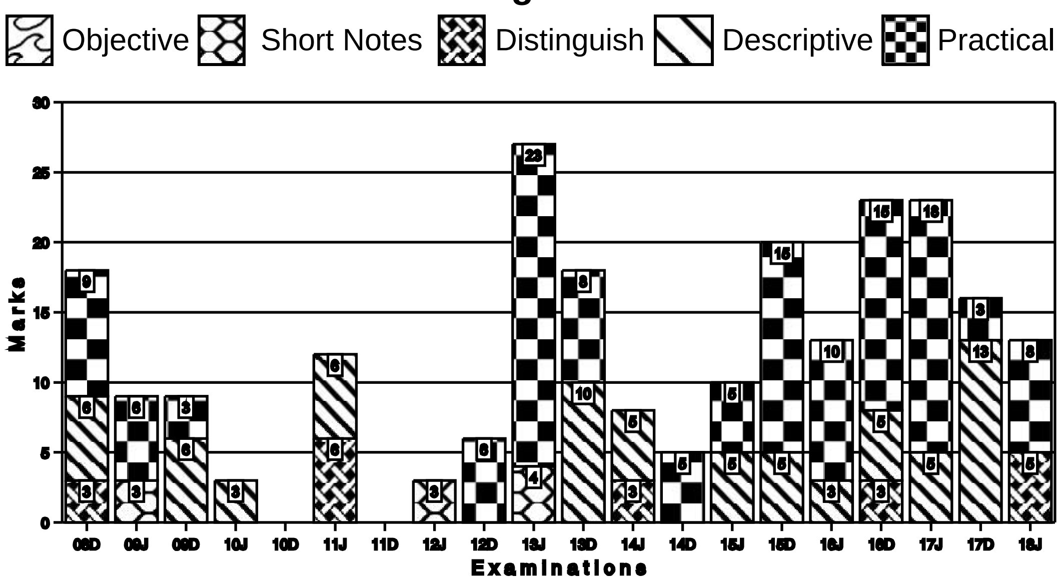
1 SHARE CAPITAL

THIS CHAPTER INCLUDES

- Meaning of Shares and Share Capital
- Issue of Shares for Cash — At Par, At Premium.
- Application supported by blocked amount (ASBA)
- Issue of Share on conversion and for consideration other than cash
- Accounting for Forfeiture and Re-issue of Shares
- Accounting for Buyback of Shares
- Redemption and Conversion of Preference Shares
- Rights Issue
- Bonus Shares
- ESOPs, ESPS, Sweat Equity Shares
- Alteration of Share Capital
- Underwriting of Shares

Marks of Objective, Short Notes, Distinguish Between, Descriptive & Practical Questions

Legend



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CHAPTER AT A GLANCE

Topic	Important Highlight
1. Share capital	Share capital of a company can be classified as: (a) nominal, authorized or registered capital; (b) issued and subscribed capital; (c) called up and uncalled capital;
2. Share	A share is defined as a share in the share capital of a company, including stock except where a distinction between stock and shares is expressed or implied.
3. Two classes of shares	The **Companies Act, 2013** permits a company limited by shares to issue two classes of shares, namely equity share capital and preference share capital.
4. Preference share	A preference share or preference share capital is that part of share capital which carries a preferential right with respect to both dividend and capital.
5. Types of preference shares	Preference shares may be of various types, namely participating and non- participating, cumulative and non-cumulative shares, redeemable and irredeemable preference shares.
6. Equity share capital	Equity share capital means all share capital which is not preference share capital.
7. Sweat equity shares	Means equity shares issued by a company to its employees or directors at a discount or for consideration, other than cash for providing know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.

	• Issue of sweat equity shares to be authorized by special resolution at a general meeting. • The special resolution authorizing sweat equity shares is not valid if the allotment is made after 12 months of passing the resolution. i.e the validity of special resolution is 12 months. • The price of sweat equity shares is to be determined by a registered valuer. • The company shall maintain a Register of Sweat Equity Shares in **Form No. SH 3.** • Issue of sweat equity shares to employees and directors at a discount **under section 54** is outside the scope of **Section 53.**
8. Rights issue	Rights issue is an issue of capital to be offered to the existing shareholders of the company through a letter of offer. • Listed companies to inform concerned stock exchanges • Company to give notice to equity shareholder giving him 15-30 days to decide • Company can issue shares to other than existing share holder for cash or other than cash if a special resolution is obtained • Price to be determined by the registered valuer's report • The provisions of **Section 62** are applicable to all type of companies
9. Bonus share	When a company is prosperous and accumulates large distributable profits, it converts these accumulated profits into capital and divides the capital among the existing members in proportion to their entitlements. Members do not have to pay any amount for such shares. A company may, if its Articles provide, capitalize its profits by issuing fully-paid bonus shares

	• Authorised by articles • Authorised on recommendation of the board in general meeting • No default in payment of interest or principle in respect of debt securities and fixed deposits and in respect of payment to employees • Partly paid up shares to be made fully paid up on allotment • Listed companies to follow SEBI regulations • Once announced by the board about bonus issue no company shall withdraw the same.
10. Issue of shares at premium [Section 52]	• Share premium to be transferred to share premium account. • Utilisation of share premium account should be as prescribed in **Section 52.**
11. Issue of shares at discount [Section 53]	• Issue of shares at discount is prohibited except by issue of sweat equity shares. • Any share issued by the company at a discounted price shall be void.
12. Issue of shares with differential voting rights [Section 43(a) (ii)]	• Articles to authorise the issue • Ordinary resolution to be passed and if shares are listed then approval through postal ballot. • Not to exceed **26%** of total post issue paid up equity capital including shares with differential voting rights at any point of time • The company not to be penalised under specified legislature in last 3 years • No default in filing financial statements in the last 3 years. • No default in payment of dividend.

13. Issue / redemption of preference shares [Section 55]	• Issue to be authorised by special resolution • Explanatory statement to be annexed to the notice of general meeting containing the relevant material facts • No company shall issue irredeemable preference shares of redeemable preference shares with the redemption period beyond 20 years • Infrastructural companies may issue preference shares for a period exceeding 20 years but not exceeding 30 years
14. ESOS SEBI (Share Based Employee Benefits) Regulation 2014	• Pass special resolution • Disclosures to be made in explanatory statement • Free pricing in conformity with accounting policies • Separate resolution to be obtained for granting options to employees of holding/subsidiaries • Minimum 1 year period between grant of options and vesting of option • Company is free to set lock-in period • Option granted shall not be transferable, pledged, hypothecated, mortgaged in any manner • Disclosures to be made in board report • Register to be maintained in form sh-6 • Listed companies to comply with SEBI guidelines
15. Preferential issue Rule 13 of the companies (share capital and debentures) rules, 2014	• Pass special resolution • Listed company shall follow SEBI regulations • Issue to be authorised by the articles • Securities to be made fully paid up on allotment • Disclosures to be made in explanatory statement to be annexed to the notice of general meeting • Allotment to get completed within 12 months if not completed a fresh resolution is required • Price determination by the registered valuer's report

SHORT NOTES

2009 - June [2] (a) Write short note on the following:
(ii) Issue of shares at a discount **(3 marks)** ***[CSEM - I]***

Answer :

Issue of Shares at a Discount:

S. No.	Heading	Description
1.	**Meaning**	When shares are issued at a price lower than their face value, they are said to have been issued at a discount.
2.	**Prohibition**	A company **under section 53** of the Act has been prohibited to issue shares at discount, except in case of issue of sweat equity shares. Any share issued by a company at discounted price shall be void.
3.	**Imposition of a penalty**	Where a company contravenes the provisions of this section, the company shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees and every officer who is in default shall be punishable with imprisonment for a term which may extend to six months or with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees, or with both.

2012 - June [2] (c) Write a brief note on 'buy-back of shares'.

(3 marks) ***[CSEM - I]***

Answer:

S. No.	Heading	Description
1.	**Regulation**	The Buy-back of shares should be in accordance with the regulations made by SEBI.
2.	**Sources of Buy-Back of shares under Section 68(1) of the Companies Act, 2013**	A company can buy-back its own shares or other specified securities from: • its free reserves, • its securities premium A/c, • proceeds of any shares or other specified securities.
3.	**Condition of Buy-Back of shares under Section 68(2)**	***Section 68(2) of the Companies Act, 2013*** the following conditions must be satisfied in order to buy - back of shares are: • The buy-back is authorized by its articles. • The buy-back does not exceed twenty-five percent of the total paid-up capital and free reserves of the company. • The ratio of the debt owned by the company is not more than twice the capital and its free reserves after such buy-back. • All the shares or other specified securities for buy-back are fully paid-up. • The buy-back of the shares or other specified securities listed on any recognised stock exchange should be in accordance with the regulations made by the SEBI. • Every buy-back must be completed within 12 months from the date of passing of special resolution or a resolution passed by the Board.

2013 - June [2] (c) Write a note on 'buy-back of shares'.

(4 marks) ***[CSEM - I]***

Answer :

Please refer 2012 - June [2] (c) on page no. 21

DISTINGUISH BETWEEN

2008 - Dec [4] (a) Distinguish between the following:

(iii) 'Calls–in–arrears' and 'calls–in–advance'. **(3 marks)** ***[CSEM - I]***

Answer :

S. No.	Heading	Calls-in-Arrear	Calls-in-Advance
1.	**Meaning**	It is the amount which defaulter shareholders have not paid on the amount called up by company.	It is the amount which is received in advance before the amount is due from shareholders.
2.	**Adjustment in Future**	Calls in arrears may be recovered in future or in the event not received shares may be forfeited.	Calls in advance is adjusted in future at the time of relevant call.
3.	**Nature of Interest**	Interest on calls in arrears is the income of company.	Interest on calls in advance is the expenses of company.
4.	**Status of Membership**	It may lead to loosing the membership if calls in arrears are not cleared.	There is no question of loosing the membership.
5.	**Rates of Interest**	Company can charge maximum rate of interest upto 10% p.a.	Company can give maximum rate of interest upto 12% p.a.

