

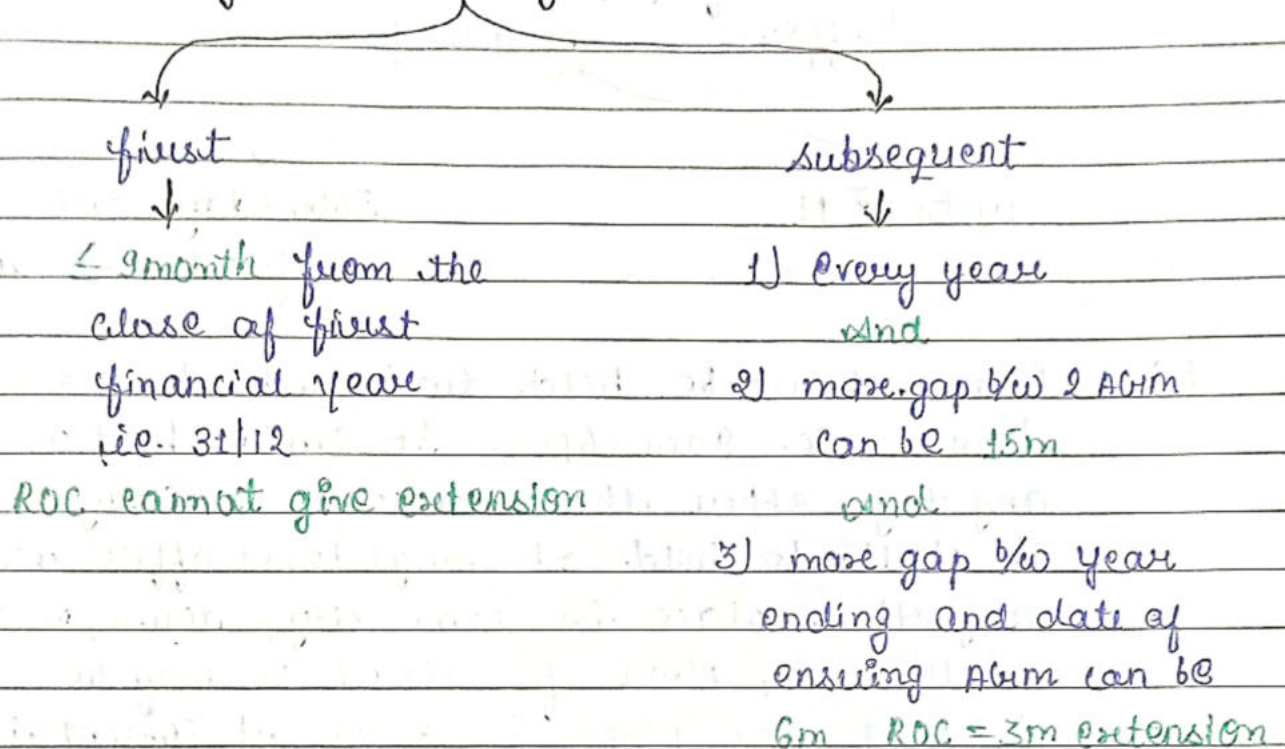
## Chapter-9

(6-12m)

## Management &amp; Administration

Ques-1 Annual general meeting → Section 96-99

Ans.



(ii) As per Section 97 if there is a default in calling AGM, then the tribunal on application by any member of the Co. call AGM & give such direction as the tribunal may think fit.

The directions can also include that one member in person or proxy shall constitute a valid quorum. A general meeting held as above shall be deemed to be AGM of the Co.

(iii) If EGM cannot be held due to reason, the tribunal either suo moto or on application by director or member shall call the EGM and give the direction (from above) Section 98

Date

A general meeting shall be deemed to be AGM of the Co.

