

**GUJARAT NATIONAL LAW UNIVERSITY  
GANDHINAGAR**

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

**Mid Semester Test: Feb-Mar. 2017**

**Date: 2<sup>nd</sup> March, 2017**

**Duration: 2 hours**

**Max. Marks: 30**

**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.

- |   | <b>Marks</b>      |
|---|-------------------|
| <p><b>Q.1</b> Mr. Sam, Mr. Tiq, Mrs. Kalpana, Ms. Chandra and Mr. Tesh are intending to incorporate a public company limited by shares. All of them are businessmen having the business operation in India in the field of export and import, production of electrical products, manufacture of electronic products. All of them will contribute 20 crores each to the capital of the company and will subscribe the Memorandum of Association of the company. Mr. Kam, brother of Mr. Sam is a software engineer in USA. Mrs Kam and their son Mr. Lam (aged about 20 years) and daughter Ms Kim (aged about 24 years) are interested to subscribe the Memorandum of Association of the company and will contribute 5 crores each to the capital of the company. The proposed authorised share capital is INR 50,00,000,000. They are planning to raise the fund through private placement, taking loan, issuing different instruments and through public issue. Their proposed issued capital is INR 30,00,000,000. They are interested to have the registered office at Uttarakhand. They are very much interested to use the word 'Infii' in the name of the company. They want to spread their current business by incorporating those activities (export and import, production of electrical products, manufacture of electronic product) as the object clause in the Memorandum of Association of the company.</p> <p>Based on the above fact, answer the following.</p> <p>(a) Being the corporate advocate for the above promoters, draft the Memorandum of Association of the proposed company. Which table of schedule I will be used for the standard format of MOA?</p> <p>(b) Presuming that, you are drafting the Article of Association for the above proposed company, write at least five clauses of the Article of Association of the proposed company.</p> <p>(c) Explain the current procedure for the incorporation of the above proposed company.</p> | <p>(6+2+4=12)</p> |
| <p><b>Q.2</b> Presuming that the above mentioned company (in Q.1) is already incorporated, decide the respective jurisdictions in the following situations: (word limit: max. 25 words)</p> <p>(a) If the company wants to change the name.</p> <p>(b) If there is a proposed scheme of Mergers and Acquisitions between the said company and another company in Uttarakhand.</p> <p>(c) If there is a contractual dispute between the said company and another party from Delhi.</p>   | <p>(4x1.5=06)</p> |