6.	**Transfer of shares**	Shares of a Public Company are freely transferable.	No partner can transfer his share with out the consent of the other partner.

2011 - June [2] (a) Distinguish between the following :

(i) 'Bonus shares' and 'rights shares'. **(3 marks)** ***[CSEM - I]***

(iii) 'Statutory books' and 'statistical books'. **(3 marks)** ***[CSEM - I]***

Answer :

(i) Following are the main points of distinction between bonus shares & right shares:

S. No.	Heading	Bonus Shares	Right Shares
1.	**Meaning**	Section 63 of the Companies Act, 2013. These shares are unlike rights share, they are issued for free to the shareholders of the company. Bonus issues are generally issued by profit making companies by out of the free reserves, securities premium and the capital redemption reserve.	According to Section 62 (1) of the Companies Act, 2013 where at any time a company having as share capital propose to increase its subscribed capital by the issue of deemed to have declined.
2.	**Condition for Issue**	• Bonus issue should be authorized by Articles of Association. • Shareholders must sanction in the general meeting on recommendation of Board of the company.	There is no specified condition for the issues of right shares.

		• SEBI guidelines should be complied. • In case of loan from financial institutions, company should obtain their permission. • Stock exchanges should be intimated.	
3.	**Advantage**	• **Economical:** It is an inexpensive mode of raising capital by which cash resources of company can be used for some other expansion project.	• **Risk Free:** As it is issued to existing shareholder, there is less chances of losing control over shareholders.
4.	**Disadvantage**	• **Rate of dividend decline:** The rate of dividend in future will decline sharply, which may create confusion in the minds of the investors.	The share value gets diluted with increase in number of shares issued. Investors may get tempted to buy as it is offered at a discount. But one needs to understand why the company is in need of funds. While, for company also it is temporary fix and it will impact on the balance sheet of the company.

(iii) 'Statutory books' and 'statistical books'

S. No.	Heading	Statutory books	Statistical Books
1.	**As per Companies Act**	Every company incorporated under the Act, is required to keep at its registered office. The following statutory books and registers are given below:	A company usually maintains a no. of other books in order to keep complete records of the numerous details connected with the business operations.
2.	**Types of Books**	• Register of investments in securities not held in company name • Register of charges • Register of fixed deposits • Register of members • Books of accounts • Register of director's shareholdings • Dividend register • Register of buy back of shares	Some examples are given below: • Share application and allotment book • Share calls books • Share certificate books • Debenture application & allotment book • Debenture calls books • Dividend book • Agenda book • Register of share transfer book • Register of proxy book • Register of Employee stock option.

2014 - June [2] (a) Distinguish between 'securities premium' and 'share premium'. **(3 marks)**

Answer:

Securities Premium	**Share Premium**
The term securities premium implies premium received from issue of securities e.g. preference shares, equity shares, bonds, debentures etc.	When shares are issued at a price higher than the face value, they are said to be issued at a premium. Thus, the excess of issue price over the face value is the amount of at a premium. For example, if a share of ₹ 10 is issued at ₹ 12, (12-10) = ₹ 2 is the premium. The premium on issue of shares should be regarded as capital receipt. The Companies Act requires that when a company issued shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount of the premium collected on shares must be credited to a separate account called "Securities Premium Account."

2016 - Dec [2] (d) Distinguish between 'equity shares' and 'preference shares'. **(3 marks)**

Answer:

Preference Shares	**Equity Shares**
1. Preference shares are entitled to a fixed rate of dividend.	1. The rate of dividend on equity shares is not fixed and depends upon the availability of net profit.

2.	Dividend on preference shares is paid in priority to the equity shares.	2.	Dividend on equity shares is paid only after the preference dividend has been paid.
3.	Preference Share have preference as regards to refund of capital over equity capital.	3.	Equity Share capital cannot be paid before preference capital.
4.	Redeemable Preference shares are redeemed by the company on expiry of the stipulated period.	4.	Equity shares are usually redeemed only on winding up of the company.
5.	A company cannot issue bonus shares and rights shares to preference shareholders.	5.	The bonus shares and rights shares can be issued to existing equity shares.
6.	Voting right of preference shares is restricted.	6.	Any equity shareholder can vote on all matters.
7.	These shares can be converted into equity shares.	7.	These shares cannot be converted into preference shares.
8.	Arrears of dividend may accumulate in certain cases.	8.	There is no provision to pay arrears of dividend.
9.	No right to participate in management.	9.	Equity share holders have right to participate in management.

2018 - June [1] (c) Differentiate between "Bonus Issue" and "Right Issue" to existing shareholders? **(5 marks)**

DESCRIPTIVE QUESTIONS

2008 - Dec [3] (a) Comment on the following statements:

(i) As a matter of prudence, whole of free reserves should not be utilised in the case of buy – back of shares.

(iii) In case of under – subscription of shares, question of returning the money does not arise at all. **(3 marks each)** ***[CSEM - I]***

Answer:

(i)

S. No.	Heading	Description
1.	**Authenticity of the statement**	Statement is correct.
2.	**Sources of Buy-Back of shares under Section 68(1) of the Companies Act, 2013**	A company may purchase its own shares or other specified securities from out of: 1. its free reserves; 2. its securities premium account; or 3. proceeds of any shares other than specified securities.
3.	**Items should be adjusted against free reserve**	As a matter of prudence, the entire free reserve should not be utilized for the purpose of buy-back and the following items should be adjusted against free reserves to arrive at the net amount of free reserve that can be utilized for the purpose of buy-back; (a) Unamortised deferred revenue expenditure. (b) Contingent liabilities likely to mature and not provided for. (c) Purchase goodwill. (d) Any diminution of long term investments not provided for.

Answer:
(iii)

S. No	**Heading**	**Description**
1.	**Authenticity of the statement**	Statement is correct but depends on applicable terms and conditions.
2.	**Meaning**	Its rarely happens that the number of shares for which applications were invited and the number of shares for which applications were received are exactly the same. The number of shares for which applications are received may be more or less than the number of shares for which applications are invited. If the number of shares applied by the public is less, the issue is said to be under-subscribed. However, in case of over subscription of shares, the shares issued are less than the number of shares applied, such situation is called over subscription of shares.
3.	**Section 39 of The Companies Act, 2013**	If the stated minimum amount has not been subscribed and the sum payable of application is not received within a period of thirty days from the date of issue of the prospectus, or such other period as may be specified by the SEBI, the amount received under sub-section (1) shall be returned within such time and manner as may be prescribed.

2009 - Dec [4] (b) "Issue of bonus shares by the subsidiary company does not affect the cost of control." Comment. **(6 marks)** ***[CSEM - I]***

Answer :

S. No.	Heading	Description
1.	**Authenticity of the statements**	Statement is correct but depends on applicable terms and conditions.
2.	**Facts of the Statements**	Issue of bonus shares by the subsidiary Company will be recorded in the book of accounts in which manner is depended upon the fact that from which source the bonus shares has been issued. Issue of bonus shares may or may not affect the cost of control depending upon whether such shares are issued out of pre-acquisition profit or out of post acquisition profit.
3.	**Issue of bonus out of capital profit (Pre acquisition profit)**	If the bonus shares have been issued out of pre-acquisition profit or reserve, then it does not have any effect on the consolidated balance sheet. The reason for this is that due to issue of bonus shares, the share of holding company in pre-acquisition profit is reduced and on the other hand paid-up value of the shares held by them is increased. Hence, cost of control or goodwill remains the same as it was before the issue of bonus shares.
4.	**Issue of bonus share out of post-acquisition profit**	If the bonus shares have been issued out of post acquisition profit, then it does not affect the consolidated balance sheet. Due to this issue of bonus shares, the share of holding company will reduce in post-acquisition profit that is revenue profit and there will be increase in the paid-up value of shares held by the Company. Due to increase in paid up value, there will decrease in cost of control or increase in capital profit.

2010 - June [4] (c) "Buy-back may be misused by the corporate entities at the cost of innocent investors." Give your comments. **(3 marks)** ***[CSEM - I]***

Answer:

S. No.	Heading	Description
1.	**Authenticity of the statement**	Statement is correct.
It is feared that the buy-back may be misused by the corporate entities at the cost of innocent investor because of the following reasons:		
2.	**Opportunity for Insider Trading**	It will provide enough opportunity for insider trading - The promoters, before the buy-back may understate the earning by manipulating accounting policies in respect of depreciation, valuation of inventories etc. This would lead to a fall in the quoted prices of shares and the promoter would buy them at low quotations. In this way, the insiders would earn extra money when the company buy-backs these shares at a lowest price.
3.	**Manipulation of Stock Prices**	Buy back may lead to artificial manipulation of stock prices.
4.	**Position of Minority Shareholders**	The position of the minority shareholders is weakened as buy back enabled the management to increase their control over the company.