(iv) Section 99 - If 96/97/98 = contravened then, Co./ officer = liable for

upto ₹ 11

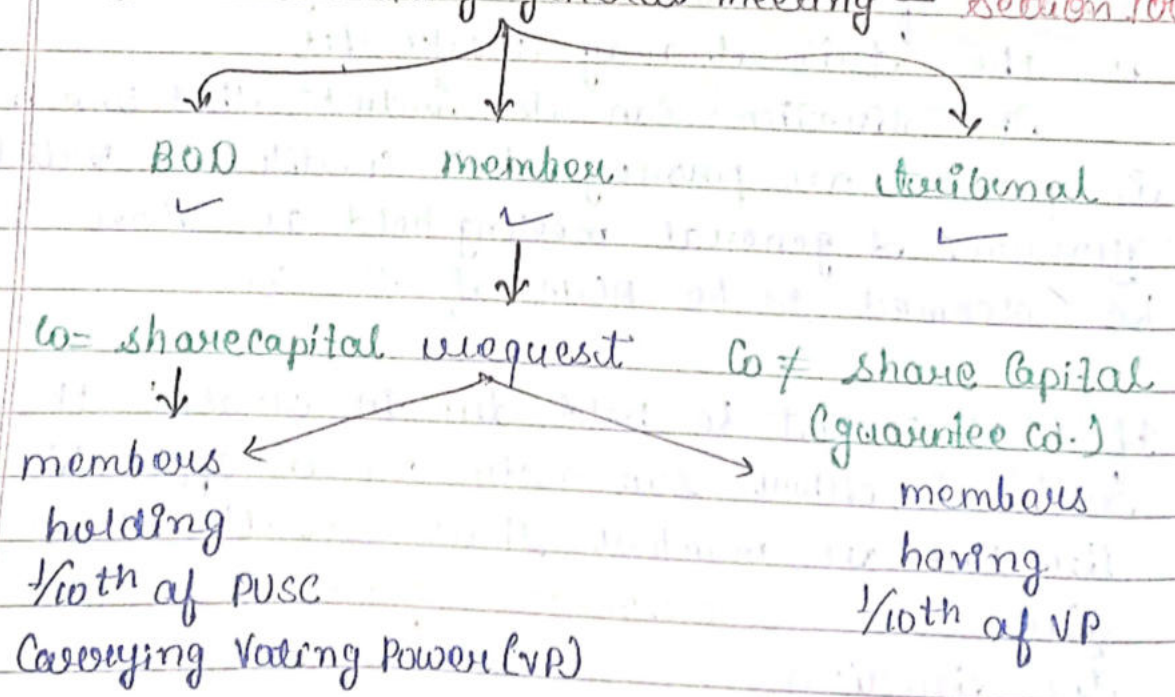
5000/day till default continues

Jan 25 MTP 2

(v) AGM should be held during the business hours i.e. 9am - 6pm. It can be held on any day other than national holiday. It shall be held at registered office or any other place in same city, town, village. However, AGM of unlisted Co. may be held at any place in India if consent is given by all members in writing / electronic mode in advance.

Jan 5 MTP 1

Que-2 Extra-ordinary general meeting - Section 100.



(i) If members → request to the BOD

- Call EGM with 21 days request

- more 45 days

If not call / not held then,

member will themselves hold the meeting within 3 months from the date of request.

(ii) Any reasonable expenses incurred by requisitionists shall be reimbursed to them by the Co & the Co shall deduct the same from the remuneration payable to the directors who defaulted in calling the EGM.

(iv) EGM can be held on any day except national holiday during business hours & anywhere in city of registered office of Co. If it is a wholly owned subsidiary of a company incorporated outside India, then the EGM can be held even outside India.

Ques-3 length of notice - Section 101

Ans- (i) in general meeting shall be called by giving 21 days clear notice.

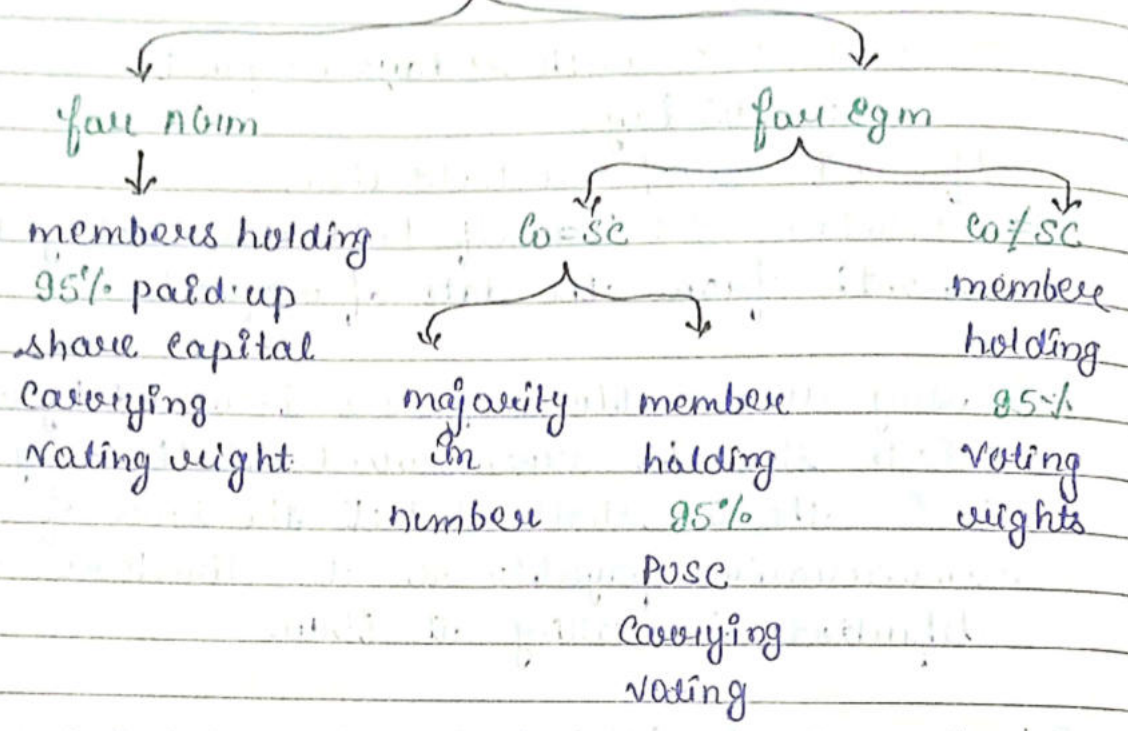
(ii) For calculation of 21 days follow the following

