Name: **Enrolment No:**	

UPES

End Semester Examination, December 2025

Course: Company Law 1
Semester: V
Program: BA LLB(Hons)/BBA LLB(Hons)/BCOM LLB(Hons)
Time : 03 hrs.
Course Code: CLCC3001 **Max Marks:100**

Instructions: Read all questions carefully.

SECTION A **(5Qx2M=10Marks)**			
S. No.		**Marks**	**CO**
Q 1	State any two circumstances where a company must pass a special resolution.	**2**	**CO1**
Q2.	State the main purpose or objective of forming a Section 8 Company.	**2**	**CO1**
Q3.	What is the validity period of a Shelf Prospectus?	**2**	**CO1**
Q4.	Distinguish between bonus issue and right issue of shares.	**2**	**CO1**
Q5.	How are women director apointed under Companies Act,2013?	**2**	**CO1**
SECTION B **(4Qx5M= 20 Marks)**			
Q 6.	Elaborate the modes of acquiring membership under Companies Act,2013.	**5**	**CO2**
Q7.	Discuss the requisites of a valid meeting. Distinguish between ordinary resolution and special resolution to be transacted in a company's meeting.	**5**	**CO2**
Q8.	Write a short note on Employee Stock Option Scheme.	**5**	**CO2**
Q9.	A certificate of incorporation alone is not sufficient to commence business of a company. Comment.	**5**	**CO2**
SECTION-C **(2Qx10M=20 Marks)**			
Q10.	A listed company proposes to buy back 20% of its paid-up share capital and free reserves. As the company's legal advisor, apply the statutory requirements under the Companies Act, 2013 to evaluate whether the	**10**	**CO3**

	proposed buy-back is legally permissible. In your analysis, identify the procedural steps the Board and shareholders must comply with, the statutory limits on buy-back, and the post–buy-back obligations. Support your answer with relevant provisions and regulatory conditions.		
Q11.	The classification of companies under the Companies Act, 2013 forms the foundation of corporate regulation, providing differentiated operational frameworks for various forms of corporate entities. Critically examine how the classifications of companies based on (a) incorporation, (b) liability, and (c) control intersect with the principle of limited liability. In your analysis, evaluate whether this statutory framework adequately addresses the evolving requirements of modern corporate structures	**10**	**CO3**
SECTION-D (2Qx25M=50 Marks)			
Q12	Sunrise Fashions Ltd., a public company, has four directors: • Rohan Verma – Managing Director • Meera Nair – Whole-time Director • Karan Patel – Non-executive Director • Anita Singh – Independent Director The company has not filed its financial statements and annual returns for the last three consecutive financial years due to internal disputes. Separately, the Managing Director, Rohan Verma, is convicted for an offence involving fraud, and sentenced to 1 year and 2 months' imprisonment. **Based on the facts:** a) Identify the grounds on which the directors may be disqualified under Section 164(1) and 164(2). Further discuss the other grounds for the disqualification of the appointment of a director in a company. **b)** Explain the statutory procedure for removing a director under the Companies Act, 2013. **OR** Astra BioSolutions Ltd., a public company engaged in manufacturing medical diagnostic kits, has recently discovered a profitable opportunity in the field of AI-driven medical software and telemedicine platforms.	**25 (15+10)**	**CO4**

	To enter this new business, the Board decides that the existing Object Clause in the Memorandum of Association (MOA) must be amended. a) Explain the legal procedure for altering the Object Clause under the Companies Act, 2013. b) Further, company wishes to rename the company to "Bluesphere BioSolutions Ltd". Explain the statutory procedure for altering the Name Clause under the Companies Act, 2013.		
Q 13	NovaTech Robotics Ltd., a public company, proposes to raise capital by issuing 1 crore equity shares to the public. The company intends to publish a prospectus containing attractive information about its growth and plans. However, the company is facing difficulties regarding what all to put in a prospectus to attract the investors. As a legal advisor, help NovaTech Robotics in drafting a legally valid prospectus. a) List and briefly explain the key matters that must be stated in a prospectus under Section 26 of the Companies Act, 2013. b) Discuss the potential consequences for the company and its directors for misstatement in a prospectus. **OR** Comstar Limited issued a notice for holding of its Annual General Meeting on 7th November 2025.The notice was posted to members on 16-10-2025.Some members of the company allege that the company had not complied with the provisions of the Companies Act with regard to the period of notice and as such the meeting was not validly called. Critically analyse: a) Whether the meeting has been validly called in light of statutory provisions regarding annual general meeting. b) If there is a shortfall in the number of days by which the no tice falls short of the statutory requirement, state and explain by how many days the notice fall short of statutory requirement and can the shortfall (if any) be condoned?	**25 (15+10)**	**CO4**