

## ANSWER KEY

### Chapter - 1 Secretary

- Q.1 A.** 1 - Secretarius, 2 - an individual, 3 - confidential, 4 - ICSI, 5 - Personal Secretary, 6 - protect, 7 - IAS, 8 - Accuracy
- B.** a - 9. Ancient Indian History, b - 1. Government department, c - 3. Appointed by busy persons, d - 6. Faithfulness. e - 5. Maintenance of books of accounts, f - 2. Paid employee
- C.** 1 - Scribae, 2 - Non-profit association, 3 - Personal Secretary, 4 - Loyalty, 5 - Secretarius, 6 - ICSI, 7 - Maharashtra State Co-operative Societies Act, 1960  
8 - Co-operative society
- D.** 1 - False, 2 - False, 3 - True, 4 - True, 5 - True, 6 - False, 7 - False, 8 - False
- E.** 1) ICSI 2) IAS
- F.** 1) Secretarius 2) Personal Secretary / Personal Assistant  
3) I. C. S. I. (Institute of Company Secretaries of India)
- G.** 1) Appointed by Busy Individual - Personal Secretary,  
2) Secretary of Government Department - IAS,  
3) ICSI - Company Secretary,  
4) Roman Empire - Scribae

### Chapter - 2 Joint Stock Company

- Q.1 A.** 1 - One, 2 - Karta, 3 - 1932, 4 - co-parceners, 5 - Limited, 6 - 10, 7 - Directors, 8 - Statutory
- B.1.** a - 7. Single ownership, b - 5. Karta, c - 1. 1932, d - 3. Artificial person, e - 8. Equal voting rights
- B.2.** a - 3. Maximum 200 members, b - 4. Minimum 7 members, c - 1. 51% share capital by Government, d - 9. Life Insurance Corporation, e - 10. Minimum 2 partners.
- C.** 1 - Sole Trader, 2 - Karta, 3 - Co-parceners, 4 - Joint stock company, 5 - Partners, 6 - Shareholder, 7 - Common seal, 8 - Statutory company
- D.** 1 - True, 2 - True, 3 - True, 4 - False, 5 - False, 6 - True, 7 - True, 8 - False, 9 - True
- E.** 1) Artificial Person 2) Statutory Company  
3) One Person Company 4) SEBI Guidelines.
- F.** 1) Private Company - Maximum 200 members,  
2) Public Company - Minimum Seven (7) members,  
3) Unlimited Liability Company - Members have Unlimited Liability  
4) Incorporated Outside India - Foreign Company

### Chapter - 3 Formation of a company

- Q.1 A.** 1 - an artificial person created by law, 2 - Promoters, 3 - Private, 4 - seven, 5 - Pre-incorporation / Preliminary contracts, 6 - DIN, 7 - CIN, 8 - Prospectus

- B.** a - 2. Public company, b - 6. Unique number assigned to each Director, c - 10. Contracts entered by Promoters with third parties, d - 3. Promoters, e - 8. 21 digit alphanumeric code number
- C.** 1 - Incorporation, 2 - Promoters, 3 - Preliminary contracts, 4 - Certificate of Incorporation
- D.** 1 - True, 2 - False, 3 - True, 4 - False, 5 - True, 6 - True, 7 - False, 8 - True, 9 - False, 10 - True, 11 - False
- E.** 1) PAN 2) Prospectus
- F.** 1) Formation of a company 2) Certificate of Incorporation  
3) Corporate Identity Number / CIN. 4) Promoters
- G.** 1) Promoter - Formation of a company,  
2) Birth Certificate of a company - Certificate of Incorporation,  
3) C. I. N. - Corporate Identity Number,  
4) R.U.N is used for - Reserving name of a company.
- J.** 1) a) Come up with business idea  
b) Prepare draft M/A and A/A  
c) Appoint first Directors  
2) a) Promotion  
b) Incorporation of a Co.  
c) Commencement of Business