① Date of sending notice + ② 21 days + ③ 2 days of post = date of meeting i.e. 25th day.

(iii) Receipt or non-receipt of notice is immaterial

Date

(iv) Shorter period notice valid if consented by



(v) Notice should be sent to <<MAALIT>> refer sec 36 notes - AOC.

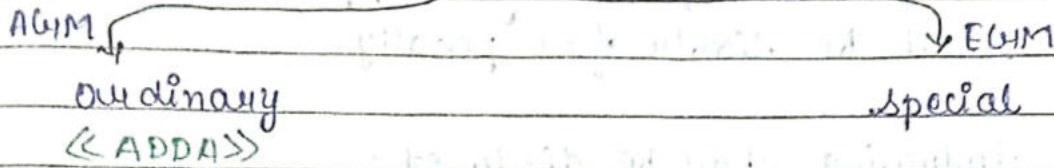
(vi) The notice shall contain the place, date, time of meeting and the business to be transacted i.e. agenda.

(vii) Directors / secretary must be authorized by the boards to send the notice.

(viii) If omission to send notice is willful then notice is invalid meeting is invalid. However, if it is accidental notice is valid, meeting is valid. (always assume it is accidental omission)

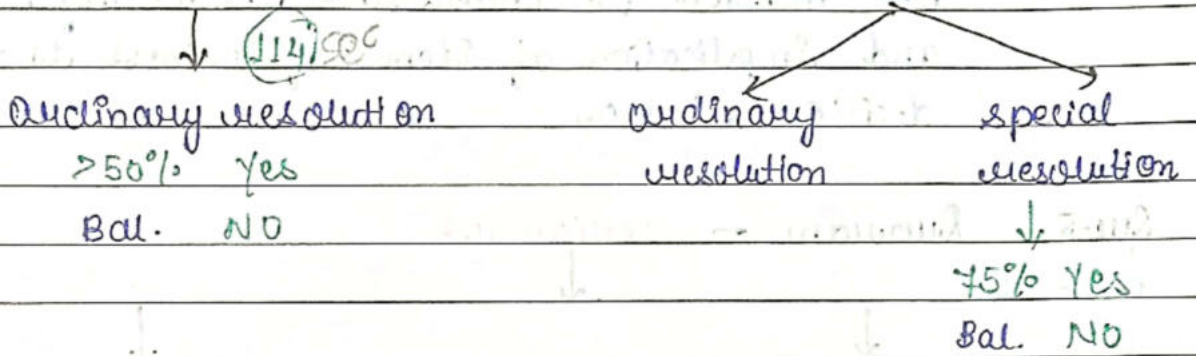
Part 4 & business - section 102

Qns - (i)



- A - Adopting of A/C + AR + BR
- D - Declaration of dividend
- D - Appt. of directors + remuneration
- A - Appt. of auditors + remuneration

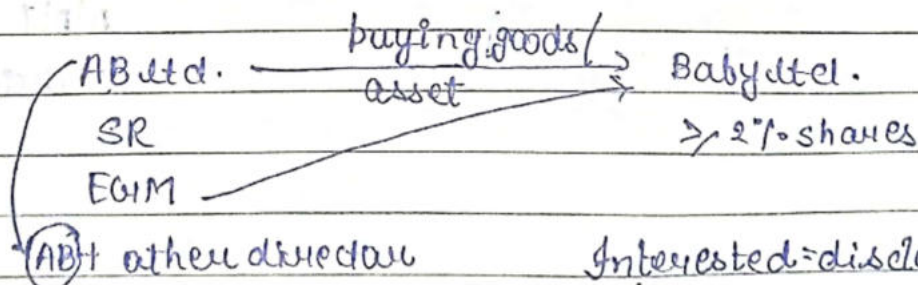
- any business other than ADDA  
→ special business



(ii) If any item of special business is to be transacted at meeting of Co. → Explanatory statement should be attached to the notice

It shall disclose interest of every promoter, director, manager, KMP

In the other company it is more than 2% PUSC or equal to



In case of non-disclosure / insufficient disclosure such directors, managers, promoters, KMP shall be liable for penalty.

