



THE INSTITUTE OF CORPORATE SECRETARIES OF PAKISTAN
C.I.S EXAMINATION JANUARY 2014
MODULE C PAPER: MEETING LAWS AND PROCEDURES GROUP V
Time allowed 3 Hours **Max. Marks: 100**

Instructions: Attempt all questions

SECTION 1 PRINCIPLES OF MEETING (40 MARKS)

- Q1. a. List down five significant items (out of twenty five items) required to be mentioned in a statutory report. **(05)**
- b. Being the Company Secretary of a public limited company, you are going to hold an Annual General Meeting (AGM). Describe the essential parts of the notice of AGM and list three items of its agenda. **(10)**
- Q2. Briefly describe role of the Company Secretary relating to the holding of the Annual General Meeting and the Board meeting. **05**
- Q3. You have been appointed as a Company Secretary of a public limited which has recently converted into a public limited company and the Board is unaware about the requirement of law and best practices. You are required to brief the Board on the following matters.
- a) Who approves minutes of the Board meeting? **05**
- b) When the minutes of the Board meetings are circulated among the members? **05**
- Q4. a. With respect to the Code of Corporate Governance 2012, kindly brief how many Board committees are required to be constituted? **05**
- b. Considering the best practices and the principles of good governance, who usually chairs the meeting of Board's Audit Committee? Can the Chief Executive Officer Chair the meetings of Board's Human Resource & Remuneration Committee? **05**

SECTION 2 COMPANY MEETINGS (60 MARKS)

- Q5. a. What are the working papers for the Board? **05**
- b. Why and when they are required to be circulated to the Board members? **05**
- Q6. a. Why a special resolution is required? How it is passed? And how many majority votes are required to pass such a resolution. **05**
- b. Assume that you are appointed as a company secretary of the public limited company. You are required to draft a resolution to be passed in the meeting of the Board of Directors approving the audited financial statements. **05**

Q7.

Assume that you are working as a company Secretary of a public limited company and the company intends to invest in an associated company, which requires approval of the shareholders in Extra Ordinary General Meeting (EOGM). You are required to apprise the chairman of the Board on the followings.

- a. What is Extra Ordinary General Meeting? **05**
- b. Who may call such a meeting? **05**
- c. Can it be held at a shorter notice? **05**
- d. Can a General meeting may be adjourned? **05**

Q8. Specify the Correct statement in the answer book:

- i. Voting may be held by: **03**
 - a) by show of hands only
 - b) by poll only
 - c) by both show of hands and/or poll
- ii. The proxies shall be lodged with the company: **03**
 - a) at least 48 hours before the time of the meeting
 - b) at least 2 days before the meeting
 - c) at least 21 days before the meeting
- iii. AGM is required to be held within: **03**
 - a) 4 months from the close of financial year
 - b) 6 months from the close of financial year
 - c) 45days from the close of financial year
- iv. The chairman of a board meeting has: **03**
 - a) no vote
 - b) casting vote
 - c) two votes
- v. Members may participate in the Annual General Meeting: **03**
 - a) personally or through proxy
 - b) personally only
 - c) proxy only
- vi. The Company law require that a copy of the minutes of meeting of the board of directors shall be furnished to every director: **03**
 - a) within 14 days
 - b) within seven days
 - c) as soon as possible
- vii. Directors may be nominated on the Board by: **02**
 - a) companies holding shares
 - b) creditors
 - c) by both companies holding shares and/or creditors
