

## Question 1

*Draft a notice for ABC's Annual General Meeting with four ordinary business.*

### Answer

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of the members of ABC will be held on Monday the 15<sup>th</sup> day of September 2006 at the registered office of the Company ..... at 10 a.m. to present the following business:

### Ordinary Business:

To

1. Receive, consider and adopt the Audited Balance sheet of the company as on 31<sup>st</sup> March, 2006 and the Profit and Loss account for the year ended on that date and Audit's and director's response thereon.
2. To declare dividend for the year ended 31<sup>st</sup> March, 2006
3. To appoint a director in place of Mr.....
4. To appoint Statutory Auditors of the Company.

**NOTE:** A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and proxy need not be a member of the company.

For and on behalf of the Board of Directors.....

Registered Office.....

## Question 2

*Board of Directors of Prakash Traders Private Limited proposes to convene an Extraordinary General Meeting for changing the name of the company to Prakash International Private Limited. Draft the notice for calling the Extraordinary General Meeting of the Members.*

### Answer

### Notice for Extraordinary General Meeting of the Members

Notice is hereby given that extraordinary General Meeting of the members of Prakash Traders Private Limited will be held on Monday, the .....day of 2008, at the registered office of the company at.....Mumbai at.....P.M. to transact the following business.

**Special Business**

To consider and if thought fit, to pass with or without modification the following resolution as special resolution.

“Resolved that, subject to the approval of the Central Government under section 21 of the Companies Act,1956, the name of the company be and is changed from Prakash Traders Private Limited to Prakash International Private Limited and that consequent to this change clause I of the Memorandum and Articles of Association of the company be altered accordingly.

By order of the Board of Directors of Prakash Traders Private Limited.

Secretary.....

Place:.....

Date:.....

**Question 3**

*MNP Limited was incorporated in September, 2010. Now the company wants to hold its first meeting of the Board of Directors. Draft a notice of the said meeting along with agenda.*

**Answer**

**Notice of the First Meeting of the Board of Directors**

**MNP Limited**

To,

Date

(Director)

Dear Sir/Madam,

This is to inform you that the first meeting of the Board of Directors will be held at the Registered Office of the company on 15<sup>th</sup> September, 2010 at 3 p.m. to transact the business as per the enclosed agenda.

You are requested to please attend the meeting.

Yours faithfully,

Secretary

For and on behalf of the

Board of Directors

Place : .....

Date .....

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### Agenda:

- (i) Election of the Chairman of the Meeting.
- (ii) To produce the Certificate of Incorporation, the Memorandum and the Articles of Association.
- (iii) Election of the Chairman of the Company.
- (iv) Appointment of Managing Director.
- (v) Appointment of Secretary.
- (vi) Appointment of Auditors.
- (vii) Appointment of Bankers and approval of the opening of a Bank Account and its operation.
- (viii) Adoption of the company's seal.
- (ix) Approval of the statement of preliminary expenses by the promoters and adoption of the preliminary contracts and underwriting contracts.
- (x) Any other business with the permission of the chairman.

### **Question 4**

*Fifth Annual General Meeting of the shareholders of Devrishi Limited was held on 20 August, 2009 at its registered office at Mumbai. 55 shareholders attended the meeting in person and 6 shareholders in proxy. Several ordinary businesses regarding adoption of audited balance sheet, declaration of dividend, appointment and re-appointment of directors and auditors were transacted at the meeting. Draft the minutes of the fifth Annual General Meeting of the shareholders of Devrishi Limited.*

### **Answer**

#### **Minutes of the 5th Annual General Meeting**

Fifth Annual General Meeting held at

Place: 25th Devrishi Apartment, Andheri East, Mumbai

Date: 20<sup>th</sup> August, 2009

Time: At 11 A. M.

Present

1. Shri Devrishi M. D. in the chair
2. Shri X Director.
3. Shri Y Director.
4. Shri Z Director.
5. Shri T Director.

- 6. Shri R Director.
- 7. Shri Alok, representative of Alok and Co. Chartered Accountants.
- 8. Shri S., Secretary of the company.