Imp - Exam

following shall be disclosed -

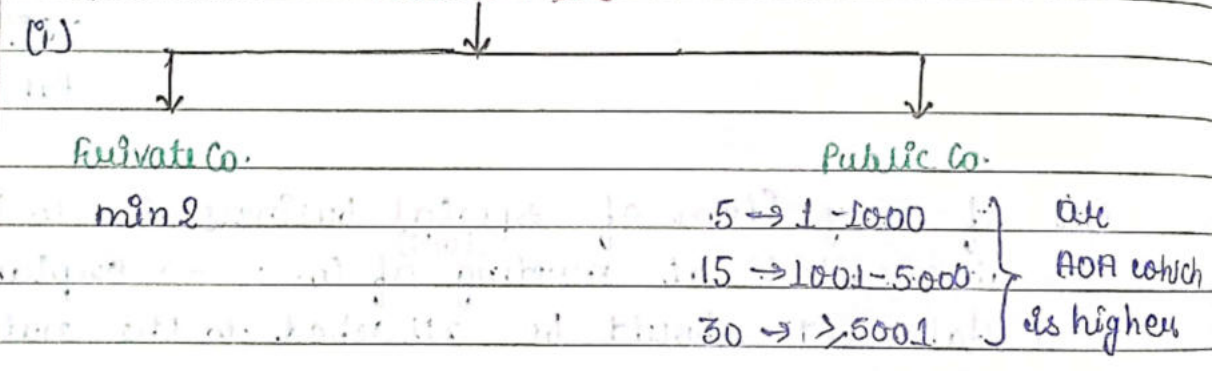
(a) The nature of concern or interest, financial or otherwise of every director, manager, KMP & their relatives.

(b) any other info. & facts that may enable the members to understand the meeting, scope and implication of items of business to take decision thereon.

Que-5

Quorum - Section 103

ans-



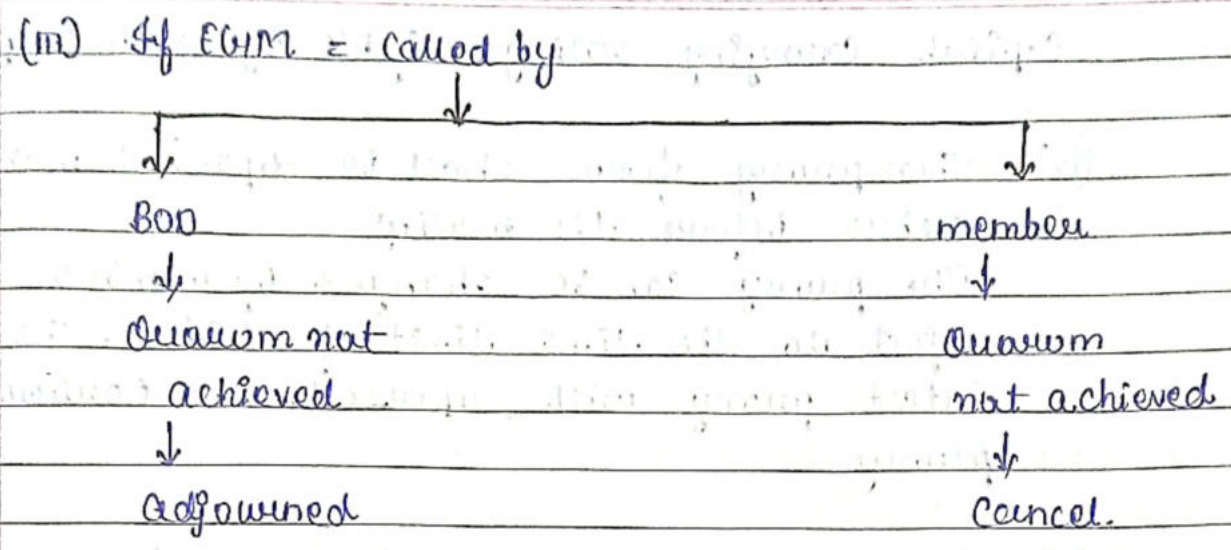
(ii) If within 1/2 half hour, Quorum is not achieved,

↳ meeting → adjourned by 1 week

meeting → adjourned by 1 week

Day place time  
same  
some other

D/PT as BOD may decide.



(iv) Adjourned meeting = 3 days notice  
 at adjourned meeting  
 within 1/2 hrs → Quorum not achieved  
 ↳ member present will be valid quorum

Ques-6 chairman - Section 104

Ans- chairman shall be elected among member themselves by show of hands.  
 However, if a poll is demanded on election of chairman then the person so elected as chairman as a result of poll shall be the chairman for rest of the meeting.

Ques-7 Proxy - Section 105

Ans- (i) Any member can appoint proxy and proxy need not be a member.

