

Note: (1) All questions are compulsory.

C.S.P S.Y. Bcom Sem III

(2) Figures to the right indicate full marks.

Q.1(A) Select the most appropriate answer:(Any 10)

(10)

1. A company secretary can be removed by a resolution of the \_\_\_\_\_.  
(Board of Directors, General Meeting, Statutory Meeting)
2. Secretarial Audit is conducted by \_\_\_\_\_.  
(company secretary in practice, government auditor, third party)
3. \_\_\_\_\_ audit helps to examine, check and report compliances made by the company.  
(Internal, External, Secretarial)
4. Signing annual return along with company director is a \_\_\_\_\_ of company secretary.  
(moral duty, administrative duty, statutory duty)
5. Prospectus is issued by a \_\_\_\_\_ company.  
(private, public, one person)
6. Secretarial advice and guidance is \_\_\_\_\_ on directors.  
(binding, not binding, forced)
7. Secretarial correspondence related to issue of bonus shares is with \_\_\_\_\_.  
(Board of directors, Debenture holders, Shareholders)
8. The refusal to allot shares is intimated by letter of \_\_\_\_\_.  
(allotment, forfeiture, regret)
9. Registrar of Companies is recognized \_\_\_\_\_ with wide powers.  
(statutory authority, non-statutory authority, nominal authority)
10. Certificate of Incorporation is issued by the \_\_\_\_\_.  
(Government, Registrar of Companies, SEBI)
11. \_\_\_\_\_ of the company specifies the rights of company secretary.  
(Circular, Prospectus, Service agreement)
12. Qualified company secretary has \_\_\_\_\_ options for career development.  
(single, limited, ample)

(B) State whether the following statements are true/false(Any 10)

(10)

1. Company dies a natural death.
2. Default in filing annual returns is not a statutory liability of a company secretary.
3. Only Board of Directors has an absolute discretion to appoint and remove company secretary.
4. Secretarial audit is always conducted by Company Secretary in Practice.
5. Accounting Standards are prepared for standardization of secretarial practices.
6. Listing of securities is done at the SEBI.

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7. Drafting and printing of Memorandum and Articles of Association is done at capital subscription stage.
8. Conversion of company for the second time is known as dematerialization.
9. Every alteration of Articles shall be filled with the Registrar within a period of fifteen days.
10. Business commencement is the last stage in the formation of a private company.
11. Technology has made the job of company secretary slow and tedious.
12. Secretarial correspondence with SEBI includes protective, developmental and regulatory functions.

**Q.2. Answer any Two of the following: (15)**

1. Who is a Company Secretary? Discuss the qualities of Company Secretary in detail.
2. Discuss various rights and duties of Company Secretary.
3. Explain the role of a Company Secretary as a Coordinator and an Administrative officer.

**Q.3. Answer any Two of the following : (15)**

1. Explain the company secretary as a liaison officer between company and depository participant.
2. What is secretarial audit? Discuss the scope of Secretarial Audit.
3. Discuss various representative services of company secretary with regards to representation before SEBI and representation before Cyber Law Compliance.

**Q.4. Answer any Two of the following : (15)**

1. What is Articles of Association? Discuss the contents of the same.
2. Enumerate the stages in Company Formation.
3. Explain the secretarial procedure of reconversion of public companies into private companies.

**Q.5. Answer any Two of the following : (15)**

1. Explain the secretarial correspondence with debenture holders.
2. Explain the role of technology in secretarial correspondence.
3. Give the specimen of letter of allotment to share applicants.

**Q.6. Write notes on:(Any Four out of Six) (20)**

1. Liabilities of company secretary.
2. Contents of Prospectus.
3. Clauses of Memorandum of Association.
4. Qualifications of company secretary.
5. Doctrine of Ultra –vires.