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**PRESIDENCY UNIVERSITY**

**Bengaluru**

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| **End - Term Examinations – JANUARY 2025** |
| **Date:** 13- 01- 2025 **Time:** 09:30 am – 12:30 pm |

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| **School:** SCHOOL OF LAW | **Program:** BA.LL.B/ BB.A.LLB/B.COM.LL.B (Hons.) | |
| **Course Code :** LAW2045 | **Course Name :** COMPANY LAW II | |
| **Semester**: V | **Max Marks**: 100 | **Weightage**: 50% |

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| **CO - Levels** | **CO1** | **CO2** | **CO3** | **CO4** | **CO5** |
| **Marks** | **20** | **30** | **30** | **20** | **10** |

**Instructions:**

1. *Read all questions carefully and answer accordingly.*
2. *Do not write anything on the question paper other than roll number.*

**Part A**

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| **Answer ALL the Questions. Each question carries 2marks. 10Q x 2M=20M** | | | | |
| **1** | What are the key contents required in the Board's Report under Section 135 of the Companies Act, 2013? | **2 Marks** | **L1** | **CO5** |
| **2** | Who constitutes the eligible cohort entitled to initiate a class action suit pursuant to the provisions of the Companies Act, 2013? | **2 Marks** | **L1** | **CO5** |
| **3** | How does the Companies Act, 2013 define a One Person Company (OPC), and what is its distinguishing characteristic? | **2 Marks** | **L1** | **CO2** |
| **4** | In the context of Section 113 of the Companies Act, 2013, under what circumstances is a corporation necessitated to appoint an authorized representative for the purpose of exercising its voting rights at a meeting? | **2 Marks** | **L1** | **CO2** |
| **5** | Expound upon the statutory framework governing the registration of resolutions and agreements as envisaged under the Companies Act, 2013, elucidating the procedural mandate of such compliance. | **2 Marks** | **L1** | **CO2** |
| **6** | Elucidate the statutory provisions and procedural framework governing the appointment of directors elected by small shareholders under the Companies Act, 2013 | **2 Marks** | **L1** | **CO1** |
| **7** | Deliberate upon procedural modalities pertaining to the appointment of directors through voting on an individual basis, as delineated under the Companies Act, 2013, highlighting its legal rationale and implications. | **2 Marks** | **L1** | **CO1** |
| **8** | Discuss briefly the removal of Director By Company Law Tribunal under the Companies Act, 2013. | **2 Marks** | **L1** | **CO1** |
| **9** | Elucidate the different categories of winding up under the Companies Act, 2013, with an emphasis on their statutory prerequisites, and implications. | **2 Marks** | **L1** | **CO4** |
| **10** | Define the term "Company Liquidator" under the Companies Act, 2013, and explain the procedural requirements and criteria for their appointment during the winding-up process. | **2 Marks** | **L1** | **CO 4** |

**Part B**

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| **Answer the Questions Total 80 Marks** | | | | | |
| **11.** | **a.** | Considering the multifaceted nature of the role, analyze the legal position of directors under the Companies Act, 2013, with regard to their duties and responsibilities towards the company and its shareholders. | **10**  **Marks** | **L2** | **CO1** |
| **or** | | | | | |
| **12.** | **a.** | Discuss the key provisions related to Corporate Social Responsibility (CSR) in the Companies Act, 2013, and offer examples of CSR activities that companies can pursue to fulfill their obligations. Explain how the Act ensures adherence to CSR requirements and outline the penalties for non-compliance. | **10**  **Marks** | **L2** | **CO5** |
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| **13.** | **a.** | Discuss the various grounds for compulsory winding up outlined in the Companies Act, 2013. Analyze the steps and procedures involved in initiating the winding-up process based on the identified grounds. Consider any potential legal challenges or objections that may arise during the winding-up proceedings and suggest strategies for ABC Pvt. Ltd. to navigate these challenges in accordance with the Companies Act, 2013 | **10**  **Marks** | **L2** | **CO4** |
| **or** | | | | | |
| **14.** | **a.** | Explain the provisions under Sections 241 to 244 of the Companies Act, 2013, which safeguard minority shareholders against oppression and mismanagement by majority shareholders, and analyze the interpretation of these provisions in recent legal decisions. | **10**  **Marks** | **L2** | **CO3** |

