

: 3 :

3. (a) State, with reasons in brief, whether the following statements are true or false. Attempt *any two* :
- (i) The non-confirmation of minutes of the meeting by the Board of directors in the next subsequent meeting does not affect the validity of the decision taken in the previous Board meeting.
- (ii) The doctrine of indoor management is not an exception to the rule of constructive notice.
- (iii) Annual return of a public company must necessarily be filed annually.
- (2 marks each)
- (b) Assume data and draft the notice of an annual general meeting of a listed public company including therein at least one of the special business items.
- (8 marks)
- (c) During a period of about past one and a half decades, a number of countries in the world have engaged themselves in modernising their respective company laws. Can you identify the motivating factors underlying this effort ? Mention Indian scene in particular.
- (4 marks)
4. (a) Prepare directors' report for Anand Entertainment Ltd., including *inter alia* response to a qualification by auditors of the company for non-payment to creditors from small scale industries sector amounting to ₹5,000. (State only major headings of directors' report without giving any details except for the qualification.)
- (8 marks)
- (b) Elucidate the relevance of Secretarial Standard-4 on registers and records and state its current status.
- (4 marks)
- (c) The case of Dilip Pendse vs. SEBI is highly revealing the susceptibility to misuse of the SEBI (Prohibition of Insider Trading) Regulations, 1992. Briefly give your views.
- (4 marks)
5. (a) Assume yourself to be a Company Secretary in whole-time practice engaged in formation of a public limited company and you are required to give the declaration under section 33(2) in respect of compliance with the relevant provisions of the Companies Act, 1956 and rules framed thereunder as regards registration of the company. By reference to e-form 1, write down the declaration you would be making (keep the space for names blank).
- (6 marks)
- (b) What is bonus issue of shares and how is it authorised and done ? Bring out at least ten important/fundamental conditions to be fulfilled by a listed company to make a bonus issue.
- (10 marks)