2011 - June [4] (b) What are the conditions which must be fulfilled for redemption of preference shares? **(6 marks)** ***[CSEM - I]***

Answer:

S. No.	Heading	Description
As per **Section 55 of the Companies Act, 2013** the conditions which must be fulfilled for redemption of preference shares are as follows:		
1.	**Fully Paid**	Such shares must be fully paid up.
2.	**Sources**	Such shares shall be redeemed only out of profits or out of the proceeds of a fresh issue of shares made for the purpose of redemption.
3.	**Creation of Capital Redemption Reserve A/c**	In case the company proposes redemption of shares out of the profits of the company, there shall, out of such profits, be transferred, a sum equal to the nominal amount of the shares to be redeemed, to a reserve, to be called the Capital Redemption Reserve Account, and the provisions of this Act relating to reduction of share capital of a company shall, except as provided in this section, apply as if the Capital Redemption Reserve Account were paid-up share capital of the company. The capital redemption reserve account may be applied by the company, in paying up unissued shares of the company to be issued to members of the company as fully paid bonus shares.
4.	**Redemption at premium**	Certain class of companies as may be prescribed and whose financial statements comply with the accounting standards prescribed under **section 133**, for such class of companies, the premium if any, payable on redemption shall be provided for out of the profits of the company, before the shares are

		redeemed. For other companies the premium if any, payable on redemption shall be provided for out of the profits of the company or out of the company's securities premium account, before such shares are redeemed.
5.	**Maximum time limit for redemption**	No company limited by shares shall after the commencement of the companies issue any preference shares which is irredeemable or is redeemable after the expiry of a period of twenty years from the date of issue.
6.	**Approval of Shareholder**	A company may redeem its preference shares only on the term of which they were issued or as varied after due approval of preference shareholders under section 48 of the Act and the preference may be redeemed :- • At a fixed time or on the happening of particular event; • Any time at the company's option; or • Any time at the shareholder's option.

2013 - Dec [1] (a) Write the meaning of 'issue of shares at premium' emphasising upon the purposes for which securities premium can be utilised. **(5 marks)**

Answer:

Issue of Shares at Premium	When shares are issued at a price higher than the face value, they are said to be issued at a premium. Thus, the excess of issue price over the face value is the amount of premium. For example, if a share of ₹ 10 is issued at ₹ 12, (12-10) = ₹ 2 is the premium. The premium on issue of shares should be regarded as capital receipt. The Companies Act requires that when a company issues shares at a premium whether for cash or otherwise, a sum equal

	to the aggregate amount of the premium collected on shares must be credited to a separate account called "Securities Premium Account."
Under Section 52 of the Companies Act, 2013	**Under Section 52 of the Companies Act, 2013** the Securities Premium Account may be used wholly or in part for: (i) issuing fully paid bonus shares to the members; (ii) writing off preliminary expenses of the company; (iii) writing off the expenses of or the commission paid or discount allowed on any issue of shares or debentures of the company; or (iv) providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; (v) purchase of its own shares i.e. buy back of shares.

2013 - Dec [2] (Or) (a) (i) State the conditions for issue of bonus shares.

(5 marks)

Answer:

1.	**Meaning**	Section 63 of the Companies Act These shares are unlike rights share, they are issued for free to the shareholders of the company. Bonus issues are generally issued by profit making companies by out of - • its free reserves; • the securities premium account; or • the capital redemption reserve account. The section specifically clarifies that no issue of bonus shares shall be made by capitalising reserves created by the revaluation of assets. The bonus shares shall not be issued in lieu of dividend.

2.	**Conditions for issue**	No company shall issue fully paid-up bonus shares unless- • Bonus issue should be authorized by Articles of Association. • Shareholders must sanction in the general meeting on recommendation of Board of the company. • SEBI guidelines should be complied. • In case of loan from financial institutions, company should obtain their permission. • Stock exchanges should be intimated. • it has, on the recommendation of the Board, been authorised in the general meeting of the company; • it has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it; • The defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus; • The partly paid-up shares, if any outstanding on the date of allotment, are made fully paid-up; • It complies with such conditions as may be prescribed. Under the rules no company which has once announced the decision of its Board recommending a bonus issue, can subsequently withdraw the same.

2014 - June [1] (a) State the conditions which are required to be satisfied by a company for the purpose of buy-back of shares. **(5 marks)**

Answer:

1.	**Regulation**	The Buy-back of shares should be in accordance with the regulations made by SEBI.
2.	**Sources of Buy-Back of shares under Section 68{1} of the Companies Act, 2013**	A company can buy-back its own shares or other specified securities from: • Its free reserves; • Its securities premium A/c; • Proceeds of any shares or other specified securities.
3.	**Conditions for Buy-Back of Shares 68(2)**	**Section 68(2) of the Companies Act, 2013**, the following conditions must be satisfied in order to buy - back of shares are: • The buy-back is authorized by its articles. • The buy-back does not exceed twenty-five percent of the total paid-up capital and free reserves of the company. • The ratio of the debt owned by the company is not more than twice the capital and its free reserves after such buy-back. • All the shares or other specified securities for buy-back are fully paid-up. • The buy-back of the shares or other specified securities listed on any recognised stock exchange should be in accordance with the regulations made by the SEBI. • Every buy-back must be completed within 12 months from the date of passing of special resolution or a resolution passed by the Board.

2015 - June [1] (d) State the purposes for which balance in the securities premium account may be applied. **(5 marks)**

Answer:

Please refer 2013 - Dec [1] (a) on page no. 33

2015 - Dec [1] (a) A listed company intends to issue sweat equity shares to its directors and a class of employees. Advise the company about the conditions to be fulfilled for such an issue. **(5 marks)**

Answer:

1.	**Section 54 of the Companies Act, 2013**	As per section 54 of the companies Act, 2013 Sweat equity shares"means such equity shares, which are issued by a Company to its directors or employees at a discount or for consideration, other than cash, for providing their know-how or making available rights in the nature of intellectual property rights or value additions, by whatever name called.
	A company may issue sweat equity shares of a class of shares already issue, if the following conditions are fulfilled:	
	(i) Authorisation by share-holders	The issue is authorised by a special resolution passed by the company;
	(ii) Time limit for issuing Sweat	Allotment of sweat equity shares shall be made within 12 months from the date of passing special resolution.
	(iii) Time Gap	There should be at least 1 year between the commenced of business and issue of such shares.
	(iv) Valuation	Valuation of sweat shares and intellectual property rights(IPR)/know how/ value additions shall be done by Registered Valuer.

	(v) Limit on sweat equity	In a year, sweat shares shall not exceed 15% of existing paid up equity share capital or shares having issue value of ₹ 5,00,00,000, whichever is higher. However, it should not exceed 25% of paid up equity capital of Company at any time.
	(vi) Mandatory lock-in period- 3 years from the date of allotment	The fact that the share certificates are under lock-in and the period of expiry of lock in shall be mentioned in prominent manner on share certificate.
	(vii) AS per SEBI Rules	Where the equity shares of the company are listed on a recognised stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with such rules as may be prescribed.
2.	**Rights/limitations/ restrictions**	The rights, limitations, restrictions and provisions as are for the time being applicable to equity shares shall be applicable to the sweat equity shares issued under this section and the holders of such shares shall rank *pari passu* with other equity shareholders.

2016 - June [2] (d) State the purposes for which balance in securities premium account can be utilised. **(3 marks)**

Answer:

1.	**Issue of Shares at Premium**	When shares are issued at a price higher than the face value, they are said to be issued at a premium. Thus, the excess of issue price over the face value is the amount of premium. For example, if a share of ₹ 10 is issued at 12, (12-10) = ₹ 2 is the premium.
2.	**Accounting Treatment**	The Companies Act requires that when a company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount of the premium collected on shares must be credited to a separate account called "Securities Premium Account.
3.	**Section 52 of the Companies Act, 2013**	Under **section 52(2) of the Companies Act, 2013** the Securities Premium Account may be applied by the company: (a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares; (b) in writing off the preliminary expenses of the company; (c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company; (d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or (e) for the purchase of its own shares or other securities under **section 68**.

		It is to be noted here that utilization of the amount of Securities Premium Account except in any of the modes specified above, will attract the provisions relating to the reduction of share capital of a company under the **Section 66 of the Companies Act, 2013.**

2016 - Dec [1] (c) State the conditions to be fulfilled for issue of bonus shares by a company. **(5 marks)**

Answer:

S. No.	Heading	Description
1.	**Issue of Bonus Shares**	**Section 63** of the Act a company may issue fully paid-up bonus shares to its members, in any manner whatsoever, out of: (i) its free reserves; (ii) the securities premium account; or (iii) the capital redemption reserve account. The section specifically clarifies that no issue of bonus shares shall be made by capitalising reserves created by the revaluation of assets. The bonus shares shall not be issued in lieu of dividend.
2.	**Conditions for issue**	No company shall issue fully paid-up bonus shares unless: (a) it is authorised by its articles; (b) it has, on the recommendation of the Board, been authorised in the general meeting of the company; (c) it has not defaulted in payment of interest or principal in respect of fixed deposits or debt securities issued by it;

		(d) it has not defaulted in respect of the payment of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus; (e) the partly paid-up shares, if any outstanding on the date of allotment, are made fully paid-up; (f) it complies with such conditions as may be prescribed. Under the rules no company which has once announced the decision of its Board recommending a bonus issue, can subsequently withdraw the same.

