

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 8 Total number of printed pages : 3

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

1. Draft the specimen resolutions with requisite explanatory statement, if necessary, 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 :

- (i) Changing the registered office of a company from Nariman Point, Mumbai to New Delhi.
- (ii) Appointing Abhishek as a director in a vacancy caused by the death of Bhupesh.
- (iii) Donating a sum of Rs.2 lakh to the Navrozji Tata Education Fund.
- (iv) Increasing the borrowing limit of a company to Rs.15 crore.

(5 marks each)

2. (a) Detail the procedure for conversion of Wholesome Entertainment Ltd. having 70 members (including 25 past and present employees) into a private limited company.

- (b) Tejaswi has requested to the Company Secretary of Yogi Ltd. for supply of a list of shareholders along with their names, addresses and shareholdings on a floppy. State the procedure to be followed by the company in this regard.

(8 marks each)

3. (a) What is 'compounding of offences' under the Companies Act, 1956 and who has got such powers ? State the procedure for compounding of offences.
- (b) State the procedure for creation, modification and satisfaction of charges.

(8 marks each)

4. Prosperous Ltd. had a bumper profit and an all-time high sales turnover for the year ended 31st December, 2005. The directors have decided to reward the shareholders with 35% dividend besides the liberal bonus, more so, since the company is in its 50th year of operations. Draft a report of the Board of directors making appropriate assumptions as to facts and figures.

(16 marks)

5. (a) Outline the steps to be taken for change of name of a company.

(8 marks)

- (b) Distinguish between —

(i) 'Public limited company' and 'private limited company'.

(ii) 'Certificate of incorporation' and 'certificate of commencement of business'.

(4 marks each)

6. As a Company Secretary, how would you deal with the following situations :

- (i) A Board meeting was convened on 25th May, 2006 for approval of the annual accounts for the year ended 31st December, 2005 and also to fix the date of annual general meeting. The CFO has, however, expressed his inability to table the accounts before 10th June, 2006.

(6 marks)

- (ii) The attendance at an annual general meeting of a company is thin on account of torrential rains; but the quorum is, however, available. Both the Chairman and the Secretary are present. The agenda includes important businesses, *viz.*, re-appointment of the managing director, issue of bonus shares and equity investment in a new venture.

(5 marks)

- (iii) A shareholder, who has lost all his share certificates in a flood, approaches the company for issue of duplicate scrips.

(5 marks)

7. (a) What are the requirements with regard to quorum and frequency of Board meetings ?

(6 marks)

- (b) Under what circumstances can a person become a member of a company ?

(5 marks)

- (c) Can a director of a company act as such immediately on his appointment to the office of a director ?

(5 marks)

8. Write short notes on the following :

- (i) Dematerialisation of shares
(ii) Statement on corporate governance in the Board's report
(iii) Interim dividend
(iv) Investor Education and Protection Fund.

(4 marks each)

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