#### Chapter - 4 Documents related to formation of a company

- Q.1 A.** 1 - Memorandum of Association, 2 - Memorandum of Association, 3 - Object, 4 - Ultra Vires, 5 - Ultra Vires, 6 - Liability, 7 - capital, 8 - Articles of Association, 9 - Members, 10 - Prospectus, 11 - Shelf, 12 - Red Herring Prospectus.
- B.** a - 1. Details of capital structure of a company, b - 9. Extent of liability of members, c - 7. Ultra Vires, d - 6. Incomplete Prospectus, e - 2. Used for multiple issue of shares
- C.** 1 - Memorandum of Association, 2 - Memorandum of Association, 3 - Memorandum of Association, 4 - Memorandum of Association, 5 - Articles of Association, 6 - Articles of Association, 7 - Ultra Vires, 8 - Object clause, 9 - Capital clause, 10 - Liability clause, 11 - Association or subscription clause, 12 - Articles of Association, 13 - Prospectus, 14 - Abridged Prospectus, 15 - Shelf Prospectus, 16 - Red Herring Prospectus, 17 - Red Herring Prospectus,
- D.** 1 - True, 2 - True, 3 - False, 4 - True, 5 - False, 6 - False, 7 - True, 8 - False, 9 - True, 10 - True, 11 - False, 12 - True, 13 - False, 14 - True, 15 - False, 16 - True, 17 - True
- E.** 1) Rights of Board of Directors 2) Liability clause 3) Articles of Association
- F.** 1) Memorandum of Association 2) Ultra vires. 3) Articles of Association  
4) Articles of Association. 5) Prospectus.
- G.** 1) Primary Document - Memorandum of Association,  
2) Liability clause - Details of Liability of members,  
3) Incomplete Prospectus - Red Herring Prospectus,  
4) Articles of Association - Establishes Relationship between company and its member.
- J.** 1) a) Name clause b) Object clause c) Subscription clause

## Chapter - 5 Members of a company

- Q.1 A.** 1 - Member, 2 - Register of Members, 3 - Minor, 4 - Application and allotment of shares, 5 - Termination of membership, 6 - receive notice and agenda of a meeting
- B.** a - 2. Cannot be a member, b - 5. Can be a member, c - 1. Transfer of shares by operation of law, d - 3. Cessation of membership, e - 4. To get copies of Auditor's, Directors' Report etc.
- C.** 1 - Termination of membership, 2 - Member, 3 - Register of Members, 4 - Acquisition of membership, 5 - Memorandum of Association
- D.** 1 - True, 2 - True, 3 - True, 4 - False, 5 - True, 6 - True, 7 - True, 8 - False, 9 - True, 10 - False
- E.** 1) Forfeiture of shares.  
2) Application and Allotment of shares.
- F.** 1) Member                      2) Member of a Company.                      3) Director
- G.** 1) Minor - cannot become a member of a company,  
2) Co-operative Society - can become a member of a company.  
3) Partnership Firm - can hold shares in the name of Partners.

## Chapter - 6 Directors and Key Managerial Personnel of a company

- Q.1 A.** 1 - Board of Directors, 2 - An individual, 3 - fifteen, 4 - twenty, 5 - ten, 6 - DIN, 7 - statutory, 8 - Agent, 9 - 5, 10 - Managing Director, 11 - Whole time Director, 12 - Manager, 13 - Listed company, 14 - statutory, 15 - ICSI, 16 - Secretarial Audit Report.
- B.1.** a - 5. Extensive powers of management, b - 6. Substantial powers of management, c - 2. Assists and advises the Board, d - 7. Appointed by promoters, e - 1. Nominated by the Board
- B.2.** a - 7. At least 3 (three) directors, b - 6. At least 2 (two) directors, c - 10. Appointed by the Board, d - 1. Arises due to death of a Director, e - 2. Collective powers
- C.** 1 - Joint stock company, 2 - Chief Financial Officer, 3 - The Board of Directors, 4 - Company Secretary, 5 - Member of ICSI, 6 - The Board of Directors, 7 - Secretarial Audit, 8 - Company Secretary, 9 - Fiduciary, 10 - Secretarial Standards on meetings of the BOD, 11 - Secretarial Standards on General Meeting, 12 - Secretarial Standards on Dividend
- D.** 1 - True, 2 - True, 3 - False, 4 - False, 5 - False, 6 - True, 7 - True, 8 - False, 9 - True, 10 - False, 11 - True, 12 - True, 13 - True, 14 - True
- E.** 1) Promoter                      2) DIN
- F.** 1) Company                      2) Two                      3) Three                      4) One  
5) Promoter                      6) Listed Company                      7) Board                      8) Trustees  
9) Promoters                      10) Secretarial Audit
- G.** 1) Rotational Director - Retire by Rotation,  
2) Appointed in Place of a director who is absent - Alternate Directors,  
3) Women Director - Every Listed company,  
4) Appointed by Promoters - First Directors.

