

**B.Com. DEGREE (C.B.C.S.S.) EXAMINATION, MAY 2016****Second Semester****Core Course 6—CORPORATE REGULATIONS AND GOVERNANCE**

(Common for Model I, Model II and U.G.C. Sponsored B.Com. Degree Programmes)

[2013 Admission onwards]

Time : Three Hours

Maximum Marks : 80

**Section A***Answer all questions.**Each question carries 1 mark.*

1. What is Red Herring Prospectus ?
2. What is holding company ?
3. What is Registered Office Clause ?
4. Who is a shadow Director ?
5. What are the matters discussed in Statutory Meeting ?
6. What is whistle blowing ?
7. Who is a proxy ?
8. What is transferability of shares ?
9. Who is CEO ?
10. Explain the Quorum of meeting ?

(10 × 1 = 10)

**Section B***Answer any eight questions. 2 marks each.*

11. Discuss the eligibility to become a director.
12. What is the impact of pre-incorporation contract ?
13. What is the legal provision regarding the board meeting ?
14. Write short note on Lifting the corporate veil.
15. What are the consequences for misstatement in the prospectus ?
16. Compare Ordinary resolution with Special Resolution.
17. Give out in order the priority of paying out of debts in winding up.
18. How can a company alter Capital Clause in Memorandum ?

**Turn over**

19. What are the SEBI's guidelines regarding the issue of prospectus ?
20. What are the primary objectives of Corporate Compliance Committee ?
21. Differentiate Articles of Association and memorandum of association.
22. Write short note on contributories.

(8 × 2 = 16)

### Section C

Answer any **six** questions. 4 marks each.

23. What is the importance of Corporate Governance ?
24. What are the exceptions for Doctrine of Indoor Management ?
25. Define prospectus .What are the different types of prospectus.
26. Differentiate preincorporation contract and provisional contract.
27. What is the importance of Corporate Governance ?
28. Write short notes : (a) One Man Company ; (b) Adjournment of meeting.
29. State briefly the contents of Annual Meetings.
30. Explain the " clause " in Memorandum of Association.
31. What is Doctrine of Ultra vires ?

(6 × 4 = 24)

### Section D

Answer any **two** questions. 15 marks each.

32. Explain the Doctrine of Indoor Management and state the exceptions to its application.
33. What are the duties and responsibilities of Corporate Governance Committee ?
34. Explain briefly Statutory Meeting and Extraordinary General Meeting.
35. What is mis-statement in prospectus ? What are the remedies available to the investor for any mis-statement in a prospectus.

(2 × 15 = 30)