

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 8

Total number of printed pages : 4

NOTE : 1 Answer SIX questions including Question No.1 which is compulsory.

2 All references to sections relate to the Companies Act, 1956 unless stated otherwise.

1 Draft **any four** of the following :

- (i) A Board resolution for appointment of 'occupier' of a factory premises.
- (ii) A resolution to get exemption from the Central Government under section 212(8).
- (iii) A notice under section 640B for the Central Government's approval to increase remuneration of the managing director.
- (iv) A resolution for approval of annual accounts.
- (v) A resolution for appointment of a relative of a director carrying a monthly remuneration of Rs.60,000.

(5 marks each)

2 (a) Choose the most appropriate answer from the given options in respect of the following :

- (i) On incorporation of a company, the Registrar of Companies in addition to the certificate of incorporation, issues a unique identification number called –
 - (a) Unique corporate number
 - (b) Corporate identification number
 - (c) Company identification number
 - (d) Unique identification number.
- (ii) The appointment of a statutory auditor under section 224A is with reference to 25% of –
 - (a) Paid-up capital
 - (b) Issued capital
 - (c) Subscribed capital
 - (d) Only equity capital.
- (iii) Non-executive directors of a public company may get remuneration on quarterly basis if such basis of payment is approved by/under –
 - (a) Articles of association of the company
 - (b) General meeting of the company
 - (c) Central Government
 - (d) Schedule XIII to the Companies Act, 1956.

- (iv) Annual return of a company having share capital is to be filed with the Registrar of Companies in e-form –
 - (a) 20A
 - (b) 20B
 - (c) 25A
 - (d) 25B.
- (v) On striking off the name of a company considered defunct, the Registrar of Companies is required to –
 - (a) Publish notice thereof in the official gazette
 - (b) Inform the State Government
 - (c) Inform the Central Government
 - (d) Inform the Ministry of Corporate Affairs.
- (vi) A member of the ICSI in practice shall be deemed to be guilty of professional misconduct if he issues compliance certificates/signs annual returns in aggregate in a calendar year for more than –
 - (a) 20 Companies
 - (b) 50 Companies
 - (c) 80 Companies
 - (d) 100 Companies.

(1 mark each)

- (b) Re-write the following sentences after filling-in the blank spaces with appropriate word(s)/figure(s) :
 - (i) Form 23AA relating to keeping of books of account at a place other than the registered office is required to be filed within _____ days with the Registrar of Companies.
 - (ii) Approval of the _____ is required to be taken for changing the name of the company under section 21.
 - (iii) A copy of the order passed by the Company Law Board is required to be filed with the Registrar of Companies in e-form No. _____.
 - (iv) It is the situation of the _____ of the company that decides the jurisdiction of the court in that company's matters.
 - (v) _____ policy adopted by a company is to prevent the misuse of confidential information in the context of insider trading.
 - (vi) On the basis of the report of the _____, the Central Government may appoint a competent person as inspector under section 235(1).

(1 mark each)

- (c) What is directors' responsibility statement ?

(4 marks)

3. (a) Bring out the distinctive features of the following :
- (i) 'Charge', 'mortgage' and 'pledge'.
 - (ii) 'Adjournment' and 'postponement' of a meeting.
- (3 marks each)
- (b) State, with reasons in brief, whether the following statements are correct or incorrect :
- (i) An article in the articles of association can be amended by the members of the company by passing a special resolution.
 - (ii) A company may get exemption from the provisions of section 212.
 - (iii) The eligibility criteria to apply for seeking relief under section 397, etc., *inter alia*, provide for holding not less than 20% of the issued share capital of the company.
 - (iv) No stamp duty on transfer of shares in electronic form (demat mode) is payable.
 - (v) It is mandatory to constitute audit committee in all public limited companies.
- (2 marks each)
4. (a) Explain the external reporting requirements by Compliance Officer as laid down under the SEBI (Prohibition of Insider Trading) Regulations, 1992.
- (4 marks)
- (b) Regulation 168 of the Company Secretaries Regulations, 1982 prohibits a Company Secretary in Practice from engaging in any business or occupation other than the profession of Company Secretary unless it is permitted by a general or specific resolution of the Council of the Institute of Company Secretaries of India. Comment.
- (4 marks)
- (c) "In securities market, information is money." Comment.
- (4 marks)
- (d) In respect of listed companies, certain additional items are required to be considered by the Board at its meeting. Explain.
- (4 marks)
5. (a) Outline the procedure for removal of the statutory auditor.
- (8 marks)
- (b) Enumerate the procedure for conversion of a public company into a private company.
- (8 marks)
6. (a) Describe the basic features of limited liability partnership (LLP) and distinguish it from normal partnership.
- (8 marks)
- (b) State the important features of electronic filing of documents under the Companies Act, 1956.
- (5 marks)

- (c) Mention against the following e-forms, the subject matter for which these forms are meant :

- (i) e-form-3
- (ii) e-form-4C
- (iii) e-form-24B.

(1 mark each)

7. (a) You are a Practising Company Secretary. One of your clients abroad wants to establish a place of business in India for a company incorporated abroad in which he is a Whole-time Director. Prepare a note for his information indicating the procedure involved to set-up a place of business in India.

(8 marks)

- (b) Draft the minutes of annual general meeting of Happy Ltd. at which besides adoption of accounts, declaration of dividend, appointment of auditors and the appointment of additional director as regular director featured for consideration and decision.

(8 marks)

8. (a) Bring out the salient aspects of Secretarial Standard-3 on dividends in respect of (i) interim dividend; and (ii) unpaid/unclaimed dividend.

(4 marks)

- (b) Which type of companies are subject to audit by Comptroller and Auditor General of India ? Is there any need for having statutory audit by professional auditors ? State the legal position in this regard.

(6 marks)

- (c) Certain information is required to be mandatorily reviewed by the audit committee. Discuss.

(6 marks)

— — o — —