

Register Number:

Date: 12-4-18

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| **ST. JOSEPH’S COLLEGE (AUTONOMOUS), BANGALORE-27** |
| **B.COM - II SEMESTER** |
| **SEMESTER EXAMINATION: APRIL 2019** |
| **BC2218/BPS2218 – Corporate Law And Administration** |
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| **Time- 2 1/2 hrs** |  | **Max Marks-70** |  |
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| **This paper contains two printed pages and four parts** |
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**SECTION - A**

**Answer any five out of the following questions 5\*2=10**

1. Mention two characteristics of a company.
2. Who is a promoter of a company? Mention two functions of a promoter.
3. What is a one person company?
4. Mention two objects of holding an Annual General meeting.
5. Define a Company secretary.
6. What is Proxy?

**SECTION – B**

**Answer any three from the following questions 3\*5=15**

1. Distinguish (any five) between a public limited and a private limited company.
2. Explain the duties of Director of a company.
3. What are the different classes of resolutions which may be passed by a company?
4. Explain the different modes of winding up of a company.

**SECTION – C**

**Answer any three from the following questions 2\*15=30**

1. What are the different types of companies which can be registered under companies act 2013? Explain.
2. State the contents of Articles of Association of a company.(7 marks)
3. Bring out the differences (any seven) between the memorandum and Articles of Association of a company. (7 marks)
4. What are the requisites of a valid meeting? Explain.

**SECTION – D**

**Answer the following question 1\*15=15**

1. Answer all the following questions:
2. Mr. Zain entered into an agreement with his employer company that after the termination of the employment he would not solicit his employer’s customers for a certain period of time. Soon after the termination of his employment he formed a company of which the two shareholders were his wife and one another person. The company sent out circulars to customers of his former employer. An injunction was granted against the company he has formed restraining them from soliciting the plaintiff’s customers. The court held the company was a mere cloak for the purpose of enabling the defendant to commit a breach of his agreement against solicitation.
3. Do you agree with the court’s decision? What do you think was Mr.Zain trying to achieve in the above case? (7 marks)
4. Mr.Kamalesh applied for 4000 shares in a company called KAP Aluminium Limited. But no allotment was made to him and subsequently 4000 shares were transferred to him without his request and his name was entered in the register of members. He knew the fact but took no steps to rectify it in the register of members. The company later went into liquidation.
5. What are the legal consequences that Mr.kamalesh will face during liquidation as a member being listed in the register? Should he be held liable as a contributory during liquidation? Explain if yes or no.(8 marks)

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