## Chapter - 7 Company Meetings I

- Q.1** A. 1 - notice, 2 - 21, 3 - Chairman, 4 - poll, 5 - an ordinary resolution, 6 - motion, 7 - Chairman, 8 - 15, 9 - Resolution by circulation, 10 - 75%, 11 - a special resolution, 12 - Articles of Association, 13 - 48
- B. a - 2. Casting vote, b - 4. Minimum number of members required for a valid meeting, c - 1. Proposal put before the meeting, d - 7. Record of meeting, e - 9. Intimation stating day, date, time and place of meeting, f - 10. Representative of member
- C. 1 - Chairman, 2 - Voting by poll, 3 - Ordinary Resolution, 4 - Special Resolution, 5 - Secretary, 6 - Chairman
- D. 1 - False, 2 - False, 3 - False, 4 - True
- E. 1) Special Resolution      2) Substantive Motion
- F. 1) Board of Director      2) Notice      3) Quorum.      4) Proxy      5) Motion  
6) Resolution      7) Minutes
- G. 1) Voting by poll - Proxy,  
2) 3/4 or 75% majority - Special Resolution,  
3) Substantive Motion - An amended Motion,  
4) Presides over a Meeting - Chairman.
- J. 1) a) Sending Notice      b) Confirming Quorum      c) Drafting Minutes  
2) a) Motion      b) Voting      c) Resolution

## Chapter - 8 Company Meetings II

- Q.1** A. 1 - notice, 2 - 21, 3 - 15, 4 - Annual General Meeting, 5 - special, 6 - under special circumstances, 7 - Secretary, 8 - Annual General Meeting, 9 - Annual Report, 10 - Fifteen
- B. a - 2. Minimum 4 meetings in a year, b - 4. Auditor's Report, c - 1. once in the year, d - 7. Under special circumstances, e - 6. Prepared after the meeting
- C. 1 - Annual General Meeting, 2 - Extra Ordinary General Meeting, 3 - Annual Report, 4 - Extra Ordinary General Meeting, 5 - Class Meeting
- D. 1 - False, 2 - False, 3 - True, 4 - False, 5 - True, 6 - True, 7 - False, 8 - True
- E. 1) Board Meeting      2) Committee Meeting
- F. 1) Annual General meeting      2) Extra - ordinary General Meeting  
3) Board Meeting      4) Board of Directors.
- G. 1) Interval between two Annual General Meeting - Not more than 15 months,  
2) First Board Meeting - within 30 days of companies Incorporations,  
3) Notice of General Meeting - 21 clear days, 4) Extra ordinary General meeting -  
Alteration in Memorandum of Association.

## Chapter - 9 Business Communication Skills of Secretary

- Q.1** A. 1 - business, 2 - permanent, 3 - Fastest, 4 - Uniform Resource Locator, 5 - Report, 6 - spacing, 7 - Conciseness, 8 - signature
- B. a - 4. Social Media, b - 7. You attitude, c - 1. Hearing and understanding, d - 5. Non-verbal communication, e - 10. Politeness

- C. 1 - Verbal communication, 2 - Website, 3 - Heading, 4 - Minutes, 5 - Heading or Letterhead, 6 - Video conference
- D. 1 - False, 2 - True, 3 - True, 4 - False, 5 - True, 6 - False, 7 - True, 8 - True
- E. 1) Courtesy 2) Spacing 3) Conciseness
- F. 1) Written Communication 2) Layout 3) Inside Address
- G. 1) You Attitude - Consideration,  
2) Conciseness - Minimum words,  
3) Completeness - Complete Information,  
4) Courtesy - Polite language.
- J. 1) a) Heading                  b) Subject                  c) Complimentary close  
2) a) Date                      b) Body of letter        c) Enclosure

