

**SIXTH SEMESTER
TITLE: COMPANY LAW**

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| 1.0 | Unit 1. Company | 18Hrs |
| 1.1 | Legislative back drop of Companies Act 2013-Objectives of the Companies Act – Joint Stock Company-Meaning, Definition and Features. | |
| 1.2 | Kinds of Companies- Private Company, Public Company, Company Limited by Guarantee, Company limited by Shares, Holding & Subsidiary Company, Government Company, Association Company, Small Company, Foreign Company, Body Corporate, Limited Company, One Person Company and Global Company - Types and features of Global Company. Corporate Personality - Lifting of Corporate Veil. | |
| 2.0 | Unit 2. Formation of company | 17Hrs |
| 2.1 | Stages in the formation of Company (Both Private and Public) Promotion, Meaning of Promoter, Position and Functions of Promoters- Incorporation, Capital Subscription & Commencement of Business | |
| 2.2 | Basic Documents-Memorandum of Association & Articles of Association-Definition, Clauses, Provisions & Procedures for Alteration of MOA and AOA. Distinction between MOA& AOA. | |
| 2.3 | Prospectus- Definition, Abridge Prospectus, Red-Herring Prospectus and Shelf Prospectus. Statement in Lieu of prospectus. Corporate Social Responsibility-Meaning- Scope-as per Companies’ Act, 2013. | |
| 3.0 | Unit 3.Company Secretary | 17Hrs |
| 3.1 | Meaning & Definition of Company Secretary, Qualification, Appointment, Position & Role, Rights, Duties & Liabilities- Removal of a Company Secretary. | |
| 4.0 | Unit 4.Membership & Registration of Members | 14Hrs |
| 4.1 | Listing of Securities, Procedures thereof- Shares- Types & Allotment of Shares- Share Certificate & Share Warrant. Buy Back, Surrender & Forfeiture of Shares. | |
| 5.0 | Unit 5.Meetings and Resolutions | 14Hrs |
| 5.1 | Types of Meetings, Requisites of Valid Meetings- Meetings of Board of Directors, Shareholders, Statutory Meeting, Annual General Meeting, and Extraordinary General Meeting. Resolutions- Types of Resolution- Conduct of | |

Mock Meeting.

15 Marks:

15 Unit 1:

1. Define the term 'Company'. Explain in detail all the characteristics features of a company.
2. 'A company is an artificial person, created by law with a perpetual succession and a common seal.' Explain this statement.
3. "The fundamental attribute of corporate personality is that the corporation is a legal entity distinct from its members". Discuss in detail.
4. Explain the advantages and disadvantages of incorporation of a company.
5. What is a corporate veil? Explain the circumstances under which corporate veil can be lifted.
6. 'A joint stock company is a legal person with perpetual succession and common seal.' Examine this statement.
7. A private company is not a public company. Justify.
8. Explain the privileges and exemptions enjoyed by a private company when compared with a public company? Mention eight such items.
9. Explain in detail the various kinds of companies which can be registered under the Companies Act, 2013.
10. Explain the different stages of formation of a public company.
11. Define company. Explain the objectives and drawbacks of Companies Act of 2013.

15 Unit 2.

1. Who are the promoters? Explain the duties and liabilities of promoters.
2. What do you mean by incorporation of a company? Explain in detail the procedure involved in the incorporation of a company.
3. What is memorandum of association? Distinguish between memorandum of association and articles of association.

4. Define Memorandum of Association. What are its contents? Explain.
5. What do you mean by 'Prospectus and Statement-in-lieu of Prospectus'? State the usual contents of a prospectus.
6. What is a prospectus? What are its contents? What are the effects of mis-statements in prospectus?
7. Define prospectus. Briefly explain the importance and the contents of prospectus.
8. What is a Memorandum of Association? What are its contents? Under what circumstances it is altered?
- 9.

15 Unit 3.

1. Who is a company secretary? Explain the rights and duties of a company secretary.
2. Define the term company secretary. Discuss the statutory and contractual duties and liabilities of a company secretary.
3. Define the term 'Company Secretary'. State how and who may be appointed as the company secretary. What is his legal position?
4. Who is a company secretary? Explain the process of appointment of company secretary.
5. What is statutory meeting? Discuss the duties of the company secretary in connection with a statutory meeting.