2017 - June [2A] (Or) (i) Your Company intends to buy back its own shares. What are the restrictions on buy back of own shares under the Companies Act, 2013? **(5 marks)**

Answer:

Prohibition on buy back in following circumstances:

1.	**Meaning**	Buy-back of shares is a method of financial engineering. It can be described as a procedure which enables a company to go back to the holders of its shares and offer to purchase the shares held by them.
2.	**Circumstances**	Prohibition on buy back in following circumstances: • through any subsidiary company including its own subsidiary companies; • through any investment company or group of investment companies; or • if a default, is made by the company, in the repayment of deposits accepted either before or after the commencement of this Act, interest payment thereon, redemption of

		debentures or preference shares or payment of dividend to any shareholder, or repayment of any term loan or interest payable thereon to any financial institution or banking company. Provided that the buy-back is not prohibited, if the default is remedied and a period of three years has lapsed after such default ceased to subsist.
3.	**Require Provision**	No company shall, directly or indirectly, purchase its own shares or other specified securities in case such company has not complied with the provisions of: • **Sections 92:** Annual Return • **Section 123:** Declaration and Payment of Dividend • **Section 127:** Failure to pay Dividend • **Section 129:** Failure to give True and Fair Statement.

2017 - Dec [1] (d) What do you mean by Security Premium Accounts? How it can be utilized as per Section 52(2) of Companies Act, 2013 and presentation in financial statement. **(5 marks)**

(e) Explain the issue of Sweet Equity Shares and their limitation and restrictions. **(5 marks)**

Answer:

The shares of many successful companies which offer attractive rates of dividend on their existing capitals fetch a higher price than their face value in the market. When shares are issued at a price higher than the face value, they are said to be issued at a premium. Thus, the excess of issue price over the face value is the amount of premium. For example, if a share of ₹ 10 is issued at ₹ 12, ₹ (12 – 10) = ₹ 2 is the premium.

The premium on issue of shares must not be treated as revenue profits. On the contrary, it must be regarded as capital receipt. The Companies Act requires that when a company issues shares at a premium whether for cash or otherwise, a sum equal to the aggregate amount of the premium collected on shares must be credited to a separate account called "Securities Premium Account". There are no restrictions in the Companies Act on the issue of shares at a premium, but there are restrictions on its disposal. Under Section 52(2) of the Companies Act 2013, the Securities Premium Account may be applied by the company:

(a) towards the issue of unissued shares of the company to the members of the company as fully paid bonus shares;
(b) in writing off the preliminary expenses of the company;
(c) in writing off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company;
(d) in providing for the premium payable on the redemption of any redeemable preference shares or of any debentures of the company; or
(e) for the purchase of its own shares or other securities under section 68.

It is to be noted here that utilization of the amount of Securities Premium Account except in any of the modes specified above, will attract the provisions relating to the reduction of share capital of a company under the Section 66 of the Companies Act, 2013.

The Securities Premium Account must be shown as "Securities premium reserves" separately in the liabilities side of the balance sheet under the head "Reserves & Surplus".

The premium is usually payable with the installment due on allotment. However, some companies may charge premium with share application money or partly with share application money and partly at the time of allotment of shares. It may be included in call money also.

(e) Issue of Sweat Equity Shares:

(1) Notwithstanding anything contained in **Section 53**, a company may issue sweat equity shares of a class of shares already issued, if the following conditions are fulfilled, namely:
    (a) the issue is authorised by a special resolution passed by the company;

(b) the resolution specifies the number of shares, the current market price, consideration, if any, and the class or classes of directors or employees to whom such equity shares are to be issued;

(c) not less than one year has, at the date of such issue, elapsed since the date on which the company had commenced business; and

(d) where the equity shares of the company are listed on a recognised stock exchange, the sweat equity shares are issued in accordance with the regulations made by the Securities and Exchange Board in this behalf and if they are not so listed, the sweat equity shares are issued in accordance with such rules as may be prescribed.

(2) The rights, limitations, restrictions and provisions as are for the time being applicable to equity shares shall be applicable to the sweat equity shares issued under this section and the holders of such shares shall rank *pari passu* with other equity shareholders.

2017 - Dec [2] (a) What is Employee Stock Option plan? Explain the importance of such plans in the modern time. **(3 marks)**

Answer:

As per Section 2 (37) of the Companies Act, 2013 "employee's stock option" means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.

ESOP or employee stock option plan refers to a basket of instruments and incentive schemes that find favour with the new upward mobile salary class and which are used to motivate, reward, remunerate and hold on the achievers.

(a) It provides an opportunity to employees to participate and contribute in the growth of the company.

(b) It creates long term wealth in the hands of the employer.

(c) It attracts, retain, and motivate the best available talent in the Company.
(d) It creates a sense of ownership between the company and its employees.

PRACTICAL QUESTIONS

2008 - Dec [2] (b) Following is the balance sheet of Anupam Ltd. as on 31st March, 2008 :

Liabilities	₹	₹
2,00,000, 14% Preference shares		
of ₹ 100 each, fully called	2,00,00,000	
Less: Calls in arrears	4,00,000	1,96,00,000
@ ₹ 20 per share		
10,00,000 Equity shares of ₹ 10		
each, ₹ 8 per share called	80,00,000	
Less : Calls-in-arrears	20,000	
	79,80,000	
Add : Calls-in-advance	10,000	79,90,000
Securities premium		5,10,000
General reserve		1,50,00,000
10,000, 15% Debentures @ ₹ 1,000 each, fully paid		1,00,00,000
Current liabilities and provisions		10,00,000
		5,41,00,000
Assets		
Fixed assets		1,30,00,000
Investments		28,00,000
Other current assets		2,15,00,000
Cash and bank balances		1,68,00,000
		5,41,00,000

On 1st April, 2008, the Board of directors decided that —

(i) The fully paid preference shares are to be redeemed at a premium of 4% on 1st May, 2008 and for that purpose 6 lakh equity shares of ₹ 10 each are to be issued at a premium of 5%.

(ii) 3,000 Equity shares owned by Mohan, an existing shareholder, who has failed to pay the allotment money and the first call money @ ₹ 3 and ₹ 2.50 per share respectively, equity shares are to be forfeited on 31st May, 2008.

(iii) The final call of ₹ 2 per share is to be made on 7th July, 2008 on equity shares.

All the above are duly complied with according to schedule. The amount due on the issue of fresh issue and on final call are also duly received except from Sohan who had failed to pay the first call for his 1,400 equity shares, has again failed to pay the final call also. These shares of Sohan are to be forfeited on 31st August 2008.

Show the necessary journal entries. **(9 marks)** ***[CSEM - I]***

Answer :

Journal Entries

Date	**Particulars**		**Dr. (₹)**	**Cr. (₹)**
2008	Bank A/c	Dr.	63,00,000	
May	To Equity Shares Capital A/c			60,00,000
	To Securities Premium A/c			3,00,000
	(Being Equity Shares issued at premium)			
	Securities Premium A/c	Dr.	7,20,000	
	To Premium on Redemption of Redeemable Preference Shares A/c			7,20,000
	(Being Premium on Redemption of Preference shares provided)			
	General Reserve A/c	Dr.	1,20,00,000	
	To Capital Redemption Reserve A/c			1,20,00,000
	(Being capital redemption reserve account created)			
	14% Preference Share Capital A/c	Dr.	1,80,00,000	
	Premium on Redemption A/c	Dr.	7,20,000	
	To Preference Shareholders A/c			1,87,20,000
	(Being amount due to preference shareholders)			

	Preference Shareholders A/c	Dr.	1,87,20,000	
	To Bank A/c			1,87,20,000
	(Being paid to preference shareholders)			
May 31	Equity Share Capital A/c	Dr.	24,000	
	To Equity Shares Allotment A/c			9,000
	To Equity Share 1st Call A/c			7,500
	To Forfeited Shares A/c			7,500
	(Being 3,000 shares forfeited due to non-payment of calls)			
July 7	Equity Share Final Call A/c	Dr.	19,94,000	
	To Equity Shares Capital A/c			19,94,000
	(Being final call due on equity shares)			
	Bank A/c	Dr.	19,81,200	
	Calls in Advance A/c	Dr.	10,000	
	To Equity Share Final Call A/c			19,91,200
	(Being Final Call received on Equity Shares)			
Aug 31	Equity Share Capital A/c	Dr.	14,000	
	To Equity Share 1st Call A/c			3,500
	To Equity Share 2nd Call A/c			2,800
	To Forfeited Shares A/c			7,700
	(Being 1,400 shares forfeited due to non-payment of calls)			

2009 - June [4] (a) Jolly Ltd. has the following balance sheet as on 31st March, 2008:

Liabilities	₹
Share capital :	
Issued, subscribed and fully paid-up	
(10,000 equity shares of ₹100 each)	10,00,000
5,000 Preference shares of ₹100 each	5,00,000
Capital reserve	1,00,000
Securities premium account	1,00,000
General reserve	2,00,000
Profit and loss account	1,00,000
Current liabilities	10,00,000
	30,00,000

Assets	
Fixed assets	22,00,000
Current assets	8,00,000
	30,00,000

The preference shares are to be redeemed at 10% premium. Fresh issue of equity shares is to be made to the extent it is required under the Companies Act, 2013 for the purpose of this redemption. The shortfall in funds for the purpose of the redemption after utilising the proceeds of the fresh issue are to be met by taking a bank loan. Show journal entries.

(6 marks) ***[CSEM - I]***

Answer :

(a) Journal Entries in the Books of Jolly Ltd.

