

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 (a) As a Company Secretary, what steps would you take for (i) incorporation; and (ii) commencement of business of a public limited company having share capital ?

(12 marks)

- (b) Draw up the agenda for the first Board meeting of a newly incorporated company.

(8 marks)

- 2 Correct the following resolutions and re-draft them giving explanation as to why it needed re-drafting :

(i) The Board passed the following resolution :

"Resolved that in terms of section 21, the objects clause of the company be altered as under –

To undertake manufacturing of chemicals, textiles and plastic goods."

- (ii) The Board recommended to the members for approval at AGM the following resolution as a special resolution :

"Resolved that as per the provisions of section 16, the registered office of the company be shifted from 16, Gokhale Road, Thane to 21, Ram Murti Road, Thane."

(iii) The Board passed the following resolution :

"Resolved that according to section 262, Rupak is appointed as an additional director to hold the office till Deepak returns to India, who is out of India for more than 6 months."

(iv) The Board passed the following resolution :

"As per section 268, Anubhav is appointed as the managing director of the company and to be paid a salary of Rs.5 lakh per month (all inclusive)."

(4 marks each)

3. (a) Briefly explain the procedure relating to inviting and accepting deposits.

(6 marks)

(b) Set out the procedure for declaration and payment of interim dividend.

(5 marks)

(c) State the procedure relating to registration of charges.

(5 marks)

4. State the secretarial standards issued by the ICSI in respect of the following. Also draft specimen notices for the respective meetings :

(i) Notice of the Board meeting; and

(ii) Notice of the general meeting.

(8 marks each)

5. Bright Fabrics Ltd. is involved in the business of readymade garments. As a Company Secretary, you have been asked to prepare a detailed note enumerating the steps to be taken to comply with the provisions of the Companies Act, 1956 in respect of the following :

(i) To set-up a mini steel plant;

(6 marks)

- (ii) To change the name of the company to Rama Industries Ltd.; and

(5 marks)

- (iii) To shift (a) the registered office; and (b) the administrative office of the company within the same State but under the jurisdiction of different Registrar of Companies.

(5 marks)

6. As a Company Secretary, what would be your advice on the following situations :

- (i) A 100% subsidiary of a public company, having a paid-up capital of Rs.10 crore, is unable to get a qualified Company Secretary; however, the managing director of the subsidiary is a qualified Company Secretary and a fellow member of the Institute of Company Secretaries of India.
- (ii) At the AGM of Azad Ltd., Raghav, the managing director, is to be re-appointed for a fresh term of 5 years; however, the managing director is not able to make it to the AGM as his flight is cancelled.
- (iii) The minutes of the 6th AGM of Broad Band Ltd. are ready; however, the company's chairman Brij is no more, he passed away 3 days after the AGM.
- (iv) Lalit, a director of Rich Look Ltd., is seeking re-election at the company's AGM. While the chairman puts the resolution for Lalit's re-appointment, which has been duly proposed and seconded, to vote, two shareholders point out to the chairman that Lalit is disqualified to act as director since Padma Ltd., of which Lalit is also a director, has failed to repay its depositors for the past 3 years and the default continues.

(4 marks each)

7. (a) Set out the procedure for the appointment and fixation of remuneration of auditors of a listed company.
- (b) A company having a paid-up share capital of Rs.1 crore desires to appoint a sole-selling agent for Uttar Pradesh region. Detail the procedure to be followed for making this appointment.

(8 marks each)

8. Write short notes on the following :
- (i) Filing of documents electronically
 - (ii) Inter-corporate loans
 - (iii) Official liquidator
 - (iv) Defunct companies.

(4 marks each)

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