55 shareholders attended the meeting in person and 6 shareholders in proxy.

- 1. **Notice:** The notice convening the meeting was read by the Secretary of the company.
- 2. **Directors' Report and Accounts:** With the consent of the members present, the Director's Report and Accounts having already been circulated to the members were taken as read.
- 3. **Auditors' Report:** The Auditors' Report was read
- 4. **Adoption of Directors' Report, etc.:**

The Chairman then invited queries from the members present on Directors' report, Accounts and Auditors' and auditor's Report, but there was no query. Thereafter, the Chairman proposed the following resolution which was seconded by some of the members namely.....

"Resolved that the Directors' Report, audited Balance Sheet as on 31st March, 2009 and Profit and Loss Account for the year ended 31st March, 2009 and Auditors' Report thereon be and the same are hereby received, considered and adopted."

Carried unanimously.

- 5. **Dividend:**

Proposed by Shri Devrishi M.D

Seconded by Shri X and Y Directors

"Resolved that the Dividend as recommended by the Board of Directors for the year ended 31st March, 2009 at the rate of Rs. 5/- per share on the equity share capital of the company, subject to deduction of tax at source be and is hereby declared for payment to those shareholders whose names appeared on the Register of Members as on ..... 2009."

Carried unanimously

- 6. **Directors:**

Proposed by .....

Seconded by .....

"Resolved that Shri Y who retires by rotation and is eligible for re-appointment to and is hereby re-appointed a director of the company."

Carried unanimously.

7. **Auditors:**

Proposed by X Director of the Company.

Seconded by A, B Shareholders of the Company.

“Resolved that M/s Alok and Company Chartered Accountants, be and are hereby appointed Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration of Rs. 50,000/-”

Carried unanimously.

The meeting closed with a vote of thanks to the Chair.

Dated: 2<sup>nd</sup> September, 2009

Sd/-  
Chairman

**Question 5**

*The statutory meeting of PQR Limited was held on 20th January, 2010 at its registered office at Kolkata. As a secretary of the company, draft the minutes of the statutory meeting of the shareholders of the company.*

**Answer**

**Minutes of the Statutory Meeting**

Minutes of the proceeding of the statutory meeting of PQR Limited held on 20<sup>th</sup> January 2010 at 11.00 a.m. at the Registered Office of the company at Bada bazaar Kolkata.

Mr. A            Chairman  
Mr. B            Director  
Mr. C            Director  
Mr. C            Director  
Mr. D            Secretary

and 120 members and 30 proxies.

The secretary read the notice convening the meeting.

The Chairman welcomed the members and reviewed the activities of the company since its incorporation.

The chairman informed the members that a list of members of the company has been placed on the table for the inspection of members.

With the permission of the members, the chairman took as read the Statutory Report. It was moved that the Statutory Report sent to the members with the notice of the meeting be approved. Accordingly, it was resolved that the Statutory Report be and is hereby approved.

All the pre-incorporation and provisional contracts were approved by the members of the company.

The meeting was ended with a vote of thanks by the members and chairman declared the meeting closed.

Date Secretary Chairman

**Question 6**

*Third Annual General Meeting of ABC Limited was held on 28th September, 2007. Several business was transacted at the meeting including the adoption of annual accounts for the year ended 31st March, 2007. The meeting was attended by 30 members in person and 5 members in proxy. Draft the minutes of the Annual General meeting indicating how shall the adoption of accounts being one of the business transacted at the meeting, be recorded.*

**Answer**

Minutes of 3rd Annual General Meeting of the shareholders of ABC Ltd held at ..... p.m. on 28th September, 2007.

**Present**

- 1. 30 members in proxy.
- 2. .... Director
- 3. ....Chartered Accountant
- 4. ....Secretary.

Mr. ...., Chairman took the chair, in accordance with articles of the company. The quorum being present, chairman called the meeting to order. The notice convening the meeting was read by the Secretary. The auditors report was read by the Secretary.

