

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 with requisite explanatory statement, wherever 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) Buy-back of equity shares upto 15% by a listed company.
 - (ii) Adoption of annual report by Divakar Ltd. for the year ended 31st March, 2008.
 - (iii) Appointment of auditors Shankar & Co. in place of Sundar & Co., who resigned from the office of auditors.
 - (iv) Adoption of common seal of the company.
 - (v) Alteration of objects clause.

(5 marks each)

2. (a) Re-write the following sentences after filling-up the blank spaces with appropriate word(s)/figure(s) :
 - (i) The register of members cannot be closed for a period exceeding _____ at any one time.
 - (ii) A company having paid-up share capital of not less than Rs. _____ must appoint a whole-time Secretary and such Secretary must be a member of the Institute of Company Secretaries of India.
 - (iii) As per section 198, total managerial remuneration payable by a public company in respect of any financial year shall not exceed _____ of the net profit of that company.
 - (iv) Appointment of auditors in a company in which paid-up capital is held to the extent of 30% by Central Government, State Government and public sector banks shall require passing of _____.
 - (v) Board's report in the absence of chairman must be signed by _____.
 - (vi) Full amount of dividend payable must be deposited with a scheduled bank within _____ of its declaration.
 - (vii) Every director must disclose his interest or concern in any company or firm under section _____ of the Companies Act, 1956.
 - (viii) A legal heir of the deceased member can obtain his shares by means of _____.

(1 mark each)

- (b) Aman Ltd. has resolved at its annual general meeting to shift its registered office from Mumbai to some other place in the State of Maharashtra, which falls in the jurisdiction of other Registrar of Companies. In terms of section 17A, Aman Ltd. filed e-Form 1AD with Regional Director along with enabling fee and the following documents :

- (i) certified copy of minutes of the annual general meeting; and
- (ii) certified copy of newspaper advertisement.

After scrutiny of the filed form, the Regional Director rejected the request of Aman Ltd. In terms of provisions of section 17A, what remedy is available to Aman Ltd. ?

(4 marks)

- (c) Mrs. Rakhi is a member of ABC Producer Company since its inception. She was so involved in the activities of the company that she acquired fullest knowledge of its activities, processes, marketing, *etc.* After gaining confidence of highest order, she got incorporated another XYZ Producer Company with the same objects and commenced its operations.

At the meeting of the members of ABC Producer Company, other members objected to the continuation of the membership of Mrs. Rakhi. You are required to explain whether the objection raised by other members is valid or not.

(4 marks)

3. (a) State the items that are to be covered under the director's responsibility statement prepared under section 217(2AA).

(8 marks)

- (b) Enumerate the matters to be passed by resolutions requiring special notice.

(5 marks)

- (c) Name the secretarial standards issued by the Institute of Company Secretaries of India.

(3 marks)

4. (a) What are the duties of a Company Secretary in respect of holding an extra-ordinary general meeting ?

(10 marks)

- (b) When does a small shareholders' director vacate office ?

(6 marks)

5. (a) A company wishes to appoint a person, who is a relative of a director of the company, at a very senior position in the company. As a Company Secretary of that company, what steps would you take at the time of such appointment ?

(5 marks)

- (b) Write a note on 'compliance certificate' under section 383A.
(5 marks)
- (c) What is the procedure adopted by the Board of directors at its meeting for making inter-corporate loans, investments, etc. ?
(6 marks)
6. (a) Vivek purchased 5,000 equity shares of Prosperous Ltd. and lodged the same for transfer with the company. The company returned these shares under objection that the share transfer stamps affixed on the transfer deed were not cancelled. Vivek thereafter cancelled the stamps and re-lodged the shares for transfer. At this time, the company effected the transfer and returned the duly transferred shares to Vivek. In the meantime, the market price of the shares went down substantially. Vivek filed a case against the company claiming that, due to unwarranted objection raised by the company, he was deprived of the profits which he could have earned by disposing of the shares at higher price. State with reasons whether the claim of Vivek is tenable.
(6 marks)
- (b) The Board of directors of Swarn Ltd. had five directors. One of them died and the Board appointed Rajat in his place to fill-up the casual vacancy. However, Rajat resigned from the Board after two months of his appointment. The Board wishes to appoint Bhagat in place of Rajat to fill-up the casual vacancy. As a Company Secretary of that company, what would be your advice to the Board and why ?
(5 marks)
- (c) On 14th March, 2007, Abhishek was appointed as additional director on the Board of directors of Amrit Ltd. The annual general meeting of the company was scheduled to be held on 25th September, 2007, but due to devastating fire all records of the company were destroyed. In order to re-build the records, the company approached the Registrar of Companies for extension of time for holding the annual general meeting till 30th November, 2007. As a Company Secretary of Amrit Ltd., what would be your advice to the Chairman about Abhishek, who was appointed as additional director during the year ?
(5 marks)
7. (a) What are the broad contents of clause 49 of the listing agreement ? Write each point in brief.
(8 marks)
- (b) In what respect Form No. 25C is required to be filed and in addition to the official of the company who else has to digitally sign it and the purpose thereof ?
(4 marks)
- (c) What are the contents of Form No. 1A relating to availability or change of name ?
(4 marks)

8. (a) "A private company can accept deposits from friends, relatives and associates without invitation from the public." Comment.

(4 marks)

(b) "No dividend can be recommended by the Board of directors of the company in case the company has incurred losses during the financial year for which dividend is to be recommended." Comment.

(4 marks)

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

(4 marks)

(d) Define 'member'. What are the various modes of acquiring membership of a company?

(4 marks)

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