

MEETINGS OF BOARD AND ITS COMMITTEES

Q1. STAR GEN LTD. HELD A MEETING OF ITS BOARD OF DIRECTORS ON 31ST OCT, 2010 AT ITS REGISTERED OFFICE. THOUGH THE COMPANY HAS 12 DIRECTORS ON ITS BOARD, ONLY 5 DIRECTORS WERE PRESENT AT THE COMMENCEMENT OF MEETING. THEREAFTER, EVEN WHILE THE MEETING WAS IN PROGRESS, 2 MORE DIRECTORS LEFT THE MEETING AND REMAINING DIRECTORS CARRIED ON THE PROCEEDINGS OF THE MEETING. DISCUSS THE VALIDITY OF DECISIONS, IF ANY, TAKEN BY THE REMAINING THREE DIRECTORS.

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

Q2. OUT OF 9 DIRECTORS IN ROOFTOP LTD. 5 ARE INDIAN NATIONALS, 3 ARE FOREIGN RESIDENTS AND ONE IS THE PERSON OF INDIAN ORIGIN. THE ARTICLES OF THE COMPANY STIPULATE THAT QUORUM FOR BOARD MEETING SHALL BE 5 DIRECTORS OF WHICH AT LEAST ONE DIRECTOR SHALL BE A FOREIGN RESIDENT. REFERRING TO THE PROVISIONS OF THE COMPANIES ACT, 2013, EXAMINE THE VALIDITY OF THE ABOVE PROVISIONS IN THE ARTICLES.

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

Q.3. THE BOARD OF DIRECTORS OF A COMPANY MET THRICE IN THE YEAR 2015 AND THE FOURTH MEETING WAS NOT HELD FOR THE WANT OF QUORUM. AS A CS, EXAMINE THE PROVISIONS OF THE COMPANIES ACT, 2013 AND DECIDE WITH REASONS WHETHER THE COMPANY HAS COMPLIED WITH THE REQUIREMENTS OF MEETINGS TO BE HELD IN A CALENDER YEAR OR VIOLATED THE REQUIREMENTS THEREOF?

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

Q4. BOARD OF DIRECTORS OF ASH LTD. HAVING ITS REGISTERED OFFICE AT NEW DELHI DECIDE TO HOLD ITS NEXT MEETING AT NEW YORK, USA SINCE ALL THE DIRECTORS OF THE COMPANY ARE GOING TO ATTEND A SALES EXHIBITION TO BE HELD AT NEW YORK. EXAMINING THE PROVISIONS OF THE COMPANIES ACT, 2013, ADVISE THE BOARD ABOUT THE VALIDITY OF ITS DECISION TO HOLD THE BOARD MEETING AT NEW YORK.

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

Q5. A MEETING OF THE BOARD OF DIRECTORS WAS SCHEDULED TO TAKE PLACE AT THE FACTORY PREMISES OF A COMPANY AND NOT AT THE REGISTERED OFFICE. AT THE SCHEDULED DATE AND TIME, THE REQUIRED QUORUM WAS NOT PRESENT. THE CHAIRMAN OF THE MEETING ANNOUNCED THAT THE MEETING IS DISSOLVED.

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

Q6. AS A CS OF JOY LTD. WHAT STEP WOULD YOU TAKE IN CASE THE SCHEDULED BOARD MEETING COULD NOT COMPLETE THE AGENDA STATED THEREAT. THE ITEMS OF BUSINESS LEFT AND UNTRANSACTED ARE OF EXTREME IMPORTANCE FOR THE COMPANY'S GROWTH AND THE SAME CANNOT BE DEFERRED UNTIL THE NEXT BOARD MEETING BECAUSE OF URGENCY. ADVISE THE BOARD ABOUT THE STEPS TO BE TAKEN TO GET THE UN-TRANSACTED ITEMS PASSED.

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

Q7. ARTICLES OF REALTY LTD. PROVIDES THAT DIRECTORS PARTICIPATING THROUGH AUDIO-VISUAL MEANS IN ITS BOARD MEETINGS SHALL ALWAYS BE COUNTED FOR QUORUM. EXAMINE THE VALIDITY OF THIS PROVISION WITH REFERENCE TO THE COMPANIES ACT, 2013.

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

Q 8. A BOARD MEETING OF A PUBLIC LISTED COMPANY WAS CALLED AT SHORTER NOTICE TO TRANSACT AN URGENT BUSINESS. NONE OF THE INDEPENDENT DIRECTORS COULD ATTEND THE MEETING. EXAMINE THE VALIDITY OF RESOLUTIONS PASSED AT THE MEETING REFERRING TO THE PROVISIONS OF THE COMPANIES ACT, 2013.

ANS: APPLICABLE PROVISIONS →

FACTS →

CONCLUSION →

* **IMPORTANT TOPICS**

- ① FREQUENCY OF BOARD MEETINGS
- ② NOTICE OF BOARD MEETINGS
- ③ QUORUM FOR BOARD MEETINGS
- ④ RESOLUTION BY CIRCULATION
- ⑤ CHAIRMAN OF BOARD MEETING
- ⑥ MINUTES OF MEETING

J.K. SHAH[®]
CLASSES