

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)