**Adoption of Accounts**

The Chairman then invited queries from the members present on Directors report, accounts and auditor and auditors, report, but there was no query. Thereafter, the Chairmen proposed the following resolution which was recoded by .....

“Resolved that the Directors' Report audited balance sheet as on 31st March, 2007 and profit and loss account for the year ended 31st March, 2007 and auditors report thereon be the same are hereby received, considered and adopted.

Carried unanimously\_\_\_\_\_

The meeting conducted ended with a vote of thanks to the Chair.

Sd/-

Dated .....2007

Chairman

**Question 7**

*ABC Ltd. wants to hold its Annual General Meeting on 15<sup>th</sup> December, 2008 to discuss the matters relating to ordinary business. Draft a notice along with notes in brief for calling annual general meeting of its shareholders.*

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### Answer

Draft of notice for calling annual general meeting:

### Notice

Notice is hereby given that the 3<sup>rd</sup> annual general meeting of the ABC Ltd. will be held on Friday, the 15<sup>th</sup> of December, 2008, at the registered office of the company at 123, tower complex, Lucknow Distt. Lucknow (U.P.) at 11.00 a.m. to transact the following ordinary business:

1. To receive, consider and adopt the audited balance sheet of the company as on 31<sup>st</sup> march 2008 and the profit and loss account for the year ended on the date auditor's and director's reports there on.
2. To declare dividend for the year ending 31<sup>st</sup> March 2008.
3. To appoint a director in place of Mr. A.V. Kamath, Who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a director in place of Mr. J.K. Smith, Who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint statutory auditors of the company and fix their remuneration.

Regd. Office

For and on behalf of Board of Directors.

123, Tower complex

Distt. Lucknow (U.P.)

Sd/-

Dated: Oct. 15, 2008

Chairman of the meeting

### Notes:

- A members entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company.
- The register of members and the shares transfer banks of the company will remain closed from 7<sup>th</sup> day of December 2008 to 15<sup>th</sup> day of December 2008, both days inclusive.
- Members are requested to notify immediately change of address, if any, to the company's registered office. While communicating to the company, please quote folio number.
- Shareholders desirous of answering any information concerning the accounts the accounts and operations of the company are requested to address their questions to the company's head office, so as to reach at least 5 day before the date of the meeting so that information may be made available at the meeting to the best extent possible.

**Question 8**

*Draft a notice for calling the Board of Directors meeting of M/s. MN Limited where Mr. RS is co-opted as an Additional Director and also to consider buy-back of company's equity shares to an extent of 10%, of issued share capital.*

OR

*Draft a notice for calling the meeting of the Board of Directors of a company. In this meeting, following transactions have to be proposed:-*

- (i) Mr. X to be co-opted as an Additional Director*
- (ii) Decision to be taken to buy-back company's equity shares*

**Answer**

**Notice: Meeting of Board of Directors:**

**Notice**

Notice is hereby given that meeting of the Board of Directors of the company will be held at the registered office on.....at.....a.m./p.m. to transact the following:

**Agenda**

1. Confirmation of the minutes of the previous Board Meeting held on.....to.....
2. Discussion of the progress in business.
3. Co-option of Mr. RS/ X as an Additional Director of the company.
4. Buy back of 10% of the equity shares of the company.
5. Any other matter with the permission of the chair.

Place:.....

By Order of the Board of Directors

Date:.....

**Question 9**

*As a Secretary of AB forgings Ltd., draft a notice of a Board of Directors meeting to consider any five items as agenda of the meeting, to be held on November 15, 2008 at the registered office of the Company at Mysore.*

**Answer**

**Notice of a Board Meeting**

AB forgings Limited,

Ph. No-

Fax -

Saiyaji Road

Mysore – 32



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Ref. No.

October 10, 2008

Dear sir/ Madam

This is to inform you that a meeting of the board of director will be held on November 15, 2008 at the registered office of the company, 281 Saiyaji Road, Mysore- 32 at 11. 30 AM to consider the following:

1. To approve the minutes of the last meeting.
2. To consider matters arising out of the minutes.
3. To consider and pass the statement of accounts for payment.
4. To approve transfer of shares.
5. To sanction an interim dividend @ 10% (tax free) on the equity shares of Rs 10/- each. Rs 8/- per shares paid up.
6. To consider any other matter with the permission of the chair and.
7. To fix the date and time of the next meeting.

