

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 8
Total number of printed pages : 5

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 specimen resolutions along with necessary explanatory statements, wherever required, for transacting the following items of business indicating the kind of meeting at which each resolution is to be passed and the type of resolution required for. Attempt any five :

- (i) Change of name of the company consequent to the conversion into a public company.
- (ii) Appointment of an auditor, a person other than a retiring auditor.
- (iii) Disposal of forfeited shares.
- (iv) Making final call on shares on which 80% money was collected at the time of issue.
- (v) Alteration of articles by addition/insertion of a new article.
- (vi) Opening of a bank account with a scheduled bank for payment of dividend.
- (vii) Appointment of a person as a director who is an additional director.

(4 marks each)

2. (a) State the procedure for variation in the member's rights.

(6 marks)

(b) "A company can keep its registers at a place

other than the registered office.” Comment.

(5 marks)

- (c) State the procedure for appointment of “small shareholders’ director”.

(5 marks)

3. (a) Distinguish between *any two* of the following :

- (i) ‘Drafting’ and ‘conveyancing’.
- (ii) ‘Charge’ and ‘mortgage’.
- (iii) ‘Company Secretary’ and ‘Compliance Officer’.

(5 marks each)

- (b) Re-write the following sentences after filling-up the blank space with appropriate word(s) so as to convey the correct meaning :

- (i) A _____ need not necessarily prepare and get its articles of association registered along with memorandum of association.
- (ii) Company shall obtain confirmation of _____ for shifting of registered office within the same State but under the jurisdiction of another Registrar of Companies.
- (iii) The minimum paid-up share capital in case of a public limited company should be Rs. _____.
- (iv) The minimum number of directors in case of a producer company shall be _____.
- (v) No special resolution is required to be passed in general meeting if the buy-back is up to _____ % of the total paid-up share capital and free reserves of the company.
- (vi) No loan to any body corporate shall be made at a rate lower than the _____.

(1 mark each)

4. State, with reasons in brief, whether the following

statements are correct or incorrect. Attempt *any eight* :

- (i) Every member of a company is also a shareholder of the company.
- (ii) Liability of directors of a company can be made unlimited.
- (iii) No return of allotment is required to be filed with the Registrar of Companies for re-allotment of forfeited shares.
- (iv) Compliance with the provisions of the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) is not mandatory.
- (v) A company having profits must declare at least 10% dividends.
- (vi) Proxy has no right to speak.
- (vii) Quorum in a Board meeting has to remain present throughout the meeting.
- (viii) Charge on any book debts of the company requires registration with the Registrar of Companies.
- (ix) First auditors of the company have to be appointed at a general meeting.
- (x) As per Table-A, Schedule-I of the Companies Act, 1956, a company limited by shares can make call on shares for any part of the nominal value of shares.

(2 marks each)

5. (a) Anmol Ltd., a widely held listed company, had paid-up share capital of Rs.5 crore. Besides this, it had free reserves of Rs.15 crore. A proposal for an investment of Rs.14 crore in the securities of Briju Ltd. came up for approval before the meeting of the Board of directors. The Board of directors of the company comprised of 10 directors out of whom 8 directors were present at the meeting. All directors voted in favour of the resolution. State whether the decision

of the Board of directors is tenable in view of the provisions of section 372A.

Would your answer be different if 2 directors out of 8 directors present at the meeting voted against the resolution ?

(Note: The company had no other investments earlier.)

(6 marks)

- (b) Mention the scope and main functions of the Secretarial Standards Board.

(5 marks)

- (c) In a producer company, what are the matters to be transacted at the annual general meeting ?

(5 marks)

6. (a) Explain the provisions of clause 49 of the listing agreement with regard to composition and functions of audit committee.

(6 marks)

- (b) A company is having a scheme of providing house building loans to its employees/officers subject to an upper ceiling of Rs.5 lakh and payment of interest @ 8% per annum. The managing director of the company wants to avail of the house-building loan of Rs.10 lakh and the Board of directors passed a resolution for providing him loan of Rs.10 lakh at an interest rate of 6% per annum. Being secretarial auditor of the company, advise the company as to whether the resolution passed by the Board of directors is valid in view of the provisions of the Companies Act, 1956. If not, what action the company should have taken to provide loan to the managing director ?

(5 marks)

- (c) The Board of directors of your company desires to declare dividend out of reserves. Being the

Secretary of the company, give your advice to the Board of directors regarding the conditions and procedure to be followed for declaration of dividend out of reserves ?

(5 marks)

7. (a) What is 're-materialisation' ? State the procedure for re-materialisation of electronic securities into physical certificates of such securities.

(6 marks)

- (b) Enumerate the situations where a company may remove a sole-selling agent.

(5 marks)

- (c) When is a form or document said to be defective ?

(5 marks)

8. (a) Mention any six statutory books/registers and any six non-statutory registers maintained by a company.

(6 marks)

- (b) Sunder Ltd., having paid-up share capital of Rs.30 lakh, wants to appoint a Company Secretary in 'Whole-time Practice for issue of 'compliance certificate'. Briefly state the procedure to be followed by Sunder Ltd. for such an appointment.

(5 marks)

- (c) What is the procedure for acceptance of deposits from friends, relatives and associates through private placement ?

(5 marks)

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