Particulars	Dr. (₹)	Cr. (₹)
Securities Premium A/c Dr. To Premium on Redemption of Preference Shares Account (Utilization of securities premium on Redemption of Preferences Shares)	50,000	 50,000
General Reserves A/c Dr. Profit & Loss Account Dr. To Capital Redemption Reserve A/c (Creation of Capital Redemption Reserve to the maximum possible extent)	2,00,000 1,00,000	 3,00,000
Bank A/c Dr. To Equity Share Application and Allotment A/c (Receipt of money for equity shares of ₹ 2,00,000)	2,00,000	 2,00,000
Equity Share Application and Allotment Account Dr. To Equity Share Capital Account (Allotment of equity shares of the face value of ₹ 2,00,000 at par)	2,00,000	 2,00,000

Preference Share Capital Account Dr. Premium on Redemption of Preference Share A/c Dr. To Sundry Preference Shareholders A/c (Amount payable to sundry preference shareholders to redeem 5,000 preference shares of ₹ 100 each at a premium of ₹ 10 per share)	5,00,000 50,000	 5,50,000
Bank A/c Dr. To Bank Loan Account (Raising a bank loan to pay off the amount due to sundry preference shareholders)	3,50,000	 3,50,000
Sundry Preference Shareholders Account Dr. To Bank A/c (Payment made to sundry preference shareholders)	5,50,000	 5,50,000

2009 - Dec [3] (c) Ronny Ltd. forfeited 200 shares of ₹ 10 each, ₹ 8 per share being called-up on which a shareholder paid application and allotment money of ₹ 5 per share but did not pay the first call money of ₹ 3 per share. Of these forfeited shares, 150 shares were subsequently re-issued by the company as fully paid-up for ₹ 8 per share. Give journal entries for the forfeiture and re-issue of shares. **(3 marks)** ***[CSEM - I]***

Answer:

Journal Entries

Particulars	**Dr.** (₹)	**Cr.** (₹)
Share Capital A/c (200 × ₹ 8) Dr. To Share Forfeited A/c (200 × ₹ 5) To Share First Call A/c (200 × ₹ 3) (Forfeiture of 200 shares of ₹ 10/-each ₹ 8 being called up for non-payment of first call money of ₹ 3 per share as per Board's resolution dated ....)	1,600	 1,000 600

Bank A/c (150 x ₹ 8)	Dr.	1,200	
Share Forfeited A/c	Dr.	300	
To Share Capital A/c			1,500
(Re-issue of 150 forfeited shares of ₹ 10 each as fully paid for ₹ 8 per share i.e. at a discount of ₹ 2 per share as per Board's Resolution dated ....)			
Share Forfeited A/c	Dr	450	
To Capital Reserve A/c			450
(Transfer of capital profit proportionate to forfeited shares re-issued i.e. on 150 shares to Capital Reserve A/c)			

2012 - Dec [2] (a) The summarised balance sheet of AB Ltd. as on 31st March, 2012 is as follows:

Equity and Liabilities		₹
Equity shares of ₹10 each	₹	
₹ 8 called up	80,000	
Less : calls in arrears		
₹ 2 per share	300	79,700
1,000, 11% preference shares		
of ₹ 100 each fully paid-up	1,00,000	
Less : calls in arrears on 250 shares	5,000	95,000
Securities premium		5,300
Investment allowance		55,000
General reserve		50,000
Profit and loss *(Surplus)*		90,000
Trade payables		25,000
		4,00,000
Assets		
Land and building		1,50,000
Plants		50,000
Furniture		25,000
Investments (Face value ₹50,000)		45,000

Stock in trade	20,000
Trade receivables	30,000
Cash at bank	80,000
	4,00,000

The company resolved to :

(i) Realise investments at ₹40,000.

(ii) Forfeit equity shares on which calls are in arrears.

(iii) Issue 500, 14% debentures of ₹100 each at premium of 5%.

(iv) Forfeit preference shares on which the call money remained unpaid immediately before the redemption of preference shares, holders of 200 shares paid their dues before forfeiture.

(v) Re-issue the forfeited preference shares at ₹50 each.

(vi) Re-issue the forfeited equity shares at ₹12 each as ₹8 paid-up.

Pass necessary journal entries to give effect to the above.

(6 marks) ***[CSEM - I]***

Answer:

	Particulars		**Amt. in (₹)**	**Amt. in (₹)**
(i)	Bank A/c	Dr.	40,000	
	Profit & Loss A/c	Dr.	5,000	
	To Investment A/c			45,000
	(Sale of Investment & Loss of ₹ 5,000/-)			
(ii)	Equity share capital A/c	Dr.	1,200	
	To Calls in Arrears A/c			300
	To Equity Share Forfeited A/c			900
	(Forfeiture of 150 equity Shares for non-payment of Calls-in-arrears)			
(iii)	Bank A/c	Dr.	52,500	
	To 14% Debentures A/c			50,000
	To Securities Premium A/c			2,500
	(Issue of 500, 14% debentures of ₹ 100 each at a premium of 5%)			

(iv)	(a) Bank A/c Dr. To Calls in Arrear A/c (calls in arrears received from holders of 200, 11% preference shares)	4,000	 4,000
	(b) 11% preference Share Capital A/c Dr. To Calls in Arrears A/c To 11% Preference Share Forfeited A/c (Forfeiture of 50, 11% Preference Shares for non-payment of Calls-in-arrears)	5,000	 1,000 4,000
(v)	(a) Bank A/c Dr. 11% Preference Share Forfeited A/c Dr. To 11% Preference Share Capital A/c (Re-issue of forfeited preference shares @ 50 per shares)	2,500 2,500	 5,000
	(b) Bank A/c Dr. To Equity Share Capital A/c To Securities Premium A/c (Re-issue of Forfeited Preference Shares @ 50 per shares)	1,800	 1,200 600
(vi)	11% Preference Share Forfeited A/c Dr. Equity Share Forfeited A/c Dr. To Capital Reserve A/c (Balances of share forfeited A/c transferred to capital reserve A/c)	1,500 900	 2,400
(vii)	General Reserve A/c Dr. Profit and Loss A/c Dr. To Capital Redemption Reserve A/c (Redemption of preference share out of free reserve)	50,000 50,000	 1,00,000

(viii)	11% Preference Share Capital A/c Dr. To Bank A/c (Amount due on redemption paid to preference shareholders)	1,00,000	 1,00,000

2013 - June [2] (b) KBC Ltd. issued 50,000 equity shares. The whole of the issue was underwritten as follows:

Underwriter – K :40%
Underwriter – B :30%
Underwriter – C :30%

Applications for 40,000 shares were received in all, out of which applications for 10,000 shares had the stamp of Underwriter - K; those for 5,000 shares that of Underwriter- B; and those for 10,000 shares for Underwriter - C. The remaining applications for 15,000 shares did not bear any stamp. Determine the liability of the underwriters. **(5 marks)** ***[CSEM - I]***

Answer:

Calculation of Net Liability of Underwriters

Particulars	**K**	**B**	**C**
Gross Liability in the agreed ratio of 40:30:30	20,000	15,000	15,000
Less: Market Applications	10,000	5,000	10,000
Balance Left	10,000	10,000	5,000
Less: Unmarked Applications in the ratio of gross liability	6,000	4,500	4,500
Net liability	4,000	5,500	500

2013 - June [3] (b) Shreya Ltd. had an issue of 1,000, 12% redeemable preference shares of ₹ 100 each, repayable at a premium of 10%. These shares are to be redeemed now out of the accumulated reserves, which are more than the necessary sum required for redemption. Show the necessary entries in the books of the company, assuming that the premium on redemption of shares has to be written off against the company's securities premium reserve account. **(6 marks)** ***[CSEM - I]***

Answer :

In the books of Shreya Ltd.
Journal Entries

Date	Particulars	Debit Amount (₹)	Credit Amount (₹)
	12% Redeemable Preference Shares Capital A/c Dr. Premium on redemption A/c Dr. To Preference Shareholders A/c (Being the amount due to redeemable preference shareholders on redemption)	1,00,000 10,000	 1,10,000
	Securities Premium Reserve A/c Dr. To Premium on Redemption A/c (Being premium on redemption provided out of securities premium reserve)	10,000	 10,000
	General Reserve A/c Dr. To Capital Redemption Reserve A/c (Being the amount of redeemed out of profits transferred to capital redemption reserve account)	1,00,000	 1,00,000
	Preference Shareholders A/c Dr. To Bank A/c (Being amount paid on redemption to preference shareholders)	1,10,000	 1,10,000

2013 - June [4] (a) A limited company issued a prospectus inviting applications for 30,000 shares of ₹ 10 each at a premium of ₹ 2 per share. The amount was payable as follows:

		₹
On application	—	2
On allotment	—	5 *(including premium)*
On first call	—	3
On second and final call	—	2

Applications were received for 45,000 shares and allotment was made on *pro-rata* basis to the applicants of 36,000 shares. Money overpaid on applications was employed on account of sum due on allotment.

Ramesh, to whom 600 shares were allotted, failed to pay the allotment money and on his subsequent failure to pay the first call, his shares were forfeited. Mohan, the holder of 900 shares failed to pay the two calls and his shares were forfeited after the second and final call.
Of the shares forfeited, 1,200 shares were sold to Krishna credited as fully paid for ₹ 9 per share, the whole of Ramesh's share being included.
Show journal and cash book entries and prepare the balance sheet.

