

B.Com. DEGREE (C.B.C.S.S.) EXAMINATION, APRIL 2010**Second Semester****Core Course 6—CORPORATE REGULATIONS AND GOVERNANCE**

(Common for Model-I, Model-II (Vocational) and UGC sponsored programmes)

Time : Three Hours

Maximum Weight : 25

Answers may be written either in English or in Malayalam.

Section A

This section consists of 4 bunches of 4 questions each.

Each bunch carries a weight of 1.

Answer all questions.

I. Choose the correct answer from the choices given :

1 If the Articles of a company conflict with the memorandum :

- (a) The articles shall prevail.
- (b) The memorandum shall prevail.
- (c) The directors will resolve the conflict.
- (d) The court will resolve the conflict.

2 A meeting of the Board Of Directors must be held at least once in every :

- (a) Four months and at least three such meetings must be held in every year.
- (b) One month.
- (c) Two months.
- (d) Three months and at least four such meetings must be held in every year.

3 Proxy is appointed by a shareholder to :

- (a) vote at a meeting of the shareholders.
- (b) speak at a meeting of the shareholders.
- (c) speak and vote at a meeting of shareholders.
- (d) attend the meeting without the right to speak or to vote.

4 The Board Of Directors cannot delegate the power to :

- (a) issue debentures.
- (b) borrow money otherwise than on debentures.
- (c) invest the funds of the company.
- (d) make loans.

II. Fill in the blanks :

- 5 The auditor of a government company is appointed by the _____.
- 6 _____ is an essential for sound corporate governance.
- 7 The minimum number of members of a private company is _____.
- 8 Converting the physical shares into electronic shares is called _____.

III. State whether the following statements are True or False : —

- 9 Bonus shares can be issued in lieu of dividend.
- 10 A public company must have at least three Directors.
- 11 A preference shareholder does not have a right to vote on every resolution of the company.
- 12 A proxy can vote only in case of poll.

IV. Match the following : —

- | | |
|------------------------|-------------------------------------|
| 13 Official liquidator | (a) Court. |
| 14 Audit Committee | (b) Central Government. |
| 15 Table A | (c) Seven persons. |
| 16 Public company. | (d) Companies. |
| | (e) Article of Association. |
| | (f) At least four times in a year. |
| | (g) At least three times in a year. |
| | (h) two persons. |

(4 × 1 = 4)

Section B

Answer any five questions.

Each question carries a weight of 1.

- 17. Define 'Company'.
- 18. What do you understand by lifting of corporate veil ?
- 19. What is corporate governance ?

20. When is Annual General Meeting ?
21. Who is an alternate director ?
22. Name two qualifications of a person to become a director.
23. State four grounds when a director shall vacate his office.
24. What is common seal of a company ?

(5 × 1 = 5)

Section C

Answer any four questions.

Each question carries a weight of 2.

25. Discuss how a company can increase the number of Directors.
26. What are the contents of Memorandum of Association ?
27. Distinguish between Winding up and Dissolution of a company.
28. What is CEO Certification ?
29. What is Audit Committee ?
30. Give a brief idea about prospectus.

(4 × 2 = 8)

Section D

Answer any two questions.

Each question carries a weight of 4.

31. Explain the doctrine of indoor management and state exceptions to its application.
32. Explain the role of Board Of Directors with regard to corporate governance.
33. What are the different modes of appointment of Directors of a Public Limited Company ?

(2 × 4 = 8)