

S.Y.B.Com. – SEM IV- May 2019

Q. P. CODE: 66873

Company Secretarial Practice—Paper II

SYNOPTIC ANSWERS

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

1. One
2. Non-Executive
3. shareholders
4. Chairman
5. 30
6. Ordinary
7. Depository Participant
8. BOLT
9. Stock Exchange
10. 30
11. winding up
12. progress and problems

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

True: 1, 2, 3, 7, 8, 9

False: 4, 5, 6, 10, 11, 12

Q2. Answer Any Two from the following (15)

a) Explain the provisions regarding appointment of directors. 7 ½ marks

Provisions relating to appointment of - first director, Subsequent directors, Additional director, Alternate director, Directors in casual vacancy, Directors by nomination

b) Describe the role of CEO in Company Management. 7 ½ marks

1. As a Leader- advisor to board, Promotion of organisation and its mission, support and motivation to employees
2. As a Visionary- ensures staff and board for sufficient and up to date information, interface between board and employees, interface between organisation and community
3. As a Decision Maker- Formulates policies and planning recommendations to the board, guides course of action in operation by staff.
4. As a Manager- Oversees operations of organisation, implements the plans, Manages human resources of organisations
5. As a Board Developer- Assists in selection and evaluation of board members, Supports Board's evaluation.

c) Describe the rights & duties of an auditor. 7 ½ marks

Rights: access the books and accounts , acquire information relating to audit, branch audit, receive remuneration, maintenance of books of accounts, to have legal and technical advice, right to indemnity, sign audit report .

Duties: To prepare Audit report, To follow Auditing Standards, Fraud Reporting, Winding Up, other duties

Q 3. Answer any two from the following

(15)

a) Discuss the duties of secretary before, during and after Board Meeting. 7 ½ marks

Before- fixing date of meeting, issuing notices, keeping documents ready, arranging board rooms

At the meeting- Ascertaining quorum, noting attendance, reading notice, supplying information , taking notes of proceeding .

After meeting- Drafting minutes, execution of decisions.

b) State and Explain different methods of voting. 7 ½ marks

1. By Show of Hands
2. By Voice
3. By Division
4. By Acclamation
5. By Ballot
6. By Poll

c) Describe the statutory provisions relating to: I) Agenda II) Chairman 7 ½ marks

Four points for agenda and four points for Chairman. Meaning of the term can be considered as a point.

Q. 4 Answer any two from the following

15

a) Explain the procedure of Dematerialisation. 7 ½ marks

Opening a demat account, security client- ID NO., submission / filing of DRE, forwarding/ DRF, and scrip certificate to company, verification of shares certificates, confirmation of dematerialisation, upgrading record, intimation to account holder, regular operation.

b) Write a note on BOSS. 7 ½ marks

Objectives- Monitoring of price and volume movements, Detection of artificial transactions, Circular trading, false or misleading impressions, insider trading, Minimising the ability of the market participant to influence the price of Security

Activities- Price Monitoring, Investigations, Position Monitoring, On line and Offline Surveillance, Rumour Verification, Pro-active Measures

c) What is Listing of Securities? Describe the secretarial duties related to Listing of securities. 7 ½ marks

Meaning: It is admission of securities of a company to trading on a recognised stock exchange.

Secretarial Duties: To prepare and submit necessary documents to the stock exchange authorities, To follow the rules for listing of securities, duties related to listing of agreement

a) List out duties of Company secretary with regard to payment of dividend. 7 ½ marks

Issue notice for holding a meeting of the board of directors, Notify stock exchanges where the securities of the company are listed, Conducting board meeting prior to AGM, , Fixing time, date and venue of AGM, Determining the date of closure of register of members and share transfer register, Ensuring the required percentage of profits as decided by the board are transferred to company's reserves, Hold AGM and passing an ordinary resolution declaring the payment of dividend to the shareholders of the company, Preparing and Dispatching dividend warrants, Arrange for transfer of unpaid or unclaimed dividend.

b) Describe the provisions related to winding up of a company. 7 ½ marks

Contingent debts payment, Preferential payments, Provision related to power of Tribunal, Transfers not made in good faith, Provision related to role of liquidator, Provisions related to prosecution of delinquent officers

c) Prepare a specimen of Notice & Agenda of Annual General Meeting. 7 ½ marks

Format	2½ marks
Contents	2 1/2 marks
Subject	2 1/2 marks

Q. 6 Write Short notes on (Any four)

(20)

a) DIN- Meaning, Provisions/procedure

b) Proxy- Meaning, Provisions

c) Minutes- Meaning, Legal Provisions

d)) Participants in dematerialisation – Investor, Depository Participant, Depository, Company/ Registrar

e) Types of scrips- Meaning and types

f) Special Resolution for Alteration of Memorandum of Association- Content