15 Unit 4.

1. Define the term 'share'. Explain the different kinds of shares issued by a company.
2. What do you mean by allotment of shares? What are the essential features of valid allotment of shares?
3. What are the different kinds of shares which a company can issue? Point out the relative advantages of each of them.
4. What is preference share? Explain the types of preference shares? What are the restrictions on the power of company to redeem share?

15 Unit 5.

1. What is general body meeting? Explain the procedure to be followed for conducting it and mention the secretarial duties in this connection.
2. Who are the directors of a company? How are they appointed? What are their rights and duties?
3. Explain the rights, duties and powers of Director of a Company.
4. What is an annual general meeting? Why and when an annual general meeting should be held in a year? Explain.

5. State the legal provisions relating to statutory meeting and extra-ordinary meeting.
6. What is General Body Meeting? Explain the procedure to be followed for conducting General Body Meeting.
7. Describe the provisions and procedure for holding the annual general meeting of a company. State the duties of the company secretary after holding of such a meeting.
8. What is an Annual General Meeting? What are the subjects that are usually discussed in the Annual General Meeting?
9. What are the different types of meetings? Explain the requisites of a valid meeting.
10. Discuss the requisites of valid meeting and types of resolutions.

10 Marks:

10 Unit 1

1. Distinguish between a Private Company and Limited Liability Partnership.
2. Distinguish between Limited Liability Partnership and Partnership.
3. Distinguish between a Company and Partnership.
4. What do you mean by Limited Liability Partnership? Explain the legal provisions relating to it.
5. What do you mean by LLP? Explain the features of LLP.
6. Explain the objectives of Companies Act 2013.
7. Explain the legislative back drop of Companies Act 2013.
8. Bring out the difference between a private company and public company.
9. What is the procedure for converting a private limited company into a public limited company?
10. Narrate the full procedure for conversion of a public company into a private company?
11. Write the procedure for conversion of OPC to Private or Public Company.
12. Define a private company and state the special privileges which it enjoys under the Companies Act 2013.

13. What is Corporate Veil? When it is lifted?
14. What is meant by lifting of corporate veil? State the circumstances under which corporate veil may be lifted by the courts.
15. “A company is an artificial person, created by law with perpetual succession and common seal”. Explain this statement in detail.
16. Explain the various types of Global Companies with examples.
17. Discuss the features of global companies.
18. What do you mean by a Foreign Company? What are the obligations a Foreign Company need to fulfil as per Companies Act 2013?
19. What do you mean by a small company? What are its special features?

10 Unit 2.

1. What is prospectus? Explain its contents.
2. What are the usual contents of Articles of Association? Explain the significance of Table ‘A’.
3. What is prospectus? Explain its contents.
4. State clearly the steps you would take to obtain the certificate to commencement of business.
5. Distinguish between Memorandum of Association and Articles of Association.
6. Discuss the steps that are to be taken before a company can commence its business.
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10 Unit 3.

1. A secretary is an advisor, an executive and a liaison officer. Discuss.
2. Explain the rights of a company secretary.
3. Explain the liabilities of a company secretary.
4. Discuss the procedure of removal of a company secretary.

5. Discuss the qualifications which a company secretary must possess.

10 Unit 4.

1. What are the methods of acquiring the membership of a company?
2. What is allotment of shares? Explain the essential features of a valid allotment.
3. Explain the procedures for listing of securities?
4. Define a share. Explain the different kinds of preference share issued by a public company.
5. Who is a member of a company? Distinguish between a member and a shareholder.
6. Distinguish between share certificate and share warrant.
7. How is the membership of a company acquired? In what circumstances does it cease?
8. Define share. What are the different kinds of shares which a company may issue?

