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| **ST. JOSEPH’S COLLEGE (AUTONOMOUS), BANGALORE-27** |
| **B.COM- II SEMESTER** |
| **SEMESTER EXAMINATION: APRIL 2019** |
| **BC/BPS 2218– CORPORATE LAW AND ADMINSTRATION**  |
|  |  |  |  |  |  |  |
| **Time- 2 1/2 hrs.** |  | **Max Marks-70** |  |

**This paper contains \_\_2\_printed pages and four parts**

**SECTION A**

1. **Answer any five the following questions: 5x2=10**
2. Define ‘One Person Company’ according to Companies Act, 2013.
3. Give four examples of statutory companies functioning in India.
4. What is a Statement in lieu of prospectus? When is it issued?
5. Mention any two objects of holding an Annual General Meeting.
6. Distinguish between a managing director and a whole time director.
7. State the quorum requirements of a public company under Companies Act, 2013.

**SECTION B**

1. **Answer any three of the following questions: 3x5=15**
2. Define a private company and state the special privileges which it enjoys under the Companies Act, 2013.
3. Explain doctrine of ultra vires of a company. What are the consequences of ultra vires act?
4. Briefly discuss the provisions of the Companies Act, 2013 regarding appointment of directors of company.
5. Explain different modes of winding up of a company.

**SECTION C**

1. **Answer any two of the following: 2x15=30**
2. Enumerate the different steps to be taken by the promoters from the formation of a company to the commencement of business.
3. **‘Memorandum of association is a charter of the company’**. Comment on this statement and explain the clauses which are included in memorandum of association of a company.
4. Define the term ‘Company Secretary’. State the qualifications which a company secretary must possess. Also discuss his duties and responsibilities.

**SECTION D**

1. **Answer the following question: 1x15=15**

14. a) Mr.D was a wealthy man getting huge dividend and interest income. In order to avoid tax, he formed 4 private companies and agreed with each to hold a block of investments as an agent for them. Dividends received were credited in the co a/c and the amount was handed back to him as a loan. What are the legal consequences that Mr.D has to face? (5marks).

b) Mr. X, a solicitor on the instructions of promoters who became the directors of the company prepared the Memorandum and Articles before its formation. X claims his costs and charges from the company. The company refuses to pay on the ground that it was not in existence when he was appointed. Will the contention of the company succeed? (5 marks)

c) Mr. A applied for certain shares of a company on the basis of a prospectus containing the names of the directors. Some of the directors retired before the shares could be allotted. Can A set aside the contract? (5 marks)