

## 1) Introduction to company law.

Q M/s SFPL Pvt. Ltd has issued Non-Convertible debentures for Rs 20 crs on Private placement basis in terms of SEBI [Issue and listing obligation of debt securities] Regulations 2008 and got them registered on stock exchange suggest the correct option

→ it will be listed company.

Q The articles of Association of M/s zxy limited states that all the company documents needs to be signed by the MD, CG and Exe. director on behalf of the company. A mortgage deed was executed by the C.S. and the exe. director.

→ It can be valid by passing Board resolution.

Q what are the modes of Payment under the filling of forms under the Act, 2013.

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i) The fees, charges or other sums payable for the filling any application, return, form or any other document in pursuance of the act or any rule made there under shall be paid by means of credit card or internet banking or remittance counter of authorised bank or any other mode as approved by central gov.

Q discuss the E-governance and MCA-21

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E-governance :-

i) Electronic governance [e-Governance] is the application of information Technology to the government in order to bring about simple, moral, Accountable, Responsive and transparent [SMART] governance. E-governance is a highly complex process requiring provision of hardware, software, networking, and re-engineering of the procedure for better delivery of services.

MCA-21 :-

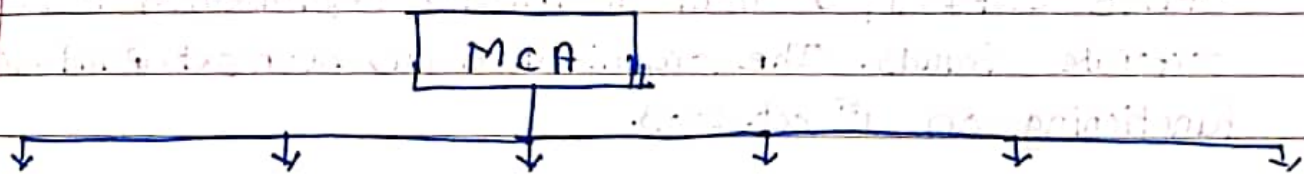
MCA-21 is an ambitious e-Governance initiative of government of India that builds on the government's vision of national e-governance in the country.

As part of the government's focus on governance norms to meet the expectations arising from globalisation MCA Project was launched as a Flagship initiative of ministry of corporate affairs (MCA).

MCA-21 has resulted in improved procedures for better delivery of services by MCA.

Q Explain the agencies fall under the purview of MCA.

→ The ministry of corporate affairs (MCA) is primarily concerned with administration of Companies Act 2013, Limited liability Partnership Act, 2008 and other allied Act alongwith rules and regulations framed there under.



ROC: AD OL SFIO NERA NCLT/NCA

1) Registrar of Companies :- means a registrar, an additional registrar, a joint registrar, deputy registrar or an assistant Registrar having the duty of registering Companies and discharging various functions under this Act.

2) Regional director :- RD is in charge of respective region each region comprising a number of states and union territories. They supervise the working of the offices of the Registrars of companies and the official liquidators working in their regions.

3) official liquidators :- means an official liquidator appointed under the Act.

The central government may appoint as many official liquidators, joint deputy or assistant official liquidators as it may consider necessary to discharge the function of official liquidator.

The liquidators shall be whole time officers of the C.O.

u) Serious Fraud Investigation Office :- The government of India due to the major failure of non banking financial institutions, event of vanishing companies Plantation Company and the recent stock market scams of that time decided to get up Serious Fraud Investigation office [SFIO], a multi disciplinary organisation to investigate corporate frauds. The organisation has been set up and started functioning on 1<sup>st</sup> oct. 2003.

5) The national Financial Reporting Authority [NFRA] :- NFRA was constituted on 1<sup>st</sup> oct 2018 by the central government of India under Companies Act, 2013.

Authority of NFRA shall protect the public interest and the interest of investors, creditors, and other associated with companies or bodies corporate by establishing high quality standards of accounting and auditing and exercising effective

oversight of accounting functions performed by the companies and  
 • body corporate and auditing functions performed by auditors

6) National company law Tribunal / National company law appellate tribunal :-

The setting up of the NCLT and NCLAT are part of the efforts to move to a regime of faster resolution of corporate disputes, thus improving the ease of doing business in India. The ministry of MCA on 1<sup>st</sup> June, 2016 notified the constitution of national company law tribunal (NCLT) and the national company law appellate tribunal in exercise of powers conferred under section 408 and 410 of the Companies Act 2013.

Q what do you understand by corporate veil and when is it disregarded:

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- i) The separate personality of a company is a statutory privilege and it must be used for the legitimate business purpose only.
  - ii) where a fraudulent and dishonest use is made of the legal entity the individuals concerned will not be allowed to take shelter behind the corporate personality.
  - iii) The court will break through the corporate shell and apply the principle/doctrine of what is called as "lifting of corporate veil".

iv) The lifting of corporate veil is done when statutory provisions are abused such as -

- False information provided for incorporation
- Removal of name
- any other reasons

v) it is also done for judicial pronouncement for

- Prevention of fraud or improper conduct
- avoidance of welfare legislation
- concealment of criminal activities
- Protection of revenue
- Acquisition of SSI for taking benefits and exemption.

① Any Activity done in contrary to or in excess of the scope of activity of the act, memorandum of association will be ultra virus. cmnt

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i) The memorandum of association of a company restrict the powers of the company while defining the object of the company.

ii) A company cannot do anything, which is beyond the the purview of the object clause of the memorandum of association. will be ultravires to memorandum of association.

ii) Neither company nor the contracting party can sue on it.

iv) Such act will be void and cannot be ratified by unanimous resolution of all the shareholders.