

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 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) XL Ltd. has authorised share capital of Rs.20 crore (2 crore shares of Rs.10 each). The company decides to increase its authorised capital to Rs.25 crore by adding 50 lakh new shares of Rs.10 each.
- (ii) X was a director of ABC Ltd. All of a sudden X expired. The company decides to appoint Y to fill that casual vacancy.
- (iii) Appointment of auditor of PQR Ltd. in which the banks and financial institutions hold 30% of its paid-up share capital.
- (iv) BHL Ltd. has to register transfer of 10,000 equity shares for which 50 transfer deeds along with the requisite share certificates have been lodged with the company.
- (v) Disposal of forfeited shares.

(5 marks each)

2. (a) Re-write the following sentences after filling-in the blank spaces with appropriate word(s)/figure(s) :

- (i) Every company, after appointing its auditor at its annual general meeting, is required to intimate the auditor of his appointment within _____ days.
- (ii) The first auditor of a company must be appointed by the _____ within one month of its incorporation.
- (iii) Buy-back must be completed within _____ month(s) from the date of passing the requisite resolution.
- (iv) Maximum number of directors in a producer company is _____.
- (v) A penal rate of interest of _____ % per annum is payable for the overdue period in case of public deposits matured and claimed but remaining unpaid.
- (vi) Notice of situation or change of situation of the registered office of a company is filed with the Registrar of Companies in Form No. _____.

- (vii) Under the head 'inter-corporate loans and investments', the ceiling is 60% of paid-up share capital and free reserves or 100% of its free reserves whichever is _____.
- (viii) Unpaid dividend is transferred to unpaid dividend account of the company within _____ days from the date of expiry of 30 days from the date of the declaration of dividend.
- (1 mark each)*
- (b) What are the resolutions/agreements required to be filed with the Registrar of Companies under section 192 ?
- (4 marks)*
- (c) What is 'transmission of shares' ? Why neither formal instrument of transfer nor stamp duty is required in case of transmission ?
- (4 marks)*
3. (a) Who are 'small depositors' ? Outline the special provisions in the Companies Act, 1956 to protect the interests of small depositors.
- (8 marks)*
- (b) What do you mean by 'variation of member's rights' ? State the procedure for variation of member's rights.
- (8 marks)*
4. (a) What are the minimum and maximum number of directors, the following companies must have –
- (i) a private limited company; and
- (ii) a public limited company.
- (2 marks each)*
- (b) Draft a notice to be published in the newspaper regarding forthcoming annual general meeting of your company.
- (4 marks)*
- (c) State the procedure to increase the number of directors beyond the maximum limit fixed by the articles of association.
- (8 marks)*
5. (a) What are the various sources of funds out of which a company can declare dividend ?
- (4 marks)*
- (b) What is the time schedule for payment of dividend a company has to follow after declaring dividend at the annual general meeting ?
- (4 marks)*

- (c) Write short notes on the following :
- (i) Forged transfer
 - (ii) Audit committee.
- (4 marks each)*
6. (a) Under what circumstances the approval of Regional Director is required for shifting of registered office of a company ?
- (4 marks)*
- (b) Under what circumstances the approval of the Central Government is to be obtained for the alteration of articles of association ?
- (4 marks)*
- (c) Explain the provisions relating to transfer of shares in the name of a minor.
- (4 marks)*
- (d) Explain the overall limit for the government company and non-government company regarding the acceptance of public deposits.
- (4 marks)*
7. You are the Company Secretary of a company. The Chairman of your company has sought your expert views on the following matters. Advise him in line with the provisions of the Companies Act, 1956 :
- (i) The Board wants to make advance payment to suppliers against supply of plant and machinery out of the share application money standing to the credit of the separate bank account.
 - (ii) Chairman (Executive) plans to reshuffle the Board in terms of clause 49 of the listing agreement.
 - (iii) Three of the existing directors of the company are due to retire at the next annual general meeting. The Chairman wants to re-appoint them by passing a single resolution.
 - (iv) Your company wants to appoint Danny, who is the managing director of another company, as the managing director of your company.
- (4 marks each)*
8. (a) What are the functions of the Secretarial Standard Board of the ICSI ?
- (4 marks)*
- (b) Explain the provisions regarding the frequency of Board meetings in case of a listed company.
- (4 marks)*
- (c) Define 'member' of a company. Explain the different modes of acquiring membership in a company.
- (8 marks)*