

Time: 3 Hrs.

Marks: 100

N.B. 1) All Questions are compulsory.

2) Figures to the right indicate full Marks.

- 1 (A) **Fill in the blanks with appropriate word given in the bracket(Any Ten)** 10
- (a) Secretary acts as a \_\_\_\_\_ of the Board of Directors. (assistant and advisor, competitor, an outsider, boss)
  - (b) The procedural steps for appointment of fulltime secretary starts with \_\_\_\_\_ (selection interview, advertising, the post, board meeting, scrutiny of application)
  - (c) Articles of association is \_\_\_\_\_ Memorandum of Association. (subordinate to, superior to, a substitute to, on par with)
  - (d) Company documents are for \_\_\_\_\_ (references, creating confusion, misleading, only for filing)
  - (e) Prospectus is issued by a \_\_\_\_\_ company. (private, public, one man, government)
  - (f) The refusal to allot shares is intimated by letter of \_\_\_\_\_ (thanks, regret, allotment, forfeiture)
  - (g) A company secretary can be removed like \_\_\_\_\_ of the company. (an influential person, any other employee, creditor, debtor)
  - (h) Trading Certificate is issued by \_\_\_\_\_ (Government, Registrar of Companies, stock exchange, Company Law Board)
  - (i) Prospectus containing false information is called \_\_\_\_\_ (prospectus proper, misleading prospectus, statement in lieu of prospectus, good prospectus)
  - (j) A company secretary shall not held office in more than \_\_\_\_\_ company/companies. (one,two, three, four)
  - (k) Overdraft facility is a \_\_\_\_\_ facility. (short term loan, long term loan, medium term loan, life long loan)
  - (l) ROC is recognized \_\_\_\_\_ with wide power. (statutory authority, non-statutory authority, illegal authority, nominal authority)
- (B) **State whether the following statements are True or False(Any Ten)** 10
- (a) Company secretary is not concerned with company employees.
  - (b) Listing of securities is done at SEBI.
  - (c) Ultra vires means with in the powers of MOA.
  - (d) Conversion of company for second time is called reconversion.
  - (e) Memorandum acts as a constitution of a company.
  - (f) Technology makes correspondence work fast and economical.

- (g) Career options to qualified company secretary are limited.  
(h) A company incorporated outside India is called foreign company.  
(i) ROC is a subordinate of company secretary.  
(j) A company secretary has right to receive remuneration.  
(k) Consent of shareholders is necessary for conversion of company.  
(l) Bonus shares are issued to debenture holders.
- 2 **Answer any two from the following** 15  
(a) Explain the features of a Company.  
(b) Explain the procedure for appointment of a company secretary.  
(c) Explain in brief statutory liabilities of a company secretary.
- 3 **Answer any two from the following** 15  
(a) Explain the role of company secretary as an advisor to Chairman.  
(b) What are the secretarial standards? Explain their advantages.  
(c) What is secretarial audit? Explain its need and importance.
- 4 **Answer any two from the following** 15  
(a) Explain in brief the clauses of Memorandum of Association.  
(b) Explain the secretarial duties in company formation.  
(c) Explain the secretarial procedure for re-conversion of public company in to a private company.
- 5 **Answer any two from the following** 15  
(a) Explain the secretarial correspondence with shareholders of company.  
(b) Explain the role of technology in secretarial correspondence.  
(c) Write a letter to Stock exchange for Listing of Shares.
- 6 **Write short notes (Any four)** 20  
(a) Qualities of company secretary.  
(b) Rights of company secretary.  
(c) Company secretary and Cyber Law compliance.  
(d) Secretarial duties during the incorporation stage of company formation.  
(e) Contents of Articles of Association  
(f) Give a specimen letter of Bank overdraft facility.

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