

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 8

Total number of printed pages : 7

NOTE : 1. Answer SIX questions including Question No.1 which is compulsory.
2. All references to sections relate to the Companies Act, 2013 unless stated otherwise.

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

- (i) Companies incorporated under the Companies Act, 1956 having share capital are required to file annual return in e-Form _____ and companies without share capital in e-Form _____ under the Companies Act, 2013 with the Registrar of Companies whose financial year ended after 1st April, 2014.
- (ii) Section 161 empowers the Board of directors to appoint an alternate director, if the _____ provide for it or the resolution passed in _____ meeting authorise it.
- (iii) Minimum number of subscribers to memorandum of association required for incorporation of a private company is _____ and for public company _____.
- (iv) First meeting of the Board of directors of a newly incorporated company under the Companies Act, 2013 must be held within _____ days from the date of its incorporation and atleast _____ such meetings must be held in a calendar year.

(2 marks each)

(b) Write the most appropriate answer from the given options in respect of the following :

- (i) Conversion of a company into limited liability partnership (LLP) is intimated to the Registrar of Companies in —
 - (a) E-Form 10
 - (b) E-Form 14
 - (c) E-Form 17
 - (d) E-Form 18.

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- (ii) The Board of directors of a public company under the provisions of the Companies Act, 2013 may contribute to a political party, for political purposes, an amount not exceeding —
- (a) 2% of the company's average net profits during the three preceding financial years
 - (b) 7% of the company's average net profits during the three preceding financial years
 - (c) 7½% of the company's average net profits during the three preceding financial years
 - (d) 20% of the company's average net profits during the three preceding financial years.
- (iii) On receipt of information from the directors regarding the details of DIN, every company should furnish the details of DIN to the Registrar of Companies along with required fee within —
- (a) Seven days
 - (b) Fifteen days
 - (c) One month
 - (d) Three months.
- (iv) Where a dividend has been declared by a company, the dividend must be paid to shareholders entitled to such dividend, from the date of declaration within —
- (a) One week
 - (b) Ten days
 - (c) Three weeks
 - (d) Thirty days.

(1 mark each)

- (c) In relation to e-Form CHG – 9, state the :
- (i) Purpose of filing of this form
 - (ii) Particulars required to be filled-in the form
 - (iii) Documents to be attached with the form
 - (iv) Person authorised to sign and certify the contents of the form.

(1 mark each)

- (d) Rajan is a director of Bright Ltd. who has committed certain irregularities in the conduct and management of the affairs of the company. The Company Law Board (CLB) has given its decision to remove him. Pursuant to direction of the CLB, Board of directors of the company proposes to remove Rajan from his office. As the Secretary of the company, what procedure would you follow to give effect to the Board's proposal ?

(4 marks)

2. (a) Arvind Exports Ltd. decided at its Board meeting to shift the registered office of the company from Bhopal to Mumbai to facilitate better coordination with the government officials and the agencies involved in export of its products.

Draft the resolution required to get the approval of its members for shifting of registered office.

(4 marks)

- (b) Bharat Electrical Ltd., a listed company, made a public issue of 10 lakh equity shares of ₹10 each at par fully paid-up. Basis of allotment of the shares was finalised in consultation with the National Stock Exchange at Mumbai. Draft the resolution for allotment of shares.

(4 marks)

- (c) Three brothers of a Hindu family inform you that their father held 1,500 equity shares of your company. They attached his death certificate and succession certificate issued by *Tehsildar* which indicates that three brothers and their sisters are the only legal heirs. They have also attached death certificate of their mother who pre-deceased their father. A letter signed by their sisters relinquishing their right totally in favour of their brothers in deferment of the wish of their father that the three brothers should take 500 shares each has also been attached.

As Secretary of the company, draft a suitable indemnity bond to be furnished by the brothers and sisters for registering transmission of the 1,500 shares to the three brothers.

(4 marks)

- (d) Explain the provisions of clause 49 of the listing agreement relating to the constitution of audit committee, its powers and meeting requirements.