(ii) A proxy is not entitled to vote except on poll

(iii) An individual can be appointed as proxy on behalf of maximum 50 persons, subject to the holdday of maximum 10% of total share holding

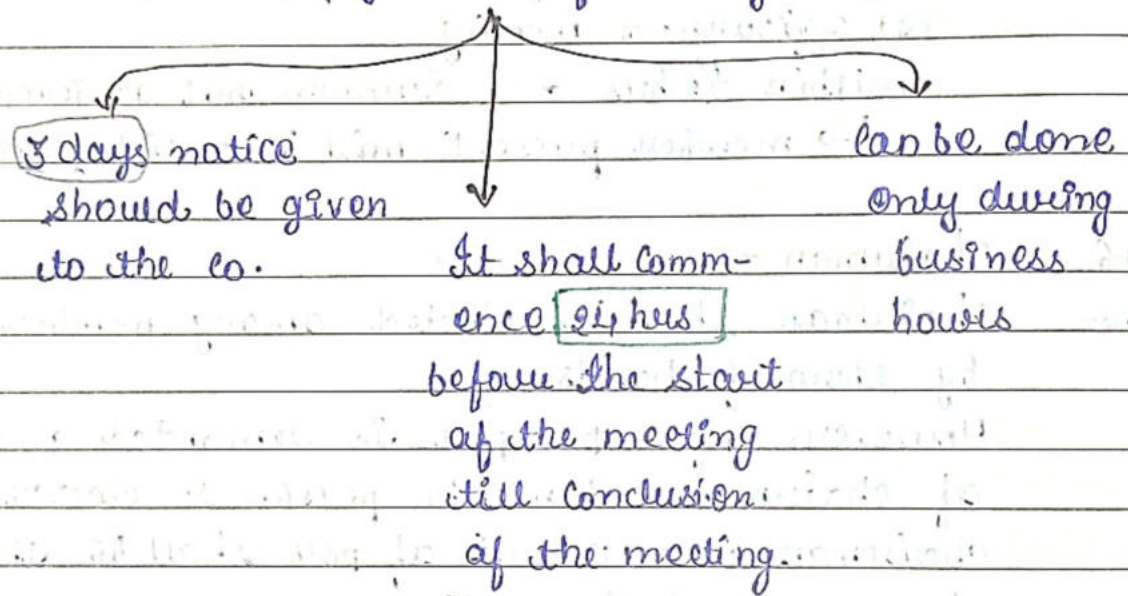
Date 24/05/24

Capital conveying voting rights by such 50 persons

(iv) - Then proxy form shall be deposited more 48 hrs before the meeting.

The proxy can be changed by member subject to the time limit of 48 hrs. The latest proxy will supersede the earlier proxy.

(v) Inspection of proxy can be done by any member subject to following condition:



(vi) Section 112 / Section 113

A body corporate, president of India and governor of state can appoint a person as representative on this behalf to vote at the meeting such representative will be counted for as no. of person he represents.

Ques: Voting - Section 106.

Ans- No company can restrict the voting right of any member except if the calls haven't been paid. There is no other ground for the Co. to restrict voting rights.

Ques: Voting by show of hand - section 107.

Ans- All the resolutions at general meeting shall be decided by show of hands, except when poll is demanded or voting is carried out electronically.

The declaration by chairman of passing the <sup>resolution</sup> or otherwise by show of hands & the entry in minutes books shall be a conclusive evidence of passing such resolution.

Ques: Voting by electronic means - Section 108

Ans- Every listed Co. or Co. having minimum 1000 shareholders shall provide to its member a facility to exercise their right to vote at general meeting by electronic means.

read page - page 153 -> main book.

Ques: Demand for poll - section 109.

Ans- (i) A poll can be ordered either before or after the declaration of the result on the voting by show of hands.

(ii) Poll can be demanded by

Chairman

member

Majority

(iii) The chairman shall order a place poll if a demand is made by

Co = share Capital member + member present in person or by proxy

Co ≠ share Capital member + member present in person or by proxy

holding 1/10th of voting powers on resolution

Aggregate sum of min ₹5L have been paid up

members holding 1/10th of voting power on resolution

(iv) Demand for poll can be withdrawn at any time by the person who made the demand.

(v) A poll for adjournment of the meeting and on election of chairman must be taken immediately and any other question shall be taken within 48 hrs of the making the demand.

Que-12

Resolution by postal ballot — section 110

Ans-

(i) OPC / other companies having members upto 200 are not required to transact any business through postal ballot.

