

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 8

Total number of printed pages : 3

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 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 :

- (i) Approving re-issue of forfeited shares.
- (ii) Deleting an article and consequent alteration of articles of association.
- (iii) Conversion of a private limited company into a public limited company.
- (iv) Appointment of first auditors of the company.
- (v) Declaration of final dividend.

(5 marks each)

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

- (i) A proxy can participate in the discussion at a general meeting.
- (ii) Producer company can be incorporated only for the objects enumerated in section 581B.
- (iii) Certificate of commencement of business is required to be obtained by every company.
- (iv) Any alteration in the articles of association which converts a public company into a private company requires approval of the Central Government.
- (v) All transfer of shares must be registered by a company within a period of two months of lodgement of transfer.
- (vi) Statutory auditor of a company may be appointed as the cost auditor of the company.
- (vii) A company having profits must declare at least 10% dividend.
- (viii) Credit card is the only mode of payment of filing fee under e-filing system.

(2 marks each)

3. (a) Who is a 'small depositor' as per section 58AA(11) ?

(2 marks)

(b) What are the particulars to be entered in the register of deposits ?

(4 marks)

- (c) Narrate the special provisions enacted to protect the interests of small depositors.
(10 marks)
4. (a) What is 'allotment of shares' ?
(2 marks)
- (b) State the purpose for which share application money standing to the credit of separate bank account can be used by the company.
(3 marks)
- (c) What are the provisions regarding submission of return of allotment to the concerned Registrar of Companies ?
(3 marks)
- (d) Your company has received a letter from Arun, a shareholder, requesting the company to issue duplicate share certificate in lieu of his original share certificate bearing No.000090 for 600 equity shares of Rs.10 each fully paid-up along with all supporting documents. As the Company Secretary, draft a Board resolution for issue of the duplicate share certificate to Arun.
(4 marks)
- (e) Is a company bound to submit/file return of allotment in the following cases –
- (i) Shares allotted for consideration other than cash
 - (ii) Re-issue of forfeited shares
 - (iii) Allotment of bonus shares
 - (iv) Allotment of shares at a discount ?
- (1 mark each)
5. (a) What do you mean by 'reduction of share capital' ?
(2 marks)
- (b) What is the procedure for reduction of share capital ?
(2 marks)
- (c) Under what circumstance, a company has to add the words "and reduced" to its name ?
(2 marks)
- (d) (i) Enumerate the procedures for shifting of the registered office of a company outside the local limits of the city where it is presently situated within the same State under the jurisdiction of the same Registrar of Companies.
(6 marks)
- (ii) Draft an appropriate resolution in regard to above.
(4 marks)

6. (a) Rajat, managing director of Diligent Ltd., wants to appoint Yash, his son-in-law (daughter's husband) as a Vice-President at a remuneration of Rs.1 lakh per month. As the Company Secretary, what steps will you take for such appointment to be valid ?
(7 marks)
- (b) What is 'government company' ?
(3 marks)
- (c) Discuss the provisions regarding appointment of auditor of a government company.
(3 marks)
- (d) What are the duties of a 'Compliance Officer' of a listed company ?
(3 marks)
7. (a) Explain the particulars in respect of each charge which are required to be filed with the Registrar of Companies.
(5 marks)
- (b) Explain the provisions of the Companies Act, 1956 regarding fee for filing documents of a foreign company.
(5 marks)
- (c) State the restrictions on commencement of business on the public company having share capital and not issuing prospectus.
(6 marks)
8. Write notes on **any four** of the following :
- (i) Additional director
 - (ii) Modes of acquiring membership of a company
 - (iii) Serious Fraud Investigation Office (SFIO)
 - (iv) Shelf prospectus
 - (v) Appointment of cost auditors.
- (4 marks each)

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