

**Second Year Examination of the  
Three Year Degree Course, 2001**

**(Faculty of Commerce)**

**BUSINESS MANAGMENT**

**Company Law and Secretarial Practice**

Time: 3 Hours]

[Maximum Marks: 100

Attempt any **five** questions,  
selecting at least **one** question from each unit,  
All questions carry equal marks.

**UNIT-I**

1. (A) "a company enjoys a separate existence from its members."  
Critically examine this statement with special reference to the  
principle of lifting the Corporate Veil. **10**
- (B) Discuss the doctrine of ultra vires with reference to the affairs  
of company. What are the effects of an ultra vires act. **10**

**OR**

- (A) Define the term 'PROMOTER'. What are his functions with  
reference to a company? How is he remunerated by the  
company for his services? **12**
- (B) "Memorandum of Association is the most important Charter of  
a Company." Discuss. How it can be altered? **8**

**UNIT-II**

2. (A) What is meant by share certificate? State the legal provisions  
as to issue of share certificate. **10**
- (B) What conditions muse be satisfied before a public  
consequences of irregular allotment. **10**

**OR**

- (A) Discuss the borrowing powers of a company. If a company  
borrows beyond its powers, what remedies are open to a  
person who has money to the company? **12**

- (B) Distinguish between a member and a shareholder. Discuss the rights of member of a company. **8**

**UNIT-III**

3. (A) What are the powers of Directors? What are their duties under the Companies Act? Discuss briefly their liabilities. **10**  
(B) What do you mean by winding-up of a company. Explain the difference between winding-up and dissolution of a company. **10**

**OR**

- (A) How a company is a compulsorily wound-up? Write a note on Committee of Inspection in case of winding-up by Court. **12**  
(B) What is a Manager? Differentiate between Manager and Managing Director. **8**

**UNIT-IV**

4. (A) What do understand by call on shares? Describe the secretarial procedure relating to call on shares. **10**  
(B) Define dividend. Explain the legal provisions regarding payment of dividend. **10**

**OR**

- (A) What is meant by transmission of shares? How does it differ from transfer of share? Describe the secretarial procedure regarding transmission of shares. **15**  
(B) Distinguish between forfeiture of shares and surrender of shares. **5**

**UNIT-V**

5. (A) What do you know about appointment of Chairman of a Company Meeting? State briefly his duties and powers. **12**  
(B) Point out the duties of the Secretary in connection with the Annual General Meeting of a Company. **8**

**OR**

- (A) Discuss the statutory provisions regarding Board Meeting and give specimen notice of meeting and its agenda. **15**  
(B) Discuss the provisions of Law pertaining to Statutory Meeting. **5**