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2885

Your Roll No. ....

**M.Com./Semester III (NC)**

**F**

Paper No. MN341 : Corporate Laws

*Time : 3 Hours*

*Maximum Marks : 100*

*(Write your Roll No. on the top immediately  
on receipt of this question paper.)*

*Attempt All questions.*

*All questions carry equal marks.*

1. "Corporate Governance has received focused attention in the recent years all over the world. Many countries have amended their company laws to keep pace with the changed world." Discuss this statement. Explain briefly ten major reforms in the area of corporate governance introduced in the Companies Act, 2013.

(20)

**OR**

Attempt any four of the following giving reasons. Credit will be given for the answers supported by relevant provision and case laws, if any.

P.T.O.

- (a) S was running prosperous leather (boot and shoe) business. He converted his business into a limited company with himself, wife, daughter, and four sons as founding members. S and his two sons became directors. All of them subscribed for one share each so that actual cash paid by them was just pound 7. S sold the business to newly formed company for pound Rs. 38782 (a nominal capital of Rs. 40,000) and took Rs. 10,000 debentures, Rs. 20,000 shares and Rs. 8,782 in cash. Company went into liquidation and a Receiver was appointed by debenture holders. The balance sheet of the company had assets amounting Rs 6050, liabilities- debenture, Rs 10,000 and ordinary creditors, Rs 8000. Decide by citing a relevant case law, if the available assets and money is payable to creditors or S being debenture holder?
- (b) Mr L was a pilot and had a crop spraying business which he operated through a limited liability company. He owned all the shares and was the controlling director. He was also employed by the company as a pilot. He was killed whilst flying on company business. His wife sought compensation under New Zealand Workman's Compensation Act as the widow of a 'worker'. Comment.

- (c) Comment whether "Asiatic Government Security Life Insurance Co. Ltd." can seek an injunction against "The New Asiatic Insurance Co. Ltd" which was subsequently formed restraining it from having in its name 'Asiatic' on the ground that it has caused confusion and can deceive the public.
- (d) M and N were only two members of a private limited company. Both of them have been killed in a bomb blast. Does the company cease to exist? Explain
- (e) "There are no relaxations available to One Person Company." Comment (5×4)
2. Attempt any four questions of the following giving reasons. Credit will be given to answers supported by relevant provisions and case laws.
- (a) SSB Ltd. has 5 directors. How many directors are liable to retire?
- (b) "Company is like river Thames." Discuss
- (c) "The company has no power to do any act not authorized expressly or impliedly by its Memorandum

and any act so done is ultra vires and incapable of ratification, even if every member of the company assents to it." Comment

(d) How can a private company be converted into a public company?

(e) Distinguish between a Manager and a Managing Director. (5×4)

3. Attempt any four questions of the following. Credit will be given to the answers supported by relevant provisions and case laws.

(a) Distinguish between ordinary resolution and special resolution

(b) "A faulty notice of meeting can be fatal to the validity of a meeting." Comment

(c) Can the directors of a company postpone the holding of its AGM beyond the statutory time limit on the grounds that the annual accounts are not ready?

(d) "Through postal ballot, participation of almost every shareholder in the decision making on vital issues

of the whole organization is ensured." Comment.

- (e) When is an explanatory statement required to be annexed to the notice calling the general meeting of the company? (5×4)

4. Attempt any **two** questions out of (a),(b) and(c):

(a) Write short notes on :

(i) The securities in depositories to be in fungible form

(ii) Pledge or hypothecation of securities held in a depository

(iii) Registration of transfer of securities with depository.

(iv) Rights of depositories and beneficial owner.

(b) Explain briefly the powers of SEBI under the SEBI Act, 1992 and discuss relevant cases.

(c) Explain the following

- (i) Beneficial owner (Depositories Act,1996)
- (ii) Securities appellate tribunal(Depositories Act,1996)
- (iii) Power of SEBI to adjudicate
- (iv) Penalties for non-compliance of SEBI guidelines by stock brokers (10×2)

5. Write short notes on any four of the following:

- (a) Quorum
- (b) Investor's Education and Protection fund
- (c) Insider trading
- (d) Independent director
- (e) CSR
- (f) Proxy (5×4)