



‘समानो मन्त्रः समितिः समानी’

**UNIVERSITY OF NORTH BENGAL**  
LL.B. (3 yr.) 4th Semester Examination, 2023

**COMPANY LAW**

**PAPER CODE: DE02**

Time Allotted: 3 Hours

Full Marks: 100

*The figures in the margin indicate full marks.*

**Answer Question No. 7 and any four questions from the rest**

1. (a) Define the term Company. Explain and illustrate the characteristics of a company in detail. 10
- (b) State the facts of the case, and principles decided in the famous case of Salomon vs. Salomon & Co. Ltd., regarding corporate personality. 10
2. (a) Elucidate the term “formation of a company”. Also discuss in detail, the different stages for the formation of a company. 15
- (b) What are the documents required to be filed with the Registrar of Companies for the incorporation of a company? Explain. 5
3. (a) Discuss in detail the advantages and disadvantages of incorporation. 10
- (b) Define Prospectus. What are its contents? State the legal rules relating to the issue of prospectus in detail. 10
4. “The shares of any member in a company is his movable property”. In this context explain the following terms in detail: 5×4 = 20
  - (i) Shares
  - (ii) Share capital
  - (iii) Kinds of shares
  - (iv) Share certificate.
5. (a) Define the term ‘Debentures’. 2
- (b) State the legal provisions relating to debentures. 8
- (c) Point out the difference between debenture holder and shareholder. 10
6. (a) Discuss the term “winding up” under company law. State the various modes of winding up and the related circumstances. 10
- (b) Explain in detail the rule laid down under Foss vs. Harbottle along with its exceptions. 10

7. Write short notes on any *four* of the following:

5×4 = 20

- (a) Merger and Demergers
- (b) National Company law tribunal features
- (c) Kinds of Companies
- (d) SEBI guidelines under Companies Act 2013
- (e) Powers and duties of Directors of a Company
- (f) Dividends
- (g) Company limited by shares and Company limited by Guarantee: Its Difference.

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