

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. (a) Re-write the following sentences after filling-in the blank spaces with appropriate word(s)/figure(s) :
- (i) Section 117C requires every company to create a _____ to which adequate amount shall be transferred out of its _____ every year.
 - (ii) Every company registered under the Companies Act, 1956 is required to furnish the details of DIN to the Registrar of Companies within _____ week(s) of the intimation from directors in Form No._____.
 - (iii) For getting a company incorporated under the Companies Act, 1956, a public company is required to have paid-up share capital of at least ₹_____ and a private company at least ₹_____ paid-up share capital.
 - (iv) For incorporation of a company for charitable purpose, an application under section 25 is to be made to _____ in e-form No._____.
 - (v) A company desirous of shifting its registered office from jurisdiction of one Registrar of Companies (ROC) to another within the same State wherein more than one ROCs have jurisdiction, must pass _____ resolution at a general meeting and obtain confirmation of the _____.
 - (vi) A public company going for private placement of shares must pass a special/ordinary resolution and obtain approval of _____ under section 81 unless the allotment is made within _____ years from the formation of the company.
- (2 marks each)
- (b) As the Secretary of a company, examine the validity of the directors continuing in their office as directors of the company where :
- (i) The company has failed to file annual accounts and annual return as required under section 274(1)(g)(A) continuously for three financial years.
 - (ii) The company has failed to pay for one year, the dividend declared at an annual general meeting.
- (2 marks each)
- (c) In relation to e-form 17, state the :
- (i) Purpose of filing of the 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)

2. (a) DJA Ltd. having its paid-up share capital of ₹10 crore seeks your advice on the appointment of a Company Secretary. Considering the regulatory framework under the Companies Act, 1956, advise the company on the following :
- (i) Whether the company is required to appoint a Company Secretary ?
 - (ii) What authority is competent to appoint such a Secretary ?
 - (iii) What shall be your advice in case paid-up share capital of the company is one crore rupees ?
- (3 marks each)*
- (b) Explain the role of a Company Secretary in relation to corporate restructuring.
- (4 marks)*
- (c) When is a company incorporated under the Companies Act, 1956 required to obtain and file with the Registrar of Companies a 'compliance certificate' ? What kind of companies are exempted from filing such a certificate ?
- (3 marks)*
3. (a) Draft the resolution, name the authority which can approve the resolution and type of resolution in the following cases :
- (i) Resolution of the Board of directors of XYZ Ltd. for constituting the compensation committee for its company.
 - (ii) A declaration and letter of consent, as required under sections 264(2) and 266(1) to be given by a director of the company who has consented to be the director.
- (4 marks each)*
- (b) State, with reasons in brief, whether the following statements are true or false :
- (i) Directors of a company incorporated outside India are required to obtain Director's Identification Number (DIN).
 - (ii) Signatories of a company incorporated under section 25 are not required to register digital signature certificate (DSC) on MCA portal.
 - (iii) If a company proposes not to have share capital, it is not required to have minimum paid-up capital.
 - (iv) Receiving the minimum subscription by a company for non-underwritten as well as underwritten public issues is a statutory requirement under the Companies Act, 1956.
- (2 marks each)*

: 3 :

4. (a) Vir Ltd. is a company listed at the Bombay Stock Exchange. The Board of directors of the company decide to buy-back the company's shares. The managing director of the company provides the following details extracted from the company's balance sheet as on 31st December, 2012 :

	<i>(₹ in crores)</i>
Paid-up equity share capital (divided into shares of ₹10 each)	10
Preference share capital (redeemable in December, 2017 and should be treated as equity for the purpose of debt-equity ratio)	5
General reserve	10
12% Debentures	10
Loan from State Bank of India	6

You are required to —

- (i) Prepare a working showing the amount of equity share capital the company can buy-back.
- (ii) Draft the necessary resolution along with the explanatory statement as required under section 173(2) to give effect to the above scheme.

(4 marks each)

- (b) The Board of directors of a company is required to include in the annual report, a directors' responsibility statement under the provisions of the Companies Act, 1956. State the information required to be included in the report.

(4 marks)

- (c) What responsibilities a Company Secretary has towards the Board of directors, Chairman and the Managing Director of a company ? Explain.

(4 marks)

5. (a) What is the procedure for changing objects of a company ?

(8 marks)

- (b) What are the conditions which are required to be fulfilled for issue of shares on rights basis under section 81 ?

(4 marks)

- (c) Briefly explain the scope and functions of the Secretarial Standards Board.

(4 marks)

6. (a) What are the consequences of non-registration of a charge ? Quote relevant case law to support your answer.

(4 marks)

- (b) Can a company take benefit of its own default in creating charge or registering the charge ? Substantiate your answer with a case law.

(4 marks)

- (c) Are there any limits on a company making investment in the shares of other companies ? If so, how can a company make investment in other companies exceeding the limits ?

(4 marks)

- (d) Kinetic Energy Pvt. Ltd., incorporated on 10th November, 2010, has not been functioning for the past two years. Board of directors of the company decided at its Board meeting to apply to the Registrar of Companies (ROC) to get the company's name struck-off under section 560. Board authorised its director Karthik to apply to the Registrar to get the company's name struck-off from ROC's records. Karthik seeks your guidance in drafting an indemnity bond for this purpose. Draft a suitable indemnity bond to be issued to ROC.

(4 marks)

7. (a) 'Karangal', an association formed by group of persons with the philanthropic cause of providing shelter, food and education to parentless and destitute children, has been doing great service for the past nine years from out of their own funds and the funds donated by their friends and well-wishers. The association seeks your advice to get itself incorporated as a company to continue its mission as a corporate entity for availing of benefits under the Companies Act, 1956.

Advise the association for getting it incorporated.

(4 marks)

- (b) Dividend declared by a company could not be claimed by certain shareholders entitled to get dividend. As Company Secretary of the company, advise the action to be taken by the company in this regard under the provisions of the Companies Act, 1956.

(4 marks)

- (c) Whether a fresh notice is required to be given for holding an adjourned general meeting of the company.

(4 marks)

- (d) Due to non-availability of its directors, Virat Ltd. is unable to get certain resolutions passed at the scheduled Board meeting. The Board wants to get these resolutions passed by circulation. As the Secretary of the company, what actions would you take to get the resolution passed in accordance with Secretarial Standard-7.

(4 marks)

8. Write notes on the following. Attempt *any four* :

- (i) Appointment and status of a Company Secretary under the Australian Corporations Act.
- (ii) Quorum and voting requirements for voting groups under US Model Business Corporation Act.
- (iii) Signing of balance sheet under Hong Kong Companies Ordinance.
- (iv) Price Sensitive information and Chinese Wall.
- (v) Modification of a charge.

(4 marks each)