### **Chapter - 10 Correspondence with Directors**

- Q.1**
- A. 1 - directors, 2 - agenda, 3 - Board of Directors, 4 - Board, 5 - 12, 6 - 4, 7 - 120
  - B. a - 4. Representatives of shareholders, b - 3. Disqualification of director, c - 2. At least 3 Directors, d - 1. At least 2 Directors, e - 6. 7 days
  - C. 1 - Board of Directors, 2 - Company Secretary, 3 - Board Meeting, 4 - Notice of Board Meeting
  - D. 1 - True, 2 - True, 3 - False, 4 - True, 5 - False, 6 - False
  - E. 1) Board of Directors                  2) Board Meeting                  3) 7 days
  - F. 1) Notice of Board Meeting - Not less than 7 days,  
2) Board Meeting - Meeting of Board of Directors,  
3) Duty of Director - Disclosure of Personal interest

### **Chapter - 11 Correspondence with banks**

- Q.1**
- A. 1-Current, 2-Financial, 3-Board of Directors, 4-Board, 5-Current, 6-Pay-in-slip, 7-Primary, 8 - Fixed, 9 - Savings, 10 - Current, 11 - Fixed
  - B. a - 4. Stop payment, b - 1. Board of Directors, c - 6. Separate Account, d - 2. Higher rate of interest, e - 5. Restriction on withdrawals, f - 3. Used for depositing cash and cheque, g - 7. Current Account
  - C. 1 - Pay-in-slip, 2 - Overdraft, 3 - Cash credit, 4 - Overdraft, 5 - Current Account, 6 - Stop payment request, 7 - Fixed Deposit Account, 8 - Withdrawals Slip, 9 - Bill of exchange
  - D. 1 - True, 2 - True, 3 - True, 4 - False, 5 - False, 6 - False, 7 - True, 8 - True, 9 - False, 10 - False
  - E. 1) Cash Credit                                  2) Fixed Deposit
  - F. 1) Bank    2) Commercial Bank / Bank  
3) Overdraft facility                          4) Current Account Holder
  - G. 1) Overdraft - Current Account,  
2) Primary Function - Accepting Deposits,  
3) International Trade Transaction - Letter of Credit,  
4) Businessman - Current Account

## Chapter - 12 Correspondence with Statutory Authorities

- Q.1**
- A.** 1 - MCA, 2 - New Delhi, 3 - MCA, 4 - ROC, 5 - ROC, 6 - ROC, 7 - Regional Directors, 8 - NCLT, 9 - NCLAT, 10 - Supreme Court, 11 - SEBI, 12 - SEBI
- B.** a - 5. MCA, b - 4. Incorporation of companies, c - 2. Hears appeals against orders of NCLT, d - 1. SEBI, e - 3. NCLT
- C.** 1 - MCA, 2 - MCA, 3 - ROC, 4 - ROC, 5 - NCLT, 6 - NCLAT, 7 - SEBI, 8 - SEBI
- D.** 1 - True, 2 - False, 3 - True, 4 - True, 5 - True, 6 - True, 7 - True, 8 - True, 9 - False
- E.** 1) MCA - Ministry of Corporate Affairs  
2) ROC - Registrar of Companies.  
3) NCLT - National Company Law Tribunal  
4) NCLAT - National Company Law Appellate Tribunal
- F.** 1) Regulator of Securities Market - SEBI  
2) MCA - Administers Companies Act,  
3) NCLAT - Hears appeals against orders of NCLT.



