

[Time: 3 Hours]

[Marks: 100]

Please check whether you have got the right question paper.

- N.B:
1. All questions are compulsory and carry equal marks.
 2. Figures to the right indicate full marks.

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

1. Minimum ___ director / directors are required in One Person Company.
(One, Two, Three, Four)
2. A ___ director does not engage in the day to day management of the organization but is involved in policy decision making.
(Woman, Executive, Non-Executive, Additional)
3. Auditors are appointed by _____ in Company's Annual General Meeting.
(board of Directors, promoters, themselves, shareholders)
4. ___ is the person who presides over the meeting.
(Secretary, Chairman, Auditor, Registrar)
5. Minimum quorum required for a public company having more than 5000 shareholders is _____.
(5,15,20, 2)
6. When a motion is passed by simple majority it becomes an _____ resolution.
(ordinary, special, resolution requiring special notice, board)
7. _____ is a connecting link between Depository and an investor.
(Stock Exchange, Depository Participant, SEBI, RBI)
8. The Online Trading system provided by BSE is known as _____.
(BOLT, BOSS, Demat, E-Banking)
9. _____ has a right to delist the name of the company from its list.
(Company Director, Stock Exchange, Company Secretary, None of these)
10. Dividend must be paid within ___ days after its declaration in AGM.
(20,30,60,90)
11. The main purpose of _____ of a company is to realise the assets and pay the debts of the company.
(registration, incorporation, winding up, penalties)
12. Annual Report gives information on ___ of the company.
(directors, formation, progress and problems, dividend payment)

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

1. Directors are expected to make full and complete disclosure in any contract in which they are directly or indirectly interested.
2. CEO is responsible for leading the development and execution of the Company's long term strategy with a view to create shareholder value.
3. An auditor has a right to attend Annual General Meeting of the company.
4. Quorum is a list of items to be discussed in the meeting.
5. Notice is the written record of business transacted in the meeting.
6. Original Motion is also called as Formal Motion.
7. Dematerialisation of shares has eliminated the paper work.
8. Listing provides wide market to listed securities.
9. In Rematerialisation the shares in electronic form are converted into physical form.

10. In winding up, a company starts its new business activities.
11. Every year companies must pay interim dividend to its shareholders.
12. Penalties are the rewards given by government to companies.

2. Answer **Any Two** from the following (15)
 - a) Explain the provisions regarding appointment of directors.
 - b) Describe the role of CEO in Company Management.
 - c) Describe the rights & duties of an auditor.

3. Answer **Any Two** from the following (15)
 - a) Discuss the duties of secretary before, during and after Board Meeting.
 - b) State and Explain different methods of voting.
 - c) Describe the statutory provisions relating to:
 - D) Agenda II) Chairman

4. Answer **Any Two** from the following (15)
 - a) Explain the procedure of Dematerialisation.
 - b) Write a note on BOSS.
 - c) What is Listing of Securities? Describe the secretarial duties related to Listing of securities.

5. Answer **Any Two** from the following (15)
 - a) List out duties of Company secretary with regard to payment of dividend.
 - b) Describe the provisions related to winding up of a company.
 - c) Prepare a specimen of Notice & Agenda of Annual General Meeting.

6. Write Short notes on (**Any four**) (20)
 - a) DIN
 - b) proxy
 - c) Minutes
 - d) Participants in dematerialisation
 - e) Types of scrips
 - f) Specimen of Special Resolution for Alteration of Memorandum of Association
