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| Name: | |  | |
| Enrolment No: | | | |
| UNIVERSITY OF PETROLEUM AND ENERGY STUDIES End Semester Examination, May 2022 | | | |
| Course: Company Law II Semester: VIII Program: BTech LLB | | Time : 03 hrs. | |
| Course Code: CLCC 3006 | | Max. Marks: 100 | |
| Instructions: All questions are compulsory. | | | |
| SECTION A (5Qx2M=10Marks) | | | |
| S. No. | Write a short note on: | Marks | CO |
| Q1. | Reverse mergers. | 2 | CO1 |
| Q2. | Debenture trust deed. | 2 | CO1 |
| Q3. | Class action suits. | 2 | CO1 |
| Q4. | Loans to directors. | 2 | CO1 |
| Q5. | Fixed and floating charges. | 2 | CO1 |
| SECTION B (4Qx5M= 20 Marks) | | | |
| Q6. | Describe the powers and duties of 'registrar of companies' under the Companies Act, 2013. | 5 | CO2 |
| Q7. | Explain the construct of demerger, along with the types of demergers. | 5 | CO2 |
| Q8. | Explain the meaning of the term 'corporate liability' along with relevant judicial precedents. | 5 | CO2 |
| Q9. | Explain the different kinds of debentures that can be issued under the Companies Act, 2013. | 5 | CO2 |
| SECTION-C (2Qx10M=20 Marks) | | | |
| Q10. | Explain the different committees of the board along with their constitution and roles, required to be constituted under the Companies Act, 2013. | 10 | CO3 |
| Q11. | Explain the process of issuance of debentures under the Companies Act, 2013. | 10 | CO3 |

SECTION-D
(2Qx25M=50 Marks)

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| Q1. | <p>HardBound Reads Pvt. Ltd. (“HardBound”) and Modern Reader Pvt. Ltd. (“Modern Reader”) are two companies engaged in the business of publishing and selling books in India. While HardBound only provides print copies of its books at multiple retail outlets across India, Modern Reader focuses more on e-books and online material. In 2020, the directors of HardBound and Modern Reader meet and decide to merge to streamline their services, which are complementary to on another. HardBound also states that the merger would help it in paying off its bank loans which it had taken to rent commercial spaces for its retail outlets, and had been unable to pay due to a general shift in the market away from print books and towards e-books. When they approach the National Company Law Tribunal (“NCLT”) for approval of the merger, it calls for a meeting of all equity and preference shareholders of HardBound and Modern Reader. Placing reliance on relevant provisions of the Companies Act, 2013 and case law, discuss whether there has been any procedural failure on the part of the NCLT and outline the duties of the NCLT in relation to mergers and amalgamations.</p> | 25 | CO4 |
| Q2. | <p>In the judgement relating to oppression and mismanagement (Union of India v. Delhi Gymkhana Club), the petition for oppression and mismanagement was filed by Government of India under Section 241(2) of the Companies Act, 2013.</p> <p>Discuss the observations made by NCLAT in the above-mentioned judgment and also set out the process of filing a petition for oppression and mismanagement under the Companies Act, 2013.</p> | 25 | CO4 |