(ii) A co. has a discretion to PASS any resolution by postal ballot except for

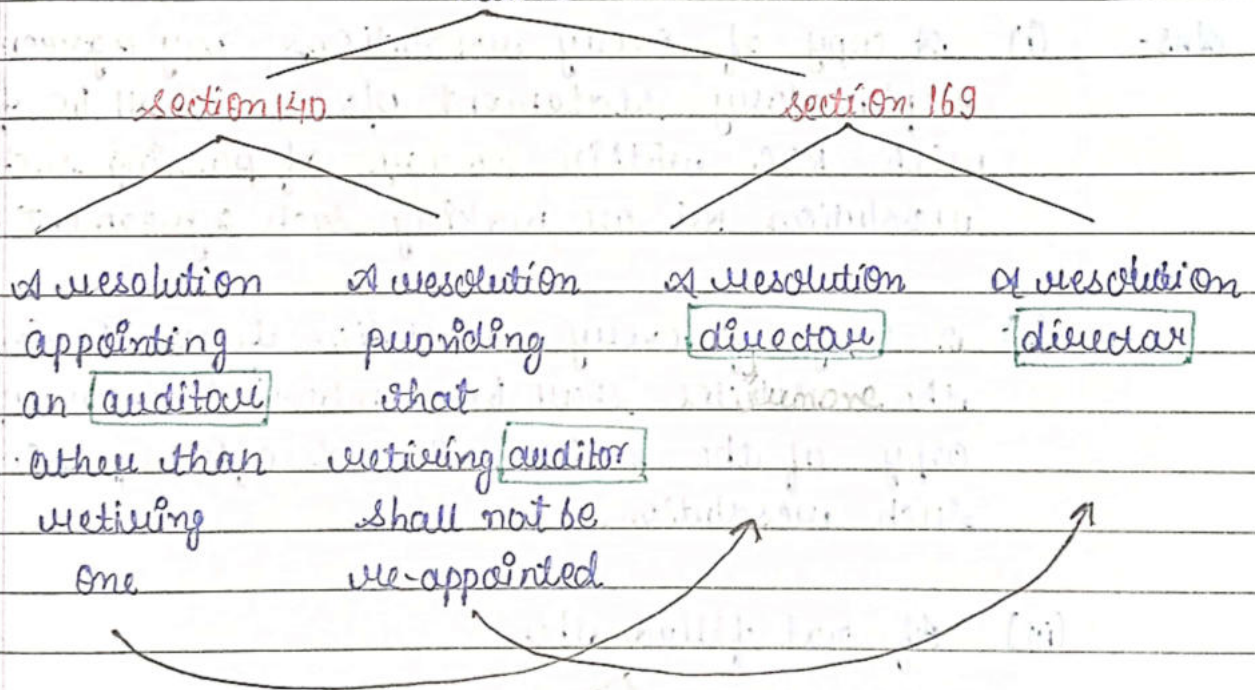
Ordinary business items

any business in respect of which director/auditor have a right to be heard at the meeting.

word: (a) → (i) transactions page 155-156 (mainbook)

Que-13 Resolutions requiring special notice - Section 115

Ans- (i) following are the resolution requiring special notice



(ii) The request for special notice shall be given to Co. by

member holding min 1% of total voting power

Or

member holding shares on which min ₹51 has been paid up.

Date \_\_\_\_\_

(iii) The notice shall be sent by members to the Co. atleast 14 days before the meeting but not earlier than 3 months.

read sec 111 to sec 114 → Page 7-64 (module)

Que-14: Resolutions at adjourned meeting — section 116

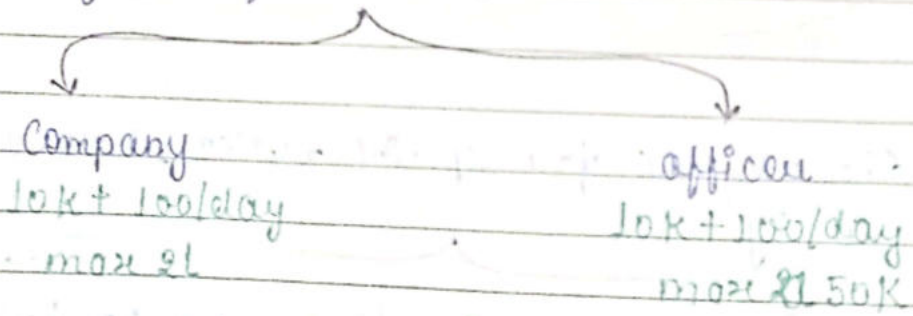
Ans- (i) If a resolution is passed at the adjourned meeting it shall be treated i.e. effective from the date it was actually passed and not on any earlier date.

Que-15: Resolutions and agreements to be filed with ROC — section 117

Ans- (i) A copy of every resolutions, any agreement, explanatory statement u/s 102 shall be filed with ROC within 30 days of passing such resolution or making such agreement

(ii) A copy of every resolution for altering the articles shall be embodied in every copy of the articles issued after passing such resolution.

