 pound each. Kailash was the managing director and entered into multiple transactions to earn quick profits for the company. However the company went into huge losses. Many shareholders have approached the court to remove Kailash from the Director’s position on this ground. However, Kailash argued that he cannot be removed for bad business decisions. You are the legal advisor to shareholders. Whether Kailash can be removed from the position of Director as per the Companies Act,2013.</p> <p>OR</p> <p>b. In a public Company following situation have arisen:</p> <p>a) One of the directors of the company has died in accident and the Board of Directors wants to fill up the casual vacancy</p> <p>b) One of the Directors of the company proposed to visit UK for twelve months and the Board of Directors wants to appoint an alternate director in his place.</p> <p>Based on above, you are required to advise the company about the steps to be taken for making the above</p>	25	CO 4
		25	CO4

	appointments.		
Q 2	<p>Attempt any one choice from both the questions.</p> <p><b>I.)</b> Lagos India Limited issued a notice for holding of Its Annual General Meeting on November 20, 2021. The notice was posted to the members on October 1, 2021. Some of the members of the company allege that the company had not complied with the provisions of the Companies Act, 2013 with regard to the period of notice and as such the meeting was not validly called. Referring to the provisions of the Act decide:</p> <p>a) Whether the meeting was validly called?</p> <p>b) If there is a shortfall in number of days of notice period can it be condoned?</p> <p style="text-align: center;"><b><u>OR</u></b></p> <p><b>ii).</b> Canos Ltd has a paid-up equity capital and free reserves to the extent of Rs. 50,00,000. The company is planning to buy-back shares to the extent of Rs. 4,00,000. The company approaches you for advice with regard to the following</p> <p>a) Is special resolution required to be passed?</p> <p>b) What is the time limit for completion of buy-back?</p> <p>What should be ratio of aggregate debts to the paid-up capital-and free reserves after buy-back?</p>	25	CO 4