

6. (a) Explain as to how the provisions of the Companies Act, 1956 relating to audit committee will help in achieving some of the objectives of good Corporate Governance. (5 marks)
- (b) Will the term 'remuneration' cover ESOS or ESOP for determining managerial remuneration ? (5 marks)
- (c) What are the requirements under the listing agreement relating to publication of unaudited quarterly results ? (6 marks)
7. (a) A reputed public company had validly loaned certain sum of money to one of its directors on certain terms and conditions fixing the time limit for repayment thereof. Now, the director concerned has approached the company with a request to extend the time limit for repayment of the balance of loan amounting to ₹12 lakh by another six months. You are required to answer the following with reference to the provisions of the Companies Act, 1956 :
- (i) Who is authorised to grant the extension as requested by the director ?
- (ii) Draft an appropriate notice for the meeting where such extension may be granted. (6 marks)
- (b) A complaint was filed against the petitioner and others under section 220 read with section 162 in their capacity as the officers of a company who had failed to file the balance sheet and profit and loss account in the prescribed form with the Registrar of Companies (ROC). The petitioner being accused No.3 contended that he had held the post of a non-executive director and had resigned long back. It was submitted that in his replies to the earlier show cause notices, this fact was conveyed to the ROC and no communication had been received from the ROC. The petitioner produced his resignation letter to the company and also the minutes of meeting of the Board of directors of the company wherein his resignation was recorded. Decide. (4 marks)
- (c) A company has 100 members. It sends notice of the general meeting to all of them. 20 members do not attend the meeting. Out of 80 members who are present, 20 members abstain from voting. How many members should vote in favour of a resolution, if it is to be passed as a special resolution ? (3 marks)
- (d) Account for the significance of Hong Kong as a vibrant business centre, having some special advantage. Name the law that governs companies in Hong Kong. (3 marks)
8. Write notes on *any four* of the following :
- (i) Online inspection of documents
- (ii) Corporate social responsibility
- (iii) Resolution requiring special notice
- (iv) Chinese wall policy in areas of price sensitive information
- (v) Board meeting through video conferencing. (4 marks each)