(iii) If not filled then,



Ques-  
Ans-

minutes

Section 119

- (i) Every company shall maintain a minutes book of all its meetings within 30 days from the conclusion of such meeting.
- (ii) The minutes of each meeting shall contain a fair & correct summary of the proceedings that took place at the concerned meeting.
- (iii) In case of a Board meeting or a meeting of a committee of the board, the minutes shall also contain -
- the names of the directors present at the meeting; and
  - In the case of each resolution passed at the meeting the names of the directors, if any, dissenting from, the resolution.
- (iv) There shall not be included in the minutes, any matter which in the opinion of the chairman of the meeting -
- is or could reasonably be regarded as defamatory of any person or
  - is irrelevant or immaterial to the proceedings; or
  - is detrimental to the interest of the Co.
- (v) The matter to be included or excluded in the minutes of the meetings on the aforesaid ground shall be at the absolute discretion of

the chairman of the meeting.

(vi) If [section 118] contravened

Co = ₹5000

officer = 5000

(vii) If a person is found tampering with minutes of proceedings,



Imp upto 2 years

and

fine ₹5000 - 100,000

(viii) Every page should be initialled by chairman (cm) & last page should be signed by the cm of the meeting company.

Imp

(ix) In case of  $\begin{cases} \text{death} \\ \text{or} \\ \text{inability} \end{cases}$  of <sup>CM</sup> cm to sign.

minutes book, then a director duly authorised by BOD will sign.

Q11-17 Inspection of minutes book - Section 119

Ans- (i) The minutes books should be kept at the registered office of the company and shall be opened for inspection during business hours without any charges. However at least 2 hours in each business day shall be allowed for inspection.

- (ii) Any member can obtain a copy of minutes book within 7 working days of request & on payment of prescribed fees
- (iii) If inspection is refused or a copy isn't furnished within 7 days, the company shall be liable to a penalty of ₹25,000 & officer shall be liable for ₹5000
- (iv) Also the tribunal may order on immediate inspection, or a copy to be sent forthwith.

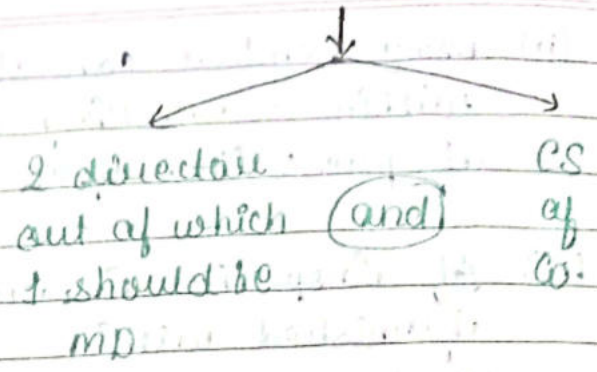
Ques-18 Report on AGM — section 121 (v.v.v. imp)

- Ans-
- (i) Every listed company shall prepare a report on & each AGM including a confirmation that the meeting was convened, held and conducted as per act and rules.
  - (ii) Copy of the report should be filed with ROC in form no. MGT-15 within 30 days of conclusion of AGM along with the prescribed fee.
  - (iii) The report under this section shall be prepared in addition to the minutes of the general meeting.

(iv) Report shall be signed & dated by

chairman  
and  
1 company secretary (CS)

If CM is not there  
↓



(v) If Section 121 contravened.

Company  
1L + 500/day  
max 5L

officer  
25K + 500/day  
max 1L

Que-19

Register of member - Section 88

Ans-

1) Every company shall maintain following registers -

- Register of members holding of each class of equity share & preference share of each members residing in or outside India shall be shown separately in the register)
- Register of debenture holders (DH)
- Register of other security holders (OSH)

2) following are the forms;

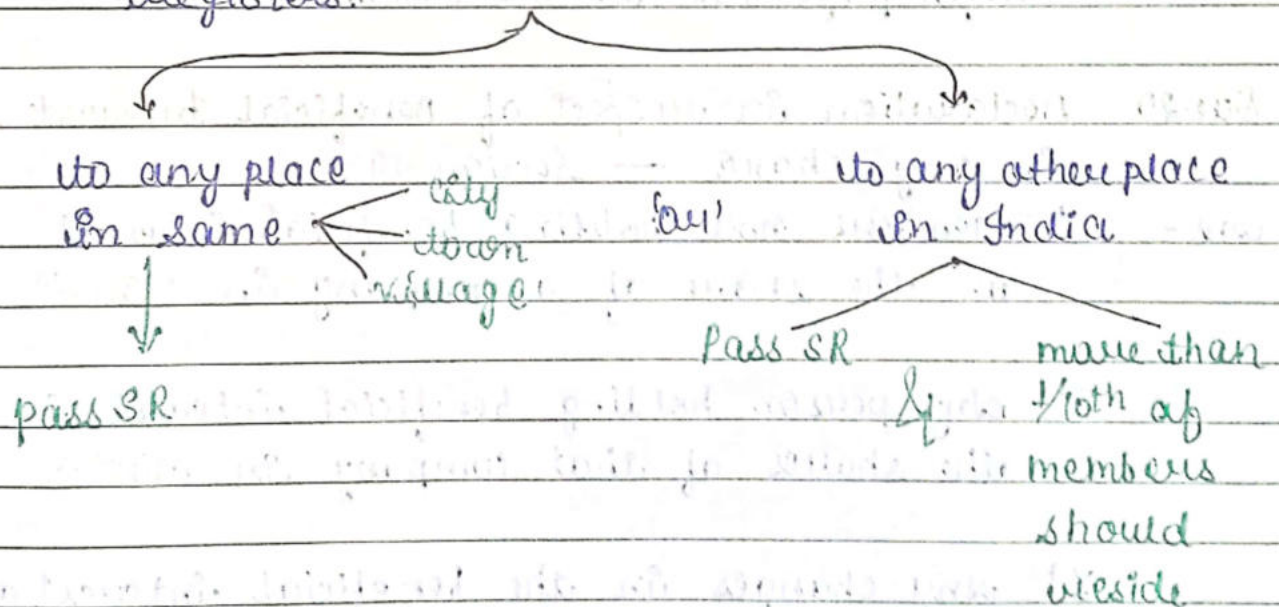
- a) Register of members MBIT-1
- b) Register of debentureholders [any other security holder] MBIT-2
- c) foreign register MBIT-3