To .....

Yours faithfully

(Ajay Garg)

### Question 10

*TKR Limited wants to hold its statutory meeting on 20 December, 2009 to discuss the matters relating to information of the company and incidental matters thereto. Draft a notice alongwith notes in brief for calling statutory meeting of the company.*

**Answer**

#### Notice of Statutory Meeting

TKR Limited

Registered Office:.....

Notice is hereby given that the statutory meeting of the company will be held at the registered office of the company at-----on-----20-----at A.M./P.M. for considering the statutory report and for considering any other business which ought to be considered at the that meeting.

Please find enclosed a copy of the statutory report.

Date:

By order of the Board

Place:

For TKR Ltd.

Sd/-

Company Secretary

**Note:**

A member entitled to attend and vote at the meeting is entitled one or more proxies to attend and vote instead of himself and a proxy need not be a member. The instrument, appointing a proxy should be deposited at the registered office of the company not less than 48 hours of the commencement of the meeting.

**Question 11**

*Draft a circular for employees insisting on punctuality.*

**Answer**

**Jaipee Electronics Ltd.  
Civil Lines, Kanpur.**

Circular No:

Date.....

To all employees

Recent surprise checks have revealed that there is considerable late coming and in some cases, even the standard instructions for ensuring punctual attendance are not followed. All employees are requested to strictly adhere to the arrival, departure and lunch timing of the office. Tendency to move around in the corridors and canteen would also be viewed seriously.

Cooperation of all employees is solicited.

Sd/-  
J.P.Dutta  
Manager – H.R

**Question 12**

*Write Short notes on:*

- (a) *Guidelines for drafting a Pres Release*
- (b) *The Press Communiqué*
- (c) *The Press Notes*

**Answer**

- (a) **Guidelines for drafting a Press Release:** The term press release in its narrower sense is used for releases covering news. The press release contains worthwhile material which has some news value.

The press release should be written in a journalistic style. It should provide facts or information of interest to the readers and should attempt to cover all aspects of a specific subject. There should not be any loose ends. It should be on a subject which is recent or in news. The release should not be generally lengthy. It should be concise and to the point. It has not much place for subsidiary or background material.

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The introduction or lead should be in a summary format as it is a news story.

The releases should have a consistent format. Generally, the name of the organization from where the release emanates is given on the top. The date and place are indicated on the top right side. The release should have a title and a sub-title also, if necessary. It should have a suitable introductory paragraph. In the case of releases from non-official organization, it is desirable also to mention the designation of the person issuing the release and his telephone number.

- (b) **The Press Communiqué:** The press communiqués are issued when some important government decisions or announcements are made such as cabinet appointments, conclusion of the foreign dignitaries' visits, international agreement, etc. The press communiqué is formal in character. It carries the name of the ministry or department and the place the date at the bottom left-hand corner of the release. Generally, the press is expected to reproduce the press communiqué without any substantial change. No heading or subheading is given on press communiqués.
- (c) ***The Press Note:*** *The press notes are less formal in character. They are issued on important matters, e.g. raising or lowering of tariff rates etc. The press note also carries the name of the ministry or department concerned and the place and date at the bottom left-hand corner. Heading or sub-heading are given in the press notes.*

### Exercise

1. *Define the term press release.*

**Answer:** The term press release in its narrower sense is used for releases covering news. The press release contains worthwhile material which has some news value. It is not only unnecessary expenditure but also damages the reputation of the concerned publicity / information department if the release is on a very trivial matter.

2. *Explain press notes.*

**Answer:** Press notes are less formal in character. They are issued on important matters, e.g., raising or lowering of tariff rates, etc. The press note also carries the name of the ministry/department and the place and date at the bottom left-hand corner. Heading or sub-heading are given in press notes.