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PRESIDENCY UNIVERSITY

BENGALURU

Make Up Examinations – December 2025

Date: 26 – 12- 2025

Time: 9:30am – 12:30pm

School: SOL		Program: BB.A.LL. B			
Course Code: LAW2045		Course Name: Company Law II			
Semester: MK		Max Marks: 100		Weightage: 50%	
CO - Levels	CO1	CO2	CO3	CO4	CO5
Marks	20	20	20	20	20

Instructions:

- (i) Read all questions carefully and answer accordingly.
- (ii) Do not write anything on the question paper other than roll number.

Part A

Answer ALL the Questions. Each question carries 2marks.

10Q x 2M=20M

1.	What is the maximum tenure for a Managing Director as per the Companies Act, 2013?	2 Marks	L1	CO
2.	Can an alternate director be appointed as an independent director?	2 Marks	L1	CO
3.	Under what circumstances can a director be held liable for breach of fiduciary duty?	2 Marks	L1	CO
4.	Is quorum required throughout a Board Meeting? Justify your answer.	2 Marks	L1	CO
5.	What is the consequence of not maintaining the proper minutes of company meetings?	2 Marks	L1	CO
6.	Can the minutes of meetings be maintained in electronic form?	2 Marks	L1	CO
7.	When can the Tribunal order a company to be wound up on the grounds of public interest?	2 Marks	L1	CO
8.	What is the minimum number of depositors required to file a class action suit?	2 Marks	L1	CO
9.	What remedy can the Tribunal provide in case of oppression and mismanagement?	2 Marks	L1	CO
10.	Is there any time limitation for applying to the Tribunal under Section 241 for oppression and mismanagement?	2 Marks	L1	CO

Part B

Answer the Questions.

Total Marks 80M

11.	a.	Explain the provisions and legal procedure for conducting a valid Extraordinary General Meeting (EGM). Who can convene it and under what circumstances?	10 Marks	L1	CO1
Or					
12.	a.	Discuss the importance of quorum in company meetings. What happens if quorum is not present? Illustrate with relevant sections and examples.	10 Marks	L1	CO1
Or					
13.	a.	Critically examine the role of the Nomination and Remuneration Committee in the appointment and evaluation of directors.	10 Marks	L1	CO2
Or					
14.	a.	Who is a resident director? Discuss the rationale and compliance requirements under Section 149(3) of the Companies Act, 2013.	10 Marks	L1	CO2
Or					
15.	a.	Describe the process of submission and approval of the Statement of Affairs by the directors in the event of winding up.	10 Marks	L1	CO2
Or					
16.	a.	Discuss the concept of fraudulent preference and undervalued transactions in the context of winding up proceedings.	10 Marks	L1	CO2
Or					
17.	a.	<i>A group of minority shareholders files a petition before the NCLT under Section 241, alleging mismanagement in XYZ Ltd. While passing orders, the Tribunal emphasizes that its decision must serve the "public interest." The petitioners argue that their private grievances alone are sufficient for relief. In this context, explain the meaning and relevance of 'public interest' in orders passed by the Tribunal in oppression and mismanagement cases.</i>	15 Marks	L2	CO4
Or					
18.	a.	<i>During an ongoing oppression case against ABC Pvt. Ltd., the controlling shareholders attempt to replace key board members. The petitioners approach the NCLT for urgent relief to prevent board-level changes. Discuss the legal circumstances under which the NCLT can restrict changes in the Board of Directors or issue freeze orders during the pendency of oppression proceedings.</i>	15 Marks	L3	CO3

19.	a.	<i>Following a massive financial fraud in LMN Ltd., a group of shareholders files a class action under Section 245, alleging negligence by the company's auditors and misrepresentation by its directors. The respondents argue that individual redress would suffice.</i> Explain how class action suits act as a check on corporate abuse and misrepresentation by management or auditors.	15 Marks	L2	CO3
Or					
20.	a.	<i>Shareholders of a private company, DEF Pvt. Ltd., want to initiate a class action suit alleging financial irregularities. However, the company argues that Section 245 is inapplicable to private entities. Discuss the types of companies against which a class action suit can be filed. Can such suits be filed against private companies? Justify your answer with legal reasoning.</i>	15 Marks	L2	CO3
Or					
21.	a.	<i>At the AGM of TUV Ltd., several shareholders were unable to attend in person. They demand a right to participate and vote through electronic means. The company cites practical and legal constraints. Analyze the concept of e-voting in general meetings. How has the Companies Act, 2013 facilitated technological participation in shareholder decision-making?</i>	20 Marks	L3	CO4
Or					
22.	a.	<i>A group of minority shareholders in GHI Ltd. files a petition under Sections 241 and 242 citing oppression by the majority. While the NCLT grants partial relief, the petitioners argue that the remedies are insufficient to restore corporate fairness. Evaluate the effectiveness of the remedies provided under Sections 241 and 242 of the Companies Act, 2013 in restoring fair corporate management.</i>	20 Marks	L3	CO5