



The Institute of Corporate Secretaries of Pakistan

C.I.S. Examinations July 2014

MEETING LAW AND PROCEDURE (352)

Module – C

Tuesday, 08 July, 2014

Group – V

Time allowed: 3 Hours

Instructions: Attempt all questions

Max. Marks : 100

Marks

SECTION 1

PRICIPLES OF MEETING

(40)

- Q1. (a) What are the requirements under Companies Ordinance 1984 for a Notice of Annual General Meeting of a listed company with regards to its dissemination? 5
- (b) Can a shareholder is eligible to attend Board meeting or management meeting? 5
- Q2. (a) Who is responsible for managing all affairs before, during and after the general/board meetings? 5
- (b) Who can convene a general meeting? Can the Commission convene a general meeting of a listed company if yes, under what circumstances? 5
- Q3. (a) Who normally chairs the general meeting of a listed company? 5
- (b) A properly convened board meeting does require notice, agenda and working papers. Give your comments 5
- Q4. (a) What do you understand by a “Second or Casting vote”? Who has authority to cast a second or a casting vote? 5
- (b) Fill in the blanks with respect to general meetings: 5
- i. Notice of the meeting specifying the place and the _____ and time of meeting along with a statement of the business to be _____ at the meeting shall be given.
- ii. Where any _____ business is to be transacted at a general meeting, there shall be annexed to the notice of the meeting a statement setting out all _____ facts concerning such business.
- iii. All the members may participate in the meeting either _____ or through _____.

SECTION 2**COMPANY MEETINGS****(60)**

- Q5. (a) You are appointed as a Company Secretary in a newly incorporated public limited company. Kindly prepare a note for the Chairman of Board briefing him on the requirements for a statutory meeting and statutory report as mentioned in the Companies Ordinance, 1984 5
- (b) What are the requirements for holding the Annual General Meeting of a listed company under section 158 of the Companies Ordinance, 1984? 5
- Q6. (a) Kindly differentiate the following: 5
- a) Special resolution b) Ordinary resolution c) Board resolution
- (b) Which type of resolution is required for the following actions? 5
- (i) Approval of annual audited accounts
(ii) Approval of ordinary dividend
(iii) Approval of interim dividend
(iv) Appointment of auditors
(v) Filling the casual vacancy of auditors
(vi) Appointment of directors
- Q7. (a) Can directors call an extraordinary meeting on the requisition of members? If yes, what is the requirement under Companies Ordinance, 1984 5
- (b) When a director shall cease to hold office, if he is absent for the Board meetings without leave of absence from directors? 5
- Q8. (a) When a statement setting out all material facts is required to be circulated under section 160 (1) (b) of the Companies Ordinance, 1984? 5
- (b) When a poll may be demanded in a general meeting of a listed company? 5
- Q9. (a) What do you understand by the term “Proxy”? Being a company secretary of a listed company advise the chairman of the Board that whether or not an employee or an executive of the company can be appointed as proxy for the forthcoming AGM in place of a Director, who is abroad on official visit. 5
- (b) Can a director appoint a proxy for a Board meeting of the listed company? 5
- Q10. (a) Can a CEO of the company be appointed as Chairman of Board’s Human Resource & Remuneration Committee? What are the requirements for the same in the Code of Corporate Governance, 2012? 5
- (b) What is the requirement with respect to the frequency of audit committee’s meeting of a listed company in the Code of Corporate Governance, 2012? 5

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