(12 marks) ***[CSEM - I]***

Answer :

In the books of A Ltd.
Journal Entries

Date	Particulars	Debit Amount (₹)	Credit Amount (₹)
	Bank A/c Dr.	90,000	
	To Share Application A/c		90,000
	(Being application money received on 45,000 shares @ ₹ 2 each)		
	Share Application A/c Dr.	90,000	
	To Share Capital A/c		60,000
	To Share Allotment A/c		12,000
	To Bank		18,000
	(Being application for 36,000 shares allotted 30,000 shares and application of 9,000 shares refunded. Excess application money transferred to share allotment A/c)		
	Share Allotment A/c Dr.	1,50,000	
	To Share Capital A/c		90,000
	To Securities Premium Reserve A/c		60,000
	(Being share allotment amount due on 30,000 shares @ ₹ 5 each including a premium of ₹ 2 each)		
	Bank A/c Dr.	1,35,240	
	To Share Allotment A/c (Working Note 3)		1,35,240
	(Being amount due on allotment received except from the holder of 600 shares)		

	Share First Call A/c Dr. To Share Capital A/c (Being share first call due on 30,000 shares @ ₹ 3 each)	90,000	 90,000
	Bank Dr. To Share First Call A/c (Being amount received on first call except from the holders of 600 shares and 900 shares)	85,500	 85,500
	Share Capital A/c (600 × 8) Dr. Securities Premium Reserve A/c Dr. To Share Allotment A/c (600 × 5 – 120 × 2) To Share First Call A/c (600 × 3) To Shares Forfeited A/c (720 × 2) (Being 600 shares forfeited on non-payment of share allotment and first call money)	4,800 1,200	 2,760 1,800 1,440
	Share Second and Final Call A/c (29,400 × 2) Dr. To Share Capital A/c (Being share final call due on 29,400 shares @ ₹ 2 each)	58,800	 58,800
	Bank A/c Dr. To Share Second and Final Call A/c (Being amount received on final call except from the holder of 900 shares)	57,000	 57,000
	Share Capital A/c (900 × 10) Dr. To Share First Call A/c To Share Second and Final A/c To Shares Forfeited A/c (Being 900 shares forfeited on non-payment of first and second call money)	9,000	 2,700 1,800 4,500
	Bank (1,200 × 9) Dr. Shares Forfeited A/c Dr. To Share Capital A/c (Being 1,200 shares reissued @ ₹ 9 each full paid)	10,800 1,200	 12,000

	Shares Forfeited A/c Dr.	3,240	
	To Capital Reserve A/c (Working Note 4)		3,240
	(Being profit on reissue of 1,200 shares transferred to capital reserve)		

Balance Sheet of A Ltd.

Particulars	Amount (₹)
I. EQUITIES AND LIABILITIES	
1. Shareholders' Funds	
(a) Share capital	
Issued capital (30,000 Equity shares @ ₹ 10 each)	3,00,000
Paid up capital (29,700 @ ₹ 10 each)	2,97,000
Shares Forfeited A/c	1,500
(b) Reserve and Surplus	
Capital Reserve	3,240
Securities Premium Reserve A/c	58,800
Total	3,60,540
II. ASSETS	
1. Non Current Assets	
2. Current Assets	
Bank	3,60,540
Total	3,60,540

Working Notes

1. For shares allotted 30,000, shares applied are 36,000

   For shares allotted 600, shares applied $= \dfrac{600 \times 36,000}{30,000}$

   = 720 shares

   For shares allotted 900, shares applied $= \dfrac{900 \times 36,000}{30,000}$

   = 1,080 shares

2. Amount received on application for 36,000 shares (36,000 × 2) = ₹ 72,000

   Amount used in application (30,000 × 2) = ₹ 60,000

   Amount transferred to share allotment (₹ 72,000 − 60,000) = ₹ 12,000

3.	Amount to be received on allotment (30,000 × 5)	=	₹ 1,50,000
	Less : Amount already received with application money	=	₹ 12,000
	Less : Amount not received by the holder of 600 shares (600 × 5 – 120 × 2)	=	₹ 2,760
	Amount received on allotment		₹ 1,35,240

4. Share forfeited amount on 600 shares of Ramesh = ₹ 1,440

Share forfeited amount on 600 shares of Mohan $= ₹\ \dfrac{4{,}500 \times 600}{900}$

= ₹ 3,000

Total forfeited amount	= ₹ 4,440
Less: Discount on reissue	= ₹ 1,200
Capital Reserve	= ₹ 3,240

2013 - Dec [2] (a) Y Ltd. forfeited 1,000 equity shares of ₹ 10 each, ₹ 7 called-up, issued at a premium of 20% (to be paid at the time of allotment) for non-payment of allotment money of ₹ 4 per share (including premium) and first call of ₹ 2 per share. Out of these, 600 shares were re-issued as fully paid-up for ₹ 8.50 per share.

Pass the journal entries for forfeiture and re-issue of shares. **(3 marks)**

Answer:

Journal Entries

Forfeiture

Equity Share Capital A/c (1,000 x 7)	Dr.	7,000	
Security Premium A/c (1,000 x 2)	Dr.	2,000	
To Share Forfeiture A/c (1,000 x 3)			3,000
To Equity Share Allotment A/c (1,000 x 4)			4,000
To Equity Share First Call A/c (1,000 x 2)			2,000
(Being 1,000 share forfeited)			

⇒ **Re issue**

• Bank A/c (600 x 8.5)	Dr.	5,100	
Share Forfeiture A/c (600 x 1.5)	Dr.	900	
To Equity Share competed A/c (600 x 10)			6,000
(Being 600 share re-issued as fully paid up for 8.5 per share)			

- Share Forfeiture A/c Dr. 900
  To Capital Reserve A/c 900

(Being transfer of net gain on Re-issue of 600 forfeited share to capital reserve)

i.e. $\left(\frac{3,000}{1,000} \times 600 - 900\right)$

2013 - Dec [3] (a) A company incorporated on 1st January, 2013 issued a prospectus inviting applications for 5,00,000 equity shares of ₹ 10 each. The whole issue was fully underwritten by four underwriters:

Underwriter — A :	2,00,000 shares
Underwriter — B :	1,50,000 shares
Underwriter — C :	1,00,000 shares
Underwriter — D :	50,000 shares

Applications were received for 4,50,000 shares of which marked applications were as follows :

Underwriter — A :	2,20,000
Underwriter — B :	90,000
Underwriter — C :	1,10,000
Underwriter — D :	10,000

Find out the liability of each underwriter individually. **(5 marks)**

Answer:

Statement Showing the Liability of underwriters

Particulars	A	B	C	D	Total
Gross Liability	2,00,000	1,50,000	1,00,000	50,000	5,00,000
Less: Marked Applications	2,20,000	90,000	1,10,000	10,000	4,30,000
Balance Left	(20,000)	60,000	(10,000)	40,000	70,000
Less: Unmarked Applications in the ratio of gross liability (4:3:2:1)	8,000	6,000	4,000	2,000	20,000
	(28,000)	54,000	(14,000)	38,000	50,000
Division of surplus of A and C to B and D in the ration of (3:1)	28,000	(31,500)	14,000	(10,500)	0
Net Liability	Nil	22,500	Nil	27,500	50,000

2014 - Dec [2A] (Or) (i) Sun Ltd. issued 1,00,000 equity shares. The whole of the issue was underwritten as follows:

Marigold	35%
Lotus	25%
Tulip	30%
Lily	10%

Applications for 80,000 shares were received in all; out of which applications for 20,000 shares had the stamp of Marigold; 15,000 that of Lotus; 22,000 that of Tulip and 8,000 of Lily. The remaining 15,000 applications did not bear any stamp. Determine the liability of each underwriter. **(5 marks)**

Answer:

Statement showing liability of underwriter's

Particulars	Marigold 35%	Lotus 25%	Tulip 30%	Lily 10%
Gross Liability (35 : 25 : 30 :10)	35,000	25,000	30,000	10,000
Less: Marked application	20,000	15,000	22,000	8,000
	15,000	10,000	8,000	2,000
Less: Unmarked application (W.N.1) 15,000 in Gross liability ratio 7:5:6:2	5,250	3,750	4,500	1,500
Net Liability	9,750	6,250	3,500	500

Working Note:

Calculation of Unmarked application

Total application	80,000
Less: Marked application (20,000 +15,000 + 22,000 + 8,000)	(65,000)
	15,000

2015 - June [3] (a) Following is the balance sheet of Tulika Ltd. as on 31st March, 2014:

			As on 31st March, 2014 (₹)
I.	EQUITY AND LIABILITIES		
	(1) Shareholders' funds		
	(a) Share capital		
	Authorised capital 20,000 equity shares of ₹ 10 each		2,00,000
	Issued, subscribed and paid-up capital 12,000 equity shares of ₹ 10 each		
	Less: Calls in arrear	1,20,000	
	(₹ 3 per share on 3,000 shares)	9,000	1,11,000
	(b) Reserves and surplus		
	Surplus as per last balance sheet (loss)	(22,000)	
	Add: profit for the year	1,200	(20,800)
	(2) Current liabilities		
	(a) Trade payables		15,425
	(b) Other current liabilities (provision for taxes)		4,000
	TOTAL		1,09,625
II.	ASSETS		
	(1) Non-current Assets		
	(a) Fixed assets		
	(i) Tangible assets		
	Land and building		20,500
	Machinery		50,850
	(ii) Intangible assets		
	Goodwill		10,000

(2) Current Assets		
	(a) Inventories	10,275
	(b) Trade receivables	15,000
	(c) Cash and cash equivalents	1,500
	(d) Other current assets (preliminary expenses)	1,500
	TOTAL	1,09,625

The directors have found that the valuation of the machinery was overvalued by ₹ 10,000. It is proposed to write down these assets to its true value and to extinguish the deficiency in the statement of profit and loss and to write-off goodwill and preliminary expenses by adoption of the following schemes:

(i) Forfeit the shares on which the calls are outstanding
(ii) Reduce the paid-up capital by ₹ 3 per share
(iii) Re-issue of forfeited shares at ₹ 5 per share
(iv) Utilise the provision for taxes, if necessary

The shares on which the calls were in arrear were duly forfeited and re-issued as fully paid-up shares of ₹ 7 each on payment of ₹ 5 per share.

