

B.Com. DEGREE (C.B.C.S.S.) EXAMINATION, MAY 2014**Second Semester****Core Course 6—CORPORATE REGULATIONS AND GOVERNANCE****(Common for Model I, Model II and UGC Sponsored B.Com. Degree Programmes)****[2013 Admissions]****Time : Three Hours****Maximum : 80 Marks***Answers may be written either in English or in Malayalam.***Part A***Answer all questions.**Each question carries 1 mark.*

1. What is CIN ?
2. What is prospectus ?
3. What is CG ?
4. Who is Managing Director ?
5. What is Book building?
6. Is the notice of Board meeting compulsory ?
7. What is the maximum managerial remuneration payable ?
8. Define Company.
9. What is audit committee ?
10. What is dissolution ?

(10 × 1 = 10)**Part B***Answer any eight questions.**Each question carries 2 marks.*

11. State four features of a prospectus.
12. What are the requirements in Clause 49 (any two) ?
13. What does the notice of AGM generally contains ?
14. Write short note on fraudulent transfer.
15. What are the restrictions with respect to number of directors in company ?
16. What is "Class meeting" ?

Turn over

17. Give out in order the priority of paying out of debts in winding up.
18. How can a company can alter capital clause in Memorandum ?
19. What are the primary objectives of Corporate Compliance Committee ?
20. Who are officers in default ?
21. What is a "Statutory Report" ?
22. Who is a "proxy" ?

(8 × 2 = 16)

Part C

Answer any six questions.

Each question carries 4 marks.

23. What are the powers of an official liquidator exercisable with and without the sanction of the Tribunal ?
24. Illustrate the legal position of directors.
25. What are the consequences due to failure to hold the Annual General Meeting ?
26. What are the contents of Memorandum of Association ?
27. What is CEO/CFO certification ?
28. Briefly explain the different type of resolutions.
29. Write short notes on : (i) Casual vacancy of Directors ; (ii) Certificate of Incorporation.
30. State the criminal liabilities for the misstatement in prospectus.
31. What are the characteristics of a company ?

(6 × 4 = 24)

Part D

Answer any two questions.

Each question carries 15 marks.

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. Elucidate the grounds for the compulsory winding up.

(2 × 15 = 30)