(4 marks)

3. (a) Distinguish between the following :
- (i) 'Bonus issue' and 'rights issue'.
 - (ii) 'Company Secretary in whole-time employment' and 'Company Secretary in whole-time practice'.
- (4 marks each)*
- (b) State, with reasons in brief, whether the following statements are true or false :
- (i) Registrar of Companies may examine the forms filed under non-STP category at any time.
 - (ii) DIN is a pre-requisite to apply for digital signature certificate (DSC).
 - (iii) Sweat equity shares can be issued at a discount.
 - (iv) E-form CHG – 4 to record satisfaction of a charge can be filed with the Registrar of Companies after 30 days by paying additional filing fee.
- (2 marks each)*
4. (a) State the types of charges required to be registered with the Registrar of Companies. What consequences follow for non-registration of a charge required to be registered under the provisions of the Companies Act, 2013 ?
- (4 marks)*
- (b) At the general meeting of members of Mansukh Ltd. certain matters were placed before the meeting and voting was done by show of hands. Before declaration of result of voting, a demand for poll was made by certain members of the company. Examining the provisions of the Companies Act, 2013, state the powers of the Chairman of the company to order for poll.
- (4 marks)*
- (c) As a Practising Company Secretary, what functions would you perform in relation to corporate law advisory services pertaining to the Companies Act, 2013 ?
- (4 marks)*
- (d) Board of directors of Strong Ltd. desires to seek authority from the general meeting of the company to borrow for company's business an amount of ₹20 crore which is in excess of its paid-up capital and free reserves. You being the Secretary of the company, advise the Board on the proposal under the provisions of the Companies Act, 2013.
- (4 marks)*

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5. (a) Explain the provisions of the Companies Act, 2013 relating to vacation of office by a director.

(4 marks)

- (b) The Board of directors of Rock Ltd. desires to issue bonus shares as per the provisions of the Companies Act, 2013. As the Secretary of the company, advise the Board about the sources of funds out of which such shares can be issued. State the conditions to be satisfied before the bonus shares are issued.

(4 marks)

- (c) Neeraj & Co., statutory auditor appointed by members at the last AGM of a company, sent their resignation letter to the Board of directors of the company stating personal reason for their resignation. Explain how the vacancy can be filled.

(4 marks)

- (d) Expand the following :

- (i) ARC
- (ii) CIMC
- (iii) ESPS
- (iv) OPC.

(1 mark each)

6. (a) Can a holding company provide a loan or give guarantee to its subsidiary company for the loans granted by the banks to the subsidiary company, without observing the procedures prescribed in the Companies Act, 2013 ?

(4 marks)

- (b) Pradeep, who is part of the promoter group of a listed company, informs that he has sold 25,900 equity shares of the company through its stock broker M/s. Grow & Grow Securities, member of NSE. What is the obligation of Pradeep and the company under SEBI Regulations ?

(4 marks)

- (c) In RDS Ltd., following is the pattern of shareholding in the subscribed share capital of the company :

Government of India	10%
Government of Tamil Nadu	5%
State Bank of India	5%
A financial institution set-up by a State Act (where the State Government holds 60% of the subscribed capital)	10%

On recommendation of the Board of directors, Prem, a Chartered Accountant has been appointed as an auditor of the company by passing an ordinary resolution at the annual general meeting of the company. Certain members of the company objected to the said appointment on the ground that it is violative of the provisions of the Companies Act, 2013. As Secretary of the company, examine the validity of the appointment.

(4 marks)

- (d) Southern India Mills Association (SIMA) has complained to the Central Government that one of the promoter directors of a textile mill in Coimbatore has been conducting the business of his company in a manner prejudicial to the interest of other companies in the industry. State the powers of the Central Government when a *prima facie* case is evident from the complaint against that director.

(4 marks)

7. (a) Discuss how SS-1 prescribed by the Secretarial Standards Board (SSB) of ICSI has standardised the procedure for convening and conducting Board meetings of a company.

(8 marks)

- (b) Draft a power of attorney in favour of John, ACS, to appoint attorneys, sign *vakalatnamas*, handle all legal matters in courts of law or Tribunals. The power of attorney should include four essential powers for this purpose.

(4 marks)

- (c) What is the purpose of filing of e-Form FC – 1 ? What are the attachments to this form and whose digital signature is to be affixed therein ?

(4 marks)

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8. Attempt *any four* of the following :

- (a) Enumerate the duties of the directors specified in the Companies Act, 2006 of the United Kingdom.
- (b) What corporate records are to be maintained by companies incorporated under the Model Business Corporation Act applicable in the United States of America ?
- (c) In what way is the appointment of a compliance officer regulated in accordance with clause 47 of the listing agreement ? State the functions of such an officer and also of the Company Secretary in practice to be performed in relation to corporate restructuring.
- (d) Distinguish between 'cancellation of share capital' and 'reduction of share capital' under the provisions of the Companies Act, 2013.
- (e) Explain the salient features of the Singapore Companies Act relating to treasury shares.

(4 marks each)

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