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| **15.** | **a.** | Considering the provisions of Section 100 of the Companies Act, suppose a shareholder of a company appoints a proxy to attend and vote on their behalf at an extraordinary general meeting. Discuss the rights and limitations of the proxy in this context.  Discuss the steps the shareholder take to ensure the valid appointment of a proxy, and are there any circumstances under which the proxy's authority may be restricted or revoked according to Section 105 of the Companies Act, 2013. | **5+5**  **Marks** | **L2** | **CO2** |
| **Or** | | | | | |
| **16.** | **a.** | XYZ Ltd. is scheduled to hold its Annual General Meeting (AGM), and the Board of Directors is concerned about achieving the necessary quorum. Due to unforeseen circumstances, several shareholders may not be able to attend. Discuss the provisions outlined in the Companies Act, 2013, regarding the quorum of meetings. What constitutes a quorum for an AGM, and how is it determined?  If the company fails to achieve the required quorum, what are the legal consequences, and what steps can the board take to address the quorum issue according to the Companies Act, 2013? Explore any exceptions or specific conditions that may apply in ensuring the validity of the meeting | **5 +5**  **Marks** | **L2** | **CO2** |

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| **17.** | **a.** | Examine the legal provisions and procedures concerning the use of postal ballot in company meetings, as outlined in the Companies Act, 2013. Discuss the requirements for initiating a postal ballot, including the nature of resolutions that can be passed through this method.  Consider the safeguards in place to ensure the integrity of the voting process and the protection of shareholders' rights. Additionally, analyze any challenges or limitations associated with the use of postal ballot in multinational companies and suggest measures to enhance the effectiveness and fairness of the postal ballot system. | **10+5**  **Marks** | **L3** | **CO2** |
| **Or** | | | | | |
| **18.** | **a.** | Discuss the key provisions of Section 173 of the Companies Act, 2013, with a focus on board meetings. Analyze the legal requirements for convening and conducting board meetings, including notice periods, quorum, and decision-making processes. Considering the geographical dispersion of the directors and the need for frequent decisions, explore alternative methods or technologies available to facilitate virtual board meetings.  Evaluate the implications of non-compliance with the provisions of Section 173 and suggest strategies for ABC Ltd. to streamline its board meeting procedures in accordance with the Companies Act, 2013. | **10+5**  **Marks** | **L3** | **CO2** |

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| **19.** | **a.** | ABC Pvt. Ltd. is in the process of obtaining shareholder approval for a critical decision via an ordinary resolution, but the Board is encountering difficulties in garnering majority support. Discuss the provisions of Section 114 of the Companies Act, 2013, which govern ordinary resolutions, including the voting process, requirements for passing the resolution, and the majority required for approval.  In the event of shareholder dissent, what legal avenues are available to the company, and how can the board address potential challenges to ensure the resolution passes in accordance with the law? | **10+5**  **Marks** | **L3** | **CO1** |
| **Or** | | | | | |
| **20.** | **a.** | Imagine a scenario where XYZ Ltd. is convening a Special Resolution at its Annual General Meeting (AGM) to make significant amendments to its Articles of Association. The company has a diverse shareholder base, and there are concerns about ensuring a fair and transparent voting process. Discuss the relevant provisions of the Companies Act, 2013, pertaining to the voting procedure for Special Resolutions at an AGM.  Outline the steps the company should take to facilitate an efficient voting process, ensuring the participation of all shareholders | **10+5**  **Marks** | **L3** | **CO1** |

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| **21.** | **a.** | Interpret the Proper Plaintiff Rule in conjunction with the Rule of Majority, and critically assess the exceptions to these doctrines in the context of corporate legal proceedings. | **20**  **Marks** | **L4** | **CO4** |
| **Or** | | | | | |
| **22.** | **a.** | LMN Pvt. Ltd. is facing financial difficulties, and its creditors and shareholders are concerned about its future. Discuss who can apply for the winding-up of the company under the Companies Act, 2013, and the conditions under which they can do so. Also, explain the role of the National Company Law Tribunal (NCLT) in deciding whether the company should be wound up, and potential challenges in the process. | **20**  **Marks** | **L4** | **CO3** |

**\*\*\*\*\* BEST WISHES \*\*\*\*\***