

**STELLA MARIS COLLEGE (AUTONOMOUS) CHENNAI – 600 086.**  
**(For candidates admitted during the academic year 2011-2012)**

**SUBJECT CODE: 11CM/MC/CL54**

**B.Com. / B.Com.(C.S) DEGREE EXAMINATION NOVEMBER 2013**  
**COMMERCE**  
**CORPORATE SECRETARYSHIP**  
**FIFTH SEMESTER**

**COURSE : MAJOR CORE**  
**PAPER : COMPANY LAW**  
**TIME : 3 HOURS**

**MAX. MARKS: 100**

**SECTION A - ( 30 x 1 = 30 marks)**

**Answer ALL questions**

**Choose the correct answer**

1. An act is said to be ultra vires a company when it is beyond the powers:  
a) of the company                      (b) of the directors                      (c) of the Articles of Association
2. The minimum number of directors in a public company is:  
(a) 2    (b) 3    (c) 5
3. The RBI is a example of:  
(a) Registered company    (b) Statutory company  
(c) Chartered Company
4. An illegal association under Companies Act is:  
(a) an unlawful association of persons                      (b) a partnership formed for illegal activities  
(c) a partnership with more than 20 members.
5. The charter of a company is its:  
(a) Articles of Association    (b) Prospectus  
(c) Memorandum of Association.
6. The underwriting commission paid or agreed to be paid on shares must not exceed:  
(a) 2%    (b) 205%    (c) 5%    (d) 10%
7. A person cannot hold office as a director simultaneously in more than :  
(a) 5 companies                      (b) 10 companies                      (c) 15 companies                      (d) 20 companies.
8. The statutory meeting is required to be held by:  
(a) all companies                      (b) only Private companies                      (c) only public companies.
9. A special resolution must be filed with the Registrar for registration within:  
(a) 14 days                      (b) 21 days                      (c) 30days                      (d) 45 days , of its passing.
10. A company may be wound up by the Court:  
(a) by passing an ordinary resolution    (b) by passing a special resolution  
(c) If, memorandum permits.

**Fill in the Blanks**

11. An unlimited company may or may not have a -----.
12. The minimum number of persons required to form a Public company is -----
13. The procedure for alteration of Articles of Association is by passing a ----- resolution.
14. Every private company must have a minimum of ----- directors.
15. A public company cannot have more than ----- directors.
16. Statutory meeting must be held within ----- days.
17. The first Annual General Meeting of the company must be held within ----- months of incorporation.
18. A managing director can be appointed for a period of ----- years at a time.
19. A public company may be wound up by the court if the number of its members is reduced below-----
20. The Court may order winding up under the ----- clause.

**State whether the following statements are 'True' or 'False'.**

21. A company can be held liable for violation of the statutory provisions of the Companies Act.
22. A public company has a separate legal entity.
23. A company comes into existence from the date of Certificate of incorporation.
24. Memorandum of Association is a public document.
25. The payment of the underwriting commission should be authorized by the Article of Association.
26. A company can become a director of another company.
27. The Central Government may permit a person to be a Managing Director of more than two companies.
28. Every company whether Public or Private is required to hold an Annual General Meeting.
29. An Official Liquidator is appointed by the Court.
30. Proxy is appointed by shareholder to speak at a meeting of the shareholders.

**SECTION B - ( 5 x 6 =30 marks)****Answer any FIVE questions.**

31. What is a foreign company? What are the provisions of the Companies Act, 1956 relating to foreign company?
32. Define the term 'promoters'. How is a promoter remunerated?
33. Discuss the scope of the doctrine of indoor management.

34. State the circumstances in which an extra-ordinary meeting can be called on requisition.
35. List out the differences between a special resolution and a resolution requiring a special notice.
36. What are the disqualifications of a director?
37. When may the Court order a winding up of a company?

**SECTION C - ( 2 x 20 =40 marks)**

**Answer any TWO questions.**

38. When does a Private company become a Public company under Sec. 43A?
39. Who are liable for misstatements in a prospectus? Discuss their Civil and Criminal liability.
40. What are the requisites of a valid meeting?
41. Discuss the provisions of the Companies Act with regard to appointment of directors.

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