



**UNIVERSITY OF NORTH BENGAL**

B.A./BBA/B.Com. LL.B. (5 yr.) General 8th Semester Examination, 2021

**COMPANY LAW**

Time Allotted: 2 Hours

Full Marks: 50

*The figures in the margin indicate full marks.*

**The students should attempt any *two* questions from GROUP-B compulsorily and any *four* from GROUP-A**

**GROUP-A**

**Answer word limit less than equal to 200**

1. “The fundamental attribute of corporate personality is that the company is a legal entity distinct from the members.” — Elucidate the above statement. Discuss briefly the history of Company Law in India. Also discuss how far Company Law in India has been influenced by the English Company Law. 10
2. Who is a promoter? Write a note on the duties and liabilities of promoters. “A promoter is not a trustee or agent for the company but he stands in a fiduciary position towards it.” — Discuss. 10
3. “Memorandum of association is a charter of the company”. Comment upon the statement and explain the clauses which are included in a memorandum of association of a company. What is the meaning and significance of the doctrine of “Indoor Management”? Discuss with reference to decided case “Royal British Bank v. Turquand”. 10
4. Define guarantee and indemnity. Point out the kinds of guarantee and the liability of bankers under bank guarantee. Discuss the statutory protection provided to collecting banker. 10
5. “The rule in Foss v. Harbottle presently has lost its importance because of adequate statutory provisions made in the Companies Act, 2013.” — Discuss the adequacy of these provisions. “Majority will have its way but minority must be allowed to have its say.” — Discuss the above proposition with reference to prevention of oppression and mismanagement. 10
6. Write a brief note on SEBI and its powers. Mention in brief about the Harshad Mehta scam in 1992 and its effect on corporate world. 10

**GROUP-B**

**Answer word limit less than equal to 100**

7. Write short notes on any *two* of the following: 5×2 = 10
  - (a) Article of association
  - (b) Directors and its duties
  - (c) Kinds of debentures
  - (d) Features of a company.

—X—