

**GUJARAT NATIONAL LAW UNIVERSITY
GANDHINAGAR**

Course: Corporate Law-I
Semester-VI (Batch: 2014-19)

End Semester Examination: April-May 2017

Date: 4th May, 2017

Duration: 3 hours

Max. Marks: 50

Instructions:

- Read the questions properly and write the answers in the given answer book.
- The respective marks for each question are indicated in-line.
- Do not write anything on the question paper.
- Indicate correct question numbers in front of the answers.
- No questions or clarifications can be sought during the exam period, answer as it is, giving reason, if any.

Part-A

Marks

Q.1 Write conceptual analysis on the following:

(1x1=
04)

- (a) Proxy
- (b) Ordinary Resolution
- (c) Red Herring Prospectus
- (d) EGM

Q.2 Answer the following questions:

(4x3=
12)

- (a) A company is incorporated on 20th February 2016. Taking into consideration the provisions of Companies Act, 2013, when should the company close its first Financial Year and what would be the last date for holding its first Annual General Meeting?
- (b) The board of directors of 'P' Ltd., made the following appointment at its meeting held on 1st January 2017. Mr. 'X', a Director of its subsidiary company was appointed as Purchase Manager on a consolidated salary of Rs.1,00,000/- per month with effect from 1st January, 2017.
Discuss the nature of appointment of Mr. X with relevance to Section 188 of the Companies Act 2013.
- (c) 'A' Ltd., a listed company has 8 directors on its Board. How many directors should be independent directors in 'A' Ltd., considering that the Chairman of the Board is non-executive but a promoter director?
Discuss the relevant legal provisions.
- (d) The Board of Directors of 'B' Ltd., a listed company, has appointed Mrs. X [who is a promoter] as Managing Director of the company. The company has total 10 directors on the Board. Company has been advised by the Board to appoint a woman director who is non executive director and a non-promoter in order to comply with the provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has approached you for your legal opinion in this issue. Advice.

- Q.3 Write short notes on **any three** of the following: (3x3=09)
- (a) Institutions of Corporate Governance
 - (b) Preference Shares
 - (c) Related Party Transactions
 - (d) Buy Back of Shares

- Q.4 Discuss the implications of Satyam scam on the legal regime of Corporate Governance. (05)

OR

Write a critical note on Corporate Social Responsibility.

Part-B

- Q.5 Read the advertisement (Affixed with the question paper) for 'Public Offer' of the company MANAS PROPERTIES LIMITED (Ref- page number 16, Business Standard dated 13/03/2017) and answer the following questions.
- (a) Write the procedure, which must have been followed by the company MANAS PROPERTIES LIMITED for the advertised Public Offer in compliance with the principle of Company Law and SEBI (ICDR) Regulation, 2009. (05)
 - (b) Whether the company has obtained the permission to be listed? If so, mention the name of the Stock Exchange? (02)
 - (c) What is the face value of the Public Offer? What could be the price of the share as per the SEBI (ICDR) Regulation, 2009? (02)
 - (d) Who is the Registrar of the issue in the said offer? Can the Registrar of the Issue allow withdrawal of subscribed shares? (02)
 - (e) Presuming that the company spends the collected money of the public offer in textile business, what would be the consequence? (02)
 - (f) Whether the opening and closing date of the Public Offer is in accordance with the SEBI (ICDR) Regulation, 2009? Explain. (02)
 - (g) If the company MANAS PROPERTIES LIMITED wants to raise fund through private placement, what is the legal procedure? Explain. (03)
 - (h) Presuming that, after closing of the issue, the subscription is 85%, advise the BOD of MANAS PROPERTIES LIMITED, about the next step in the procedure of Public issue. (02)