3) In case a company not having share capital register shall contain following particulars -

- a) Name of the member, address, email address, Permanent Account No. (PAN) or Corporate Identity No. (CIN)
- b) Date of becoming member
- c) Date of cessation.
- d) Amount of guarantee, if any
- e) any other interest.

4) The entries in register shall be made within 7 days of the approval by the Board or committee to approving allotment or transfer of share or debentures.

5) The registers shall be maintained at the registered office. If company wants to shift registers:



6) maintenance of index is mandatory if minimum 50 members are there in the register of members.

7) A company if authorized by articles can keep a part of the register outside India & constituting the names and particulars of members, debentureholders, security holder, beneficial owners residing outside India. The company shall transmit to the registered office in India a copy of entry in foreign register within 15 days after the entry is made & such register shall be deemed to be part of principle register.

8) If register is not maintained as above then

Co - 300000      officer - 50,000

refer page 7.11 9.11-18.2 (module)

Ques-20

Declaration in respect of beneficial interest in any share — Section 89

Ans-

1) Members not holding beneficial interest in the share of a company in MGT-4

2) Any person holding beneficial interest in the shares of that company in MGT-5

3) Any changes in the beneficial interest of person making declaration

shall file on a declaration of beneficial interest within 30 days. Company shall also file a return with ROC in 30 days in MBIT-6

read page no. 712 (module).

Que-21 closure of register - section 91.

Ans- It means the period during which the co. lawfully refuses to accept the application for transfer of shares or debentures or other securities.

It can be closed for maximum 45 days in a year and 30 days at any one time.

minimum 7 days notice shall be given by the company before closure of such register.

If sec 91 is contravened there is a penalty of ₹5000/day subject to max of ₹100,000

Que-22 Annual return - section 92 (Imp.)

Ans-

(i) Every co. shall prepare annual return in form MBIT-7 and file it with ROC within 60 days from the date of AGM.

However, if AGM is not held it should be filed within 60 days from the day on which AGM should have been held.

(ii) Annual return shall be signed by a director and a company secretary. If CS then a CS in practice

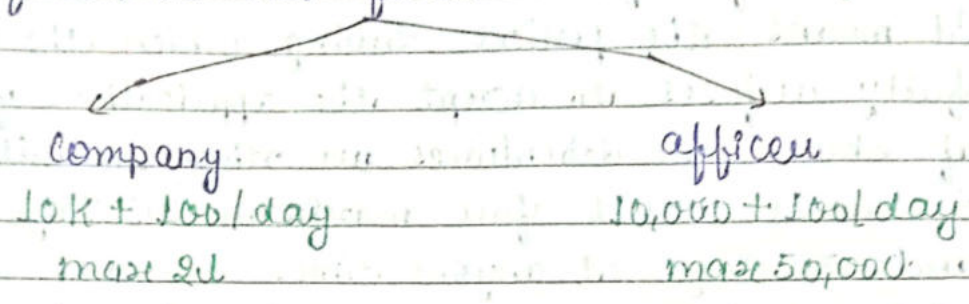
(iii) Every listed co. shall certify the annual return in form MBIT-8 by another company secretary

Date: / /

In practise.

(iv) Copy of annual return shall be placed on the website and the web link of the same shall be given in annual report.

(v) <sup>Imp:</sup> If it is not filed within 60 days then



(vi) If CS in practise certifies the annual return without conformity of the requirement of section 92 then he is liable for 20,000

(vii) All the records and registers shall be preserved for 8 years except register of members in India & foreign register shall be preserved permanently.

refer page no. 724 - signing of annual return  
refer page no. 728 - preservation of register module.

refer module - 2, 3, 7, 9, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100