## LIST OF WEBSITES

<a href="http://www.mca.gov.in">www.mca.gov.in</a>	<a href="http://www.icsi.edu">www.icsi.edu</a>
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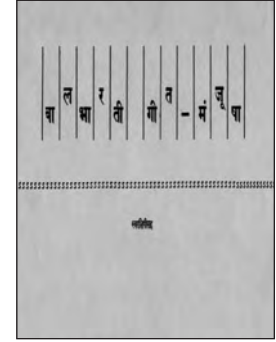
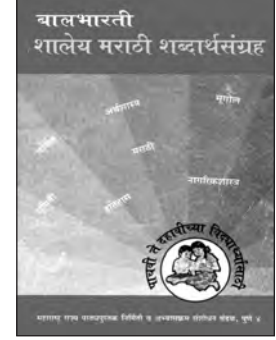
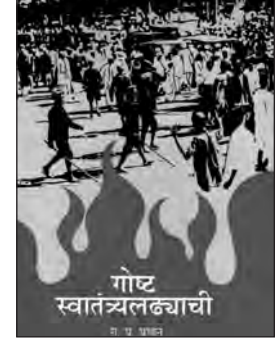
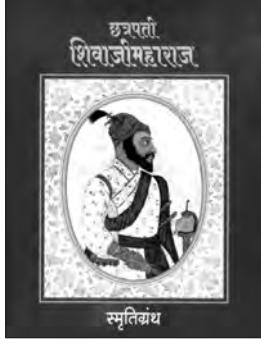
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- Company Law and Practice - Majumdar & Kapoor - Taxmann Publications (p) Ltd - 18<sup>th</sup> edition - July 2013
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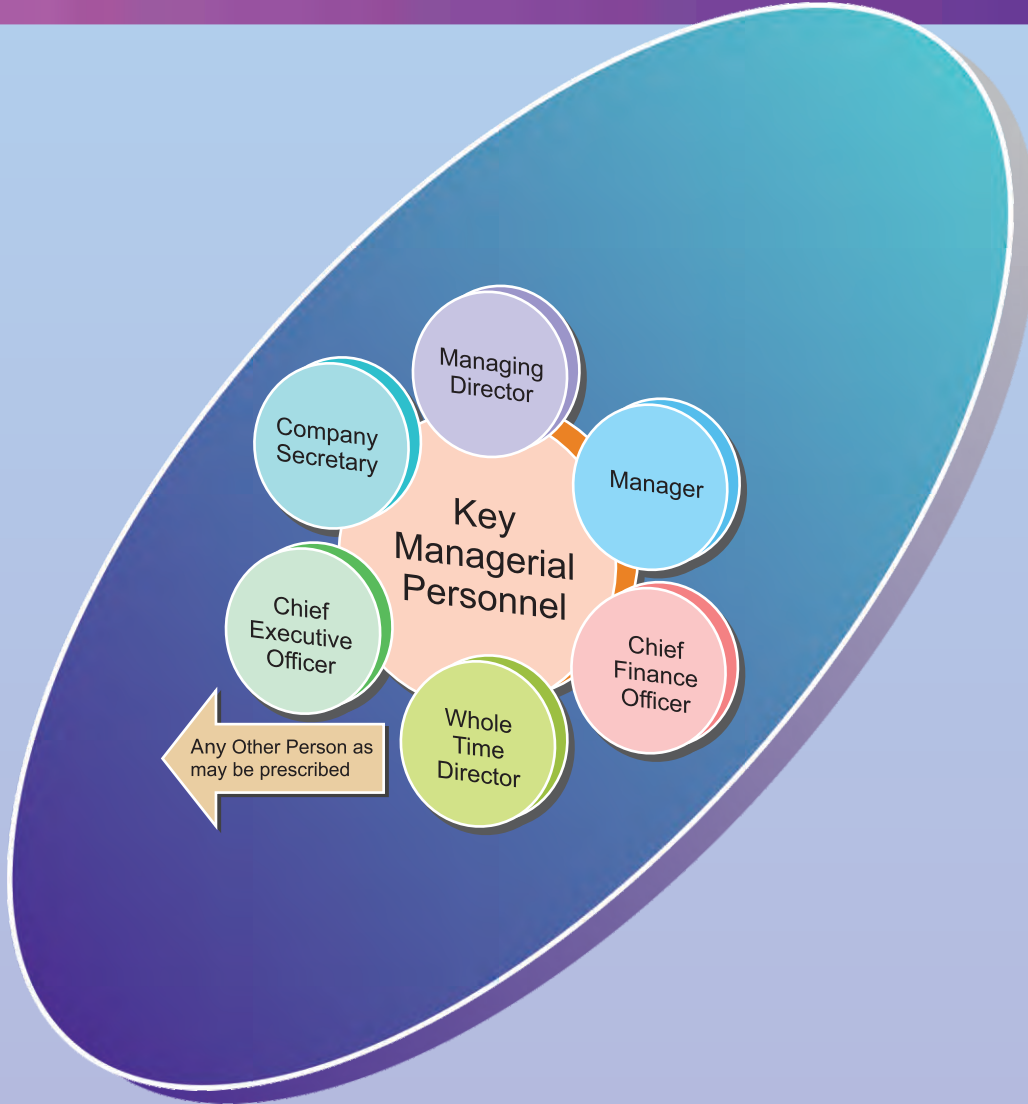
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