

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. Draft **any four** specimen resolutions alongwith 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 :
- (i) Recommending payment of dividend on equity shares out of current profits.
 - (ii) Reduction of share capital of the company from Rs.20 crore to Rs.15 crore.
 - (iii) Variation in the rights of equity shareholders.
 - (iv) Authorising Board of directors of Rosy Ltd. to acquire shares of Lilly Ltd.
 - (v) Increasing the borrowing limits of a company to Rs.25 crore.
- (5 marks each)
2. (a) Re-write the following sentences after filling-up the blank spaces with appropriate word(s)/figure(s) :
- (i) A producer company should have minimum _____ shareholders.
 - (ii) A company _____ may or may not have a share capital.
 - (iii) A company shifting its registered office from one State to another State shall have to file the order of Company Law Board with the Registrar of Companies of both the States within a period of _____.
 - (iv) In case of a listed company, at least _____ of the Board of directors is required to be independent directors, where the Chairman of the Board is a non-executive director.
 - (v) The procedure for incorporation of a company should be completed within _____ from the date of name availability otherwise the promoters shall have to make fresh application for name availability.
 - (vi) The quorum for the Board meeting of a company shall be _____ of the total strength of directors subject to a minimum of _____ directors present.
 - (vii) The time gap between two annual general meetings of a company should not be more than _____ months.

- (viii) For getting the shares dematerialised, the shareholder has to deposit the share certificate along with _____ with the depository participant.
- (ix) Global Location Number (GLN) is allotted to _____ companies.
- (x) The procedure for buy-back of shares should be completed within _____ from the date of filing of the letter of offer.

(1 mark each)

(b) Write short notes on the following :

- (i) Independent director; and
- (ii) Directors' responsibility statement.

(3 marks each)

3. State, with reasons in brief, whether the following statements are correct or incorrect :

- (i) A public company limited by shares need not necessarily prepare and get the articles of association registered along with the memorandum of association.
- (ii) The extra-ordinary general meeting of a company can be convened more than once in a financial year.
- (iii) The annual return of all companies having share capital should also be signed by a Company Secretary in Whole-time Practice before being filed with the office of Registrar of Companies.
- (iv) Every public limited company having paid-up share capital of more than Rs.2 crore shall be required to file a compliance certificate from a Company Secretary in Whole-time Practice with the Registrar of Companies.
- (v) Small depositor is a depositor who had deposited in a financial year a sum not exceeding Rs.50,000 in a company.
- (vi) No return of allotment is required to be filed in respect of the shares allotted for consideration otherwise than in cash.
- (vii) Alternate director shall hold office upto the date of the next annual general meeting of the company.
- (viii) Appointment of small shareholder director is mandatory for all companies having more than 1,000 small shareholders.

(2 marks each)

4. (a) What are the key benefits of MCA-21 project ?

(6 marks)

- (b) Anmol Ltd. has incurred a loss of Rs.16 crore during the financial year ended 31st March, 2008. The company had been declaring dividend regularly since last 15 years and had accumulated undistributed profits of Rs.150 crore. During last five financial years, the company declared dividend on equity share capital of Rs.50 crore at the rate of 20%, 25%, 30%, 35% and 40% respectively. The Chairman of the company did not want to break the track record of declaration of dividends

and wanted to declare dividend @ 40% for the financial year 2007-08 also. Being the Company Secretary of Anmol Ltd., what would be your advice to the Board of directors of the company ?

(6 marks)

- (c) "All resolutions cannot be passed by the Board of directors of the company through circulation." Comment.

(4 marks)

5. At an annual general meeting of a company held on 28th August, 2007, the following items of businesses were transacted :

- (i) Adoption of audited balance sheet as on 31st March, 2007 and profit and loss account for the year ended on that date along with directors' and auditors' reports thereon.
- (ii) Declaration of dividend on equity shares.
- (iii) Re-appointment of directors retiring by rotation.
- (iv) Appointment of statutory auditors.
- (v) Increase in authorised share capital of the company.
- (vi) Amendment in articles of association of the company.
- (vii) Increase in the borrowing limits of the Board of directors under section 293(1)(d).
- (viii) Shifting of registered office of the company from Kota (Rajasthan) to Jaipur (Rajasthan).

Being the Company Secretary of the company, you were advised by the Managing Director of the company to submit a note on the e-forms required to be filed with the Registrar of Companies in respect of the above transactions.

Prepare the note desired by the Managing Director indicating the last date for filing of each e-form.

(2 marks each)

6. (a) Draft a specimen notice for publication in newspapers for closure of register of members.

(4 marks)

- (b) What is the overall limit on acceptance of deposits by a non-government public company ?

(4 marks)

- (c) Every advertisement inviting deposits must contain certain information. What are these information ?

(8 marks)

7. (a) Write a note on proportional representation and illustrate your answer. *(6 marks)*
- (b) What particulars in respect of each charge are required to be filed with the Registrar of Companies ? *(7 marks)*
- (c) State three things that are required to be covered in any explanatory statement to a resolution. *(3 marks)*
8. (a) When is section 228 applicable ? Outline the procedure for appointment of branch auditor. *(8 marks)*
- (b) Gel-Well Ltd. wants to change the period of its financial year. Can it do so ? If yes, then state the procedure to be followed by the company. *(8 marks)*

