

Time: 3 hours

Marks: 100

Note: 1. All questions are compulsory

2. Figures to the right indicates full marks

Q. 1 (A) Fill in the blanks with suitable options. (Any 10) (10)

1. _____ is the premier institution governing the profession of CS in India. (IFCI, ICICI, ICSI, ICAI)
2. As per section 203 of Indian Companies Act, every listed company having paid up share capital of rupees _____ or more shall have whole-time Company Secretary in employment. (1 crore, 3 crores, 5 crores, 10 crores)
3. A One person company shall have a minimum of _____ director/directors. (three, two, one, four)
4. A company secretary acts as a _____ of the Board of Directors. (an employee, an outsider, a friend and a guide, a servant and helper)
5. Secretarial Standard 3 is related with _____. (Dividend, Minutes, Common Seal, Shareholders' Meeting)
6. _____ Audit helps to examine, check and report compliances made by the company. (Internal, External, Secretarial, Statutory)
7. _____ document is called as charter of the company. (Articles of Association, Memorandum of Association, Prospectus, Statement in lieu of prospectus).
8. For conversion of a company from private company into a public company _____ resolution is required. (ordinary, special, resolution requiring special notice, no)
9. After completion of _____ stage in company formation, a company gets Certificate of Incorporation. (promotion, incorporation, commencement of business, capital subscription)
10. A debenture holder is _____ of the company. (debtor, owner, creditor, director)
11. _____ is appointed by Central Government to register, supervise and coordinate matters relating to companies under Companies Act. (Shareholder, Registrar of Companies, Auditor, Manager)
12. The company whose securities are included in the official list of the stock exchange is called _____ company. (listed, public, private, foreign)

Q. 1(B) State whether the following statements are True or False. (Any 10) (10)

1. A company secretary should have knowledge of accounts and finance.
2. Company secretary is recognised as key managerial personnel by Companies Act, 2013.
3. Members of private company can freely transfer their shares.
4. Secretarial Standard 2 is concerned with Transfer of shares.
5. A company may have more than one common seal.
6. Depository participant acts as a link between Depository and an investor.
7. The object clause focuses on total capital required by a company.
8. Prospectus is an invitation given to general public for purchase of securities of a company.
9. Conversion of a company is a regular practice in companies.

10. Right issue refers to offering shares to new investors of the company.
11. Letter of allotment gives an idea about the number of shares allotted to a shareholder by a company.
12. Company Law Board is an independent body in India which has powers to overlook the behaviour of companies within the Company Law.

Q2 . Answer Any Two from the following

(15)

- a) Discuss the features of Company under Indian Companies Act 2013.
- b) Explain the basic qualification of company secretary.
- c) Describe the rights of company secretary.

Q. 3 Answer Any Two from the following

(15)

- a) 'A company secretary acts as a liaison officer between Company and Stock Exchange' Explain.
- b) Explain the services of company secretary towards SEBI and Consumer Forum.
- c) Describe the need and importance of Secretarial Audit.

Q. 4 Answer Any Two from the following

(15)

- a) Define Articles of Association? Discuss its contents.
- b) Describe secretarial duties in company formation.
- c) Explain secretarial procedure with regard to conversion of public limited company into a private company.

Q. 5 Answer Any Two from the following

(15)

- a) Discuss secretarial correspondence with shareholders of the company.
- b) Describe secretarial correspondence with SEBI
- c) Give the specimen of Letter to Registrar of Companies for alteration of Memorandum of Association.

Q. 6 Write Short notes on (Any four)

(20)

- a) Qualities of company secretary
- b) Resignation and removal of company secretary
- c) Advantages of secretarial standards
- d) Statement in lieu of prospectus
- e) Specimen of letter for overdraft facility
- f) Clauses of Memorandum of Association
