



Time Allowed: 2 Hours 45 Minutes

Maximum Marks: 90

Roll No.:

- (i) Attempt all questions.
- (ii) Answers must be neat, relevant and brief.
- (iii) In marking the question paper, the examiners take into account clarity of exposition, logic of arguments, effective presentation and language where appropriate.
- (iv) Read the instructions printed on the top cover of answer script CAREFULLY before attempting the paper.
- (v) DO NOT write your Name, Reg. No. or Roll No. anywhere inside the answer script.
- (vi) Question No.1 – “Multiple Choice Question” printed separately, is an integral part of this question paper.
- (vii) **Question Paper must be returned to invigilator before leaving the examination hall.**

Marks

- Q. 2 (a)** The provisions regarding election and removal of directors and term of office do not apply to the directors appointed by the persons having special interests. Identify the persons who are regarded as having special interest for the purpose of this exemption. **05**
- (b)** Briefly describe the relevant provisions of the Companies Ordinance, 1984 whereby a person carrying substantial voting shares in a listed company may apply for fresh election of directors. **06**
- (c)** Membership has basic qualification for the office of directorship of a company; however this does not apply in certain cases. List down such cases where a person can become a director without being a member. **04**
- Q. 3 (a)** Mr. Zahid, the audit supervisor carrying out the audit of Baila Ltd., noted that a charge of Rs.200 million on company's property in favour of Big Bank Ltd. has been filed for registration for Rs. 20 million. He reported the matter to the company secretary who has consulted you for the following:
- Required:**
- (i)** Name the competent authority which may rectify the above mistake. **01**
 - (ii)** What are the circumstances in which the rectification of charge may be allowed? **05**
 - (iii)** What are the requirements to be complied with by the company once the rectification is done? **02**
- (b)**
- (i)** Briefly explain the legal provisions as per the Companies Ordinance, 1984 specifying period for payment of dividend and the consequences for non-compliance in this regard. **04**
 - (ii)** When the dividend is deemed to have been declared in respect of:- **03**
 - Final dividend
 - Interim dividend

- Q. 4 (a)** Star Painter Limited (SPL), a listed company with paid up share capital of 100 million shares of Rs.10/- each is planning to purchase heavy equipments from a supplier by issuing 25 million shares to the supplier at a premium of Rs.2/- per share. The Board intends to issue non-voting ordinary shares to the supplier.
- In the light of provisions contained in the Companies' Share Capital (Variation Rights in and Privileges) Rules, 2000 answer the following:
- Required:**
- (i) Advise Board of Directors about the requirements which SPL needs to comply with for issuing non-voting ordinary shares. **05**
- (ii) Specify the variation in Rights and Privileges associated with different classes of shares. **05**
- (b) Identify any five circumstances under which a company may be wound up by the Court. **05**
- Q. 5 (a)** State the requirements in respect of director's training program under the provisions of Code of Corporate Governance, 2012. **06**
- (b) Code of Corporate Governance, 2012 requires Board of Directors of a listed company to ensure that significant policies have been formulated.
- Required:**
- List down any four policies specified for this purpose in the Code and also mention the records a company needs to maintain in this regard. **04**
- (c) Discuss the requirements, under the Companies (Issue of Capital) Rules, 1996 to be followed in respect of offer for sale of shares to the public by a person holding more than 10% shares of the company. **05**
- Q. 6 (a)** State the conditions applicable to a Modaraba Company, with respect to business, directors, subscription to Modaraba, remuneration of a Modaraba company in terms of the Modaraba Companies and Modaraba (Flotation and Control) Ordinance, 1980. **05**
- (b) Specify any five activities or functions which an investment finance company may perform in relation to Corporate Finance Services. **05**
- Q. 7 (a)** What are the qualification and experience requirement of a Company Secretary of a listed Company? **05**
- (b) (i) Enumerate any five functions a Company Secretary needs to perform. **05**
- (ii) What do you understand by the term "Secretarial Compliance Certificate"? **03**
- (c) (i) Describe the conditions relating to submission of the Proxy which a shareholder would have to comply with in order to issue a valid Proxy. **03**
- (ii) Describe the additional requirements for submission of Proxy, if the shareholder is a CDC account holder or a corporate entity. **04**

THE END