

**CMA DECEMBER, 2020 EXAMINATION
PROFESSIONAL LEVEL-III
SUBJECT: 303. CORPORATE LAWS, GOVERNANCE & SECRETARIAL PRACTICE**

Time: Three hours

Full Marks: 100

- ❖ Answer **THREE** questions from each part, where **Q. No. 5** and **10** are compulsory.
- ❖ Answer must be brief, relevant, neat and clean.
- ❖ Use fresh sheet for answering each question.

PART-A: CORPORATE LAWS

Q. No. 1

- (a) "The common seal is signature of the Company". Justify your answer mentioning few specific documents where the Common Seal may be affixed.
- (b) A Company is a person, resident and citizen. Explain these three status of a Company according to the concept of corporate personality and nature of corporate characteristics.
- (c) "All listed companies are public companies but not vice-versa"-Discuss the statement.

[Marks: (5+5+5) = 15]

Q. No. 2

- (a) State the provision of bank companies act, 1991 regarding holding of liquid asset by a bank company.
- (b) Discuss the power of the Insurance Development and Regulatory Authority (IDRA) to inspect and ask for information etc. under the Insurance Act, 2010.
- (c) Explain the provisions of The Insurance Act, 2010 relating to:
 - (i) determination of premium; and
 - (ii) collection of premium.

[Marks: (5+5+5) = 15]

Q. No. 3

- (a) "A promoter stands in a fiduciary position towards the company he promotes" Explain
- (b) What is meant by the term "ultra vires"? What is the effect of an "Ultra vires" transaction as far as the company and its directors are concerned?
- (c) What are the statutory registers to be maintained in a public limited company?

[Marks: (5+5+5) = 15]

Q. No. 4

Mr. Akond along with seven other persons desires to float a company for charitable purposes as permissible under section 28 of the company Act 1994. They seeks your advise about the procedure to be followed to give effect to the above proposal. Advise them.

[Marks: 15]

Q. No. 5

Write short notes on any **Five** of the following:

- (i) Corporate Governance;
- (ii) Submission of audited accounts;
- (iii) Money Laundering;
- (iv) Condonation of delay;
- (v) Quasi-judicial;
- (vi) Pari passu charge.

[Marks: (5 x 4) = 20]

PART-B: GOVERNANCE & SECRETARIAL PRACTICE

Q. No. 6

- (a) What are the rights and duties of Directors of a company?
- (b) What are the Businesses at the First Board Meeting of a Company?
- (c) The consequences if a charge which is required to be registered under Section 159 is not registered.

[Marks: (5+5+5) = 15]

Q. No. 7

- (a) What are the primary components of an Annual Report as per Companies Act, 1994?
- (b) What are the contents The Directors' Report shall include as per Section 184 of the Companies Act, 1994?
- (c) What are the issues as per Securities and Exchange Commission (SEC) notification No. SEC/ CMRRCD/2006-158/134/Admin/44 dated 07 August, 2012 that all publicly listed companies should include in the statements in the Directors' Report in addition to the statement as mentioned in the Section 184 of Companies Act, 1994?

[Marks: (5+5+5) = 15]

Q. No. 8

- (a) What report/return to which authority and within how many days are to be submitted for the following situations?
 - (i) Board recommended 40% stock dividend of a listed company.
 - (ii) A director fails to attend consecutive three board meetings with in three months.
- (b) State the procedure to increase the no of directors beyond the maximum limit fixed by the articles of association.

[Marks: (10+5) = 15]

Q. No. 9

- (a) What are the timeline for submission of financial statement by the listed companies in Bangladesh as per Bangladesh Securities and Exchange rules?
- (b) What are restrictions imposed by the companies Act on declaration of dividends?
- (c) "Dividends once declared becomes debts of the company" - make comments on the statement.

[Marks: (5+5+5) = 15]

Q. No. 10

Write short notes on any **Five** of the following:

- (i) Statutory auditor;
- (ii) Resolution by circulation;
- (iii) Additional director;
- (iv) Insider trading;
- (v) Rotation of Directors;
- (vi) Compulsory Winding up of a company.

[Marks: (5 x 4) = 20]

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