10 Unit 5.

1. Explain briefly the different kinds of general meetings of shareholders.
2. Explain the essentials of a valid meeting.
3. What are the provisions of Companies Act in relation to holding of an Extra-Ordinary General Body Meeting?
4. Explain the duties and responsibilities of an auditor.
5. Explain the methods of recruitment of directors.
6. Briefly explain the rights and powers of a company director.
7. What are the qualifications, duties and responsibilities of a company auditor?
8. Briefly explain the provisions of the Companies Act in relation to holding of extraordinary general meeting.
9. Discuss the importance of a statutory meeting.
10. How are auditors appointed? What are the duties of a company auditor?
11. Explain the requisites of AGM.
12. State the provisions of Companies Act regarding notice, quorum and minutes of proceedings of board meeting.

13.

5 Marks:

5 Unit 1.

1. What do you understand by separate legal personality of a company?
2. What do you understand by 'perpetual succession' of a company?
3. State whether a company is a natural person, a legal person or an artificial person.
4. What is meant by limited liability? Explain with the help of an example.
5. A shareholder of a company cannot claim to be the owner of its property during its existence. Why?
6. A company continues to exist even if there is a death of all of its members. Why?
7. Explain corporate veil.
8. A company is not a citizen. Justify.
9. Narrate the case law of Daimler Co. Ltd. V. Continental Tyre and Rubber Co. Ltd. (1916)
10. What are the five important characteristics of a private company?
11. Define a company limited by guarantee.
12. Write a note on statutory company.
13. Give three examples of statutory companies functioning in India.
14. How can a private company be converted into a public company?
15. A private company need not issue a prospectus. Why?
16. Write a note on holding company?
17. Write short notes on Government Company.
18. What is a One Person Company?
19. Is it necessary to add the word 'limited' after the name of a company?
20. Mention five privileges of a private company.

21. Write a note on foreign company.
22. State and discuss the obligations of a foreign company under the Companies Act, 2013.
23. Write a note on holding company and subsidiary company.
24. Write short notes on Limited Liability Partnership.
25. Write short notes on illegal associations under sec. 464.
26. Write short notes on Corporate Personality.
27. Narrate the case law, 'Soloman Vs. Soloman and Company'.
28. When is a company not called as a private company?
29. Write short notes on Small Companies.
30. Write a note on 'CSR' rules as per Companies Act 2013.

5 Unit 2.

1. Briefly explain the documents which have to be filed with the Registrar at the time of incorporation of a public limited company.
2. Write a note on certificate of incorporation. Who issues it.
3. What do you mean by qualification shares?
4. Write short note on promoter of a company.
5. What is the position or status of a company promotor?
6. What are pre incorporation certificate?
7. When a public limited company can commence its business?
8. When does a company legally come into existence?
9. What do you mean by subscribing names to a memorandum of association?
10. Name the documents which have to be filed with the Registrar at the time of incorporation of a public limited company.
11. What do you mean by articles of association?
12. Write a note on Memorandum of Association.
13. What do you mean by minimum subscription?

14. Write a note on statement in lieu of prospectus.
15. Write a note on preliminary contracts.
16. State the liabilities for mis-statement in prospectus.
17. Write short notes on 'Doctrine of Ultra Vires'.
18. What is certificate of commencement of business?
19. What is 'Minimum Subscription'? What is the objective of fixing such an amount?
20. State the duties of promoters.
21. Write a note on Table –A.

5 Unit 3.

1. What are the qualifications required to become a company secretary?
2. What are the basic qualifications of a company secretary?
3. What is the position of a company secretary?

5 Unit 4.

1. What is 'Register of Members'?
2. What is a 'Share warrant'?
3. What is irregular allotment of shares? What are its consequences?
4. What is 'Share certificate'?
5. Write a note on Blank Transfer.
6. Distinguish between shares and debentures.
7. What is meant by forfeiture of share?
8. What is meant by surrender of shares?

5 Unit 5.

1. Write short notes on 'Quorum'.
2. What do you mean by resolution of the meeting?
3. Write a note on postponement and adjournment of meetings.

4. State the liabilities for mis-statement in prospectus.
5. What is a special resolution?
6. Write a note on 'Annual Report'.
7. State any three objectives of annual general meeting.
8. Write a note on 'Agenda' of the meeting. Why it is necessary?
9. Write a note on types of resolutions.
10. Write a note on Annual General Body Meeting.
11. How are directors of a public limited company appointed?
12. What do you understand by proxy?
- 13.