

**C.B.C.S.S. – B.Com. DEGREE EXAMINATION, APRIL 2011****Second Semester****Core Course (6)—CORPORATE REGULATIONS AND GOVERNANCE**

(Common for Model I, Model II and UGC sponsored B.Com Degree 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 Minimum number of members required to form of private and public company is \_\_\_\_\_.  
(a) Two and Five. (b) Five and Seven.  
(c) Two and Seven. (d) None of these.
- 2 An auditor for a Government company is appointed by the Central Government on the advice of the \_\_\_\_\_.  
(a) Company Law Board. (b) Registrar of Companies.  
(c) Ministry of Company Affairs. (d) Audit General of India.
- 3 An official liquidator is appointed by the \_\_\_\_\_.  
(a) NCLT. (b) Registrar of companies.  
(c) Central Government. (d) Court.
- 4 The quorum at a general meeting of a public company is the personal presence of \_\_\_\_\_ members.  
(a) Three. (b) Two.  
(c) Five. (d) Seven.

**II. Fill in the blanks :**

- 5 A private company can not issue \_\_\_\_\_ to its members.
- 6 The power of management of a company is vested in the \_\_\_\_\_.
- 7 The capital clause of Memorandum points out the \_\_\_\_\_ capital of a company.
- 8 The contents of a statement in lieu of prospectus are similar to that \_\_\_\_\_.

**Turn over**

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

- 9 A public company must have at least five directors.
- 10 Promotion is the first step for the formation of the company.
- 11 A special resolution is passed by a simple majority.
- 12 A proxy can speak at a general meeting and cast his vote on a show of hands.

IV. Match the following :

- | A                     | B  |
|-----------------------|--|
| 13 Special resolution | (a) Section 2 (13) of the Companies Act. |
| 14 Promotor           | (b) Articles of Association.             |
| 15 Private company    | (c) Changing the name of the company.    |
| 16 Directors          | (d) Certificate of commencement.         |
|                       | (e) Formation.                           |
|                       | (f) Liquidation.                         |
|                       | (g) Certificate of incorporation.        |

(4 × 1 = 4)

**Section B**

*Answer any five questions.  
Each question carries a weight of 1.*

- 17 What is corporate governance ?
- 18 Define a private limited company.
- 19 What is meant by promotion of a company ?
- 20 What do you understand by CFO certification ?
- 21 Who can call an extra-ordinary general meeting ?
- 22 Define "Quorum".
- 23 What are the consequences of a winding up order ?
- 24 What is regarded as the official signature of a company ?

(5 × 1 = 5)

**Section C**

*Answer any four questions.  
Each question carries a weight of 2.*

- 25 Enumerate the main features of a company.
- 26 What is the purpose of Articles ? List any four items which are included in Articles.

- 27 What is a "statement in lieu of prospectus" ?
- 28 What is a "special resolution" ? For what purpose are such resolutions necessary ?
- 29 Write an explanatory note on proxies.
- 30 Discuss the Provisions relating to postal ballot.

(4 × 2 = 8)

### Section D

*Answer any two questions.*

*Each question carries a weight of 4.*

- 31 What is the significance of Annual General Meeting ? What business is generally transacted at such meetings ?
- 32 What is the distinction between a memorandum and Articles of Association ?
- 33 How do you understand by winding up of a company ? How is it different from dissolution of a company ?

(2 × 4 = 8)