You are required to pass necessary journal entries. **(5 marks)**

Answer:

Journal Entry

Date	Particulars	Amount ₹	Amount ₹
1.	Equity Share Capital A/c Dr.	30,000	
	To Calls in arrears A/c		9,000
	To Share Forfeiture A/c		21,000
	(Being forfeiture of 3,000 equity shares of ₹ 10 each for nonpayment of call at ₹ 3 per share as per board resolution dated...)		

2.	Equity Share Capital A/c Dr. To Equity Share Capital A/c To Reconstruction A/c (Allotment of 9,000 fully paid equity of ₹ 7 each in lieu of 9,000 fully paid shares of ₹ 10 each as per scheme of reconstruction dated......)	90,000	 63,000 27,000
3.	Bank A/c Dr. Share Forfeiture A/c Dr. To Equity Share Capital A/c (Re-issue of 3,000 equity shares of ₹ 7 each as fully paid up @ ₹ 5 per share)	15,000 6,000	 21,000
4.	Share Forfeiture A/c Dr. To Reconstruction A/c (Transfer of balance of forfeited shares)	15,000	 15,000
5.	Provision for Taxation A/c Dr. To Reconstruction A/c (Transfer of Provision for taxes to the extent necessary)	300	 300
6.	Reconstruction A/c Dr. To Goodwill A/c To Machinery A/c To Preliminary Expenses A/c To Profit and Loss A/c (Transfer of balances as per Reconstruction scheme)	42,300	 10,000 10,000 1,500 20,800

2015 - Dec [1] (d) Fitness Ltd. is planning to raise funds by making rights issue of equity shares to part finance its expansion. The existing equity share capital of the company is ₹ 40 lakh and the market value is ₹ 45 per share. The company offered to its shareholders the right to buy 2 shares at ₹ 12 each for every 5 shares held. You are required to calculate –

(i) Theoretical market price per share after the rights issue;
(ii) The value of rights; and
(iii) Percentage increase in share capital. **(5 marks)**

(e) A company has its share capital dividend into shares of ₹ 10 each. On 1st April, 2014, it granted 5,000 shares as employees stock options at ₹ 40 per share, when the market price was ₹ 130 per share. The options were to be exercised between 16th December, 2014 and 15th March, 2015. The employees exercised their options for 4,500 shares only; the remaining options lapsed. The company closes its books on 31st March every year. Show journal entries in the books of the company. **(5 marks)**

Answer:

(d) (i) Calculation of Theoretical Market Price per Share after the Right Issue:

$$\text{Theoretical Market Price} = \frac{\text{No. of Shares before Right Issue} \times \text{Market Price} + \text{No. of Shares Issued as Right Issue} \times \text{Right Issue Price}}{\text{No. of Shares outstanding before Right Issue} + \text{No. of Shares Issued as Right Issue}}$$

$$= \frac{400000 \times 45 + 160000 \times 12}{400000 + 160000}$$

$$= \frac{18000000 + 1920000}{560000}$$

$$= \frac{19920000}{560000} = ₹\ 35.57$$

(ii) The Value of Rights = Market Price - Theoretical Market Price

= 45 – 35.57 = 9.43

(iii) Percentage increase in Share Capital:

$$= \frac{\text{No. of fresh Shares Issued}}{\text{Total no. of Shares before Right Issue}} \times 100$$

$$= \frac{160000}{400000} \times 100 = 40\%$$

Working Notes:

1. No. of Shares Outstanding at Beginning

   $= \frac{4000000}{10} = 400000$ Shares

2. No. of Shares Issued as Right Issue

   $= 400000 \times \frac{2}{5} = 160000$ Shares.

(e) Journal Entries

Date	Particulars		Amount in ₹ (Dr.)	Amount in ₹ (Cr.)
April 01, 2014	Employee Compensation Expenses A/c	Dr.	4,50,000	
	To Employee Stock Options Outstanding A/c			4,50,000
	(Being grant of 5000 stock options to employees at ₹ 40 when market price is ₹ 130)			
December 16, 2014	Bank A/c (4,500 × 40)	Dr.	1,80,000	
	Employee Stock options Outstanding A/c (4,500 × 90)	Dr.	4,05,000	
	To Equity share capital A/c (4500 × 10)			45,000
	To Securities premium A/c (4500 × 120)			5,40,000
	(Being allotment to employees of 4500 equity shares of ₹ each at a premium of ₹ 120 per share in exercise of stock options by employees)			
March 16, 2015	Employee stock option outstanding A/c	Dr.	45,000	
	To Employee Compensation Expenses A/c			45,000
	(Being entry for lapse of stock options for 500 shares)			
March 31, 2015	Profit & loss a/c	Dr.	4,05,000	
	To Employee Compensation expenses A/c			4,05,000
	(Being transfer of employee compensation expenses to profit and loss account)			

2015 - Dec [2A] (Or) (iii) Excel Ltd. issued 1,00,000 equity shares and the entire issue was underwritten as follows:

Underwriter - X – 50%
Underwriter - Y – 30%
Underwriter - Z – 20%

Applications were received for 90,000 shares. Out of these, applications for 20,000 shares were marked with X; 10,000 marked with Y and 5,000 marked with Z. The remaining applications for 55,000 shares did not bear any stamp. Determine the liability of each underwriter in relation to above. **(5 marks)**

Answer:

Determination of Liability of Underwriters

Particulars	Total	Underwriters		
		X	Y	Z
Gross Liability	100%	50%	30%	20%
” ”	1,00,000	50,000	30,000	20,000
Less: Marked Applications	35,000	20,000	10,000	5,000
Balance	65,000	30,000	20,000	15,000
Less: Unmarked Applications (in the Ratio of G.L. 5:3:2)	55,000	27,500	16,500	11,000
Net Liability	10,000	2,500	3,500	4,000

2016 - June [1] (e) Following is the extract of balance sheet of Sunrise Ltd. as on 31st March, 2015:

	₹
Issued and subscribed capital:	
40,000, 10% Preference shares of ₹ 10 each fully paid	4,00,000
1,80,000 Equity shares of ₹ 10 each, ₹ 7.50 paid-up	13,50,000
Reserves and surplus:	
Capital reserve	1,60,000
General reserve	2,00,000
Securities premium	40,000
Surplus	3,20,000

The company made the final call of ₹ 2.50 per share from equity shareholders and duly received it. Thereafter, it was decided to capitalise its reserves by issuing bonus shares at the rate of 1 share for every 3 shares held. Capital reserve includes ₹ 80,000 being profit on exchange of machinery.

Pass journal entries with necessary assumptions. **(5 marks)**

Answer:

Journal Entries in the Books of Sunrise Ltd.

Sr. No.	Particulars	Amount Dr. ₹	Amount Cr. ₹
1.	Equity Share Final Call A/c Dr. To Equity Share Capital A/c (Being final call made on 180000 equity shares of ₹ 2.50 each)	4,50,000	 4,50,000
2.	Bank A/c Dr. To Equity Share Final Call A/c (Being final call money received)	4,50,000	 4,50,000
3.	Capital Reserve A/c Dr. Securities Premium A/c General Reserve A/c Profit & Loss A/c To Bonus to Equity Shareholders A/c (Being utilizations of reserves and profit & loss balance for issue of bonus share in the ratio of 1 : 3)	80,000 40,000 2,00,000 2,80,000	 6,00,000
4.	Bonus to Equity Shareholders A/c Dr. To Equity Shareholder A/c (Being issue of bonus share)	6,00,000	 6,00,000

2016 - June [3] (a) Extract of ledger balances of Kalpana Ltd. as on 31st March, 2015 includes the following:

	₹
2,000, 12% Preference shares of ₹ 100 each, fully paid	2,00,000
Surplus	40,000
Securities premium	12,000

Under the terms of issue, the preference shares are redeemable on 31st March, 2015 at a premium of 10%. The directors desire to make a minimum fresh issue of equity shares of ₹ 10 each at a premium of 5% for redemption purpose.

You are required to ascertain the amount of fresh issue to be made and pass necessary journal entries in the books of the company. **(5 marks)**

Answer:

Calculation of no. of shares to be issued on Redemption of Preference Shares:

Face value of preference shares to be redeemed			2,00,000
Add: Premium on Redemption			20,000
			2,20,000
Less: (i)	Balance in Securities Premium A/c	12,000	
(ii)	Balance in Profit & Loss A/c	40,000	52,000
	Amount of fresh issue		1,68,000

No. of shares required to be issued $= \dfrac{\textbf{Amount of fresh issue}}{\textbf{fresh issue price}}$

$= \dfrac{\mathbf{1,68,000}}{\mathbf{10.50}}$ = 16000 shares

Equity share capital	= 16000 × 10	= 1,60,000
Securities premium	= 16000 × 0.50	= 8,000
	Total	**1,68,000**

Journal Entries
(In the books of Kalpana Ltd.)

	Particulars	Amount Dr. ₹	Amount Cr. ₹
2015 Mar, 31	Bank A/c Dr. To Equity Share Capital A/c To Securities Premium A/c (Being 16000 equity shares of ₹ 10 each issued at a premium of 5%)	1,68,000	 1,60,000 8,000
"	Securities Premium A/c Dr. To Premium on Redemption of Preference Shares A/c (Being premium on redemption of preference shares provided)	20,000	 20,000
"	Profit & Loss A/c Dr. To Capital Redemption Reserve A/c (Being amount transferred to capital Redemption Reserve A/c not covered by fresh issue)	40,000	 40,000
"	12% Redeemable Preference Share Capital A/c Dr. Premium on Redemption of Pref. Shares A/c Dr. To Preference Shareholders A/c (Being amount due to Preference Shareholders on redemption of 12% Preference shares)	2,00,000 20,000	 2,20,000
"	Pref. Shareholders A/c Dr. To Bank A/c (Being payment made to Preference Shareholders)	2,20,000	 2,20,000

2016 - Dec [1] (b) On 1st January, 2016, Tulip Ltd. offered 100 shares of ₹ 10 each to each of its 500 employees at ₹ 30 per share. The employees were given time up to 31st March, 2016 to accept the offer. The shares issued under ESOP shall be subject to lock-in-period of two years from the grant date. Other details provided are as under:

(i) The market price of shares of the company on the grant date is ₹ 50 per share.

(ii) Due to post vesting restriction on transfer of shares, the fair market value of shares is estimated at ₹ 40 per share.

(iii) On 31st March, 2016, 400 employees accepted the offer and paid ₹ 30 per share.

You are required to pass necessary journal entries to record the allotment of shares in the books of the company. **(5 marks)**

Answer:

Journal Entries in the books of Tulip Ltd.

Date	Particulars	Dr. (₹)	Cr. (₹)
31.03.2016	Bank A/c Dr. Employee Compensation Expense A/c Dr. To Share Capital A/c To Security Premium A/c (Being offer accepted for 40,000 shares @ 30 per share and difference as premium)	12,00,000 4,00,000	 4,00,000 12,00,000

Working Note:

(i) No. of Shares allotted: 400 × 100 = 40,000 shares

(ii) Option allotment price: ₹ 30 per share; Cash Received/Bank credited = 40,000 × 30 = ₹ 12,00,000

(iii) Discount offered: Fair value – Offered value = 40 – 30 = ₹ 10 per share

(iv) Expenses to be recognised: 40,000 × 10 = ₹ 4,00,000
(Discount offered per share × No. of shares)

(v) Security Premium = (Amount received + Employees Compensation) – Face value of Issue
= (12,00,000 + 4,00,000) –4,00,000 = 12,00,000

2016 - Dec [2A] (Or) (iii) Lily Ltd., having sufficient balance to the credit of general reserve and ₹ 1,00,000 balance in securities premium account, decides to:

– Redeem 5,000, 10% redeemable preference shares of ₹ 100 each fully paid-up at a premium of 5%; and

– Capital redemption reserve arising as a result of redemption be utilised in allotting the un-issued shares of the company as fully paid equity shares of ₹ 10 each by way of bonus to its members.

Show journal entries for redemption of preference shares and issue of bonus shares. **(5 marks)**

Answer:

Journal entries in the books of Lily Ltd.

	Particulars		Dr. (₹)	Cr. (₹)
(i)	10% Redeemable Preference Share Capital A/c	Dr.	5,00,000	
	Premium on redemption A/c	Dr.	25,000	
	To Preference Shareholders			5,25,000
	(Amount due to redeemable preference share holders on redemption at 5% premium)			
(ii)	Security Premium A/c	Dr.	25,000	
	To Premium on redemption A/c			25,000
	(Premium on redemption provided)			
(iii)	General Reserve A/c	Dr.	5,00,000	
	To Capital Redemption Reserve A/c			5,00,000
	(Amount of redemption transferred)			
(iv)	Preference Shareholders A/c	Dr.	5,25,000	
	To Bank			5,25,000
	(Amount paid to preference shareholders)			
(v)	Capital Redemption Reserve A/c	Dr.	5,00,000	
	To Equity Shareholders			5,00,000
	(Issue of 50,000 equity shares as fully paid up bonus shares to existing equity shareholders)			

2016 - Dec [3] (a) Metal Ltd. issued 1,25,000 shares of ₹ 10 each to public. The issue was underwritten by Gold, Silver, Bronze and Copper as under: Gold 30%, Silver 25%, Bronze 25% and Copper 20%.

The issue was firm underwritten by the underwriters as under:

Gold: 4,000 shares; Silver : 6,000 shares; Bronze : Nil; Copper : 15,000 shares.

Public subscription excluding firm underwriting but including marked applications were 90,000 shares. The applications were marked as under:

Gold	:	24,000 shares
Silver	:	20,000 shares
Bronze	:	12,000 shares
Copper	:	24,000 shares

Ascertain the liability of each underwriter, assuming firm underwriting shares be treated as un-marked applications. **(5 marks)**

Answer:

Statement of Underwriters Liability (shares)

Particulars	**Gold**	**Silver**	**Bronze**	**Copper**	**Total**
Gross Liability	37,500	31,250	31,250	25,000	1,25,000
Less: Marked Application	24,000	20,000	12,000	24,000	80,000
	13,500	11,250	19,250	1,000	45,000
Less: Unmarked Application (6:5:5:4)	10,500	8,750	8,750	7,000	35,000
	3,000	2,500	10,500	(6,000)	10,000
Credit of Copper's over subscription to Gold Silver and Bronze in 6:5:5	2,250	1,875	1,875	+6,000	–
Net liability	750	625	8,625	–	10,000
Add: Firm underwriting	4,000	6,000	–	15,000	25,000
Total liability	4,750	6,625	8,625	15,000	35,000

2017 - June [1] (c) Balance Sheet as on March 31, 2016 of M/s Rajvansh Ltd.:

		Note No.	₹
I	**EQUITY & LIABILITIES**		
	(1) Shareholder's Fund		
	(a) Share Capital	1	2,99,500
	(b) Reserves & Surpluses	2	48,000
	(2) Current Liabilities	3	1,72,500
	TOTAL		5,20,000
	(2) **ASSETS**		
	(1) Non-Current Assets		3,00,000
	(2) Current Assets (including Bank Balance of ₹ 1,00,000)		2,20,000
	TOTAL		5,20,000

Note 1: Share Capital:

2,000 Equity Shares of ₹ 100 each		2,00,000
1,000 9% Redeemable Preference Shares of ₹ 100 each	1,00,000	
Less: Calls in Arrears ₹ 20 per share	500	99,500
Total		2,99,500

Note 2: Reserves & Surpluses:

General Reserve	30,000
Securities Premium	18,000
Total	48,000

Note 3: Current Liabilities:

Suppliers	1,22,500
Bills Payable	50,000
Total	1,72,500

The Directors forfeited the Preference Shares for non-payment of calls after giving notice to the shareholders and thereafter redeemed the Preference Shares at a premium of 10%. For the purpose, the company made a fresh issue of Equity Shares of ₹ 100 each at a premium of 5% for such amount as was necessary, after taking into account the utilisation of available sources to the maximum extent. All the shares were subscribed and money received in full.

Pass necessary Journal entries for the above transactions. **(5 marks)**

Answer:

In the Books of M/s Rajvansh Ltd.
Journal Entries

	Particulars		Amount (Dr.)	Amount (Cr.)
(a)	9% Redeemable Preference Shares A/c	Dr.	2,500	
	To Calls in Arrears			500
	To Share Forfeiture A/c			2,000
	(Being shares forfeited)			
(b)	Shares Forfeiture A/c	Dr.	2,000	
	To Capital Reserve			2,000
	(Being balance of Share Forfeiture account transferred to Capital Reserve)			
(c)	9% Preference Share Capital A/c	Dr.	97,500	
	Premium on Redemption of 9% Preference shares A/c	Dr.	9,750	
	To 9% Preference Shareholders' A/c			1,07,250
	(Being claim of 9% Preference Shareholders due)			
(d)	Bank A/c	Dr.	70,875	
	To Equity Share Capital			67,500
	To Securities Premium A/c			3,375
	(Being fresh issue done for redemption)			

(e)	General Reserve A/c	Dr.	30,000	
	To Capital Redemption Reserve			30,000
	(Being Capital Redemption Reserve Created)			
(f)	Securities Premium A/c	Dr.	9,750	
	To Premium on Redemption of Preference shares A/c			9,750
	(Being premium on redemption written off)			
(g)	9% Preference Shareholders' A/c	Dr.	1,07,250	
	To Bank			1,07,250
	(Being payment made to preference shareholders)			

Working Notes:

1. Number of shares forfeited: 500/20 = 25 shares
2. Amount due on these shares = 25 × 100 = 2,500
   Amount received by company i.e. forfeited by company = 25 × 80 = 2,000
   Amount not received by company i.e., Calls in Arrears = 25 × 20 = 500
3. **Requirement of Fresh Issues:**
   Face Value of Preference Shares to be Redeemed = Capital Redemption Reserve + Proceeds of Fresh Issue
   97,500 (975 × 100) = 30,000 (General Reserve) + 67,500 (Balancing Figure)
4. Premium on Redemption of 9% Preference Shares = 97,500 × 10% = 9,750

2017 - June [1] (e) M Limited issued 30,00,000 equity shares of ₹ 10 each at par. Out of these 12,00,000 shares were issued to the promoters and the balance offered to the public were underwritten by three Underwriters A, B and C in the Ratio of 2 : 3 : 4 with a firm underwriting of 60,000, 50,000 and 70,000 shares respectively. Total subscription received 15,38,000 shares including marked applications and excluding the firm underwriting. Marked applications were as followed:

A 3,00,000
B 3,50,000
C 5,00,000

Unmarked and surplus applications are to be distributed in the gross liability ratio. Ascertain the liability of each Underwriter. **(5 marks)**

Answer:

Calculation of Liability of Underwriters

(In shares)

Particulars	A	B	C	Total
Gross Liability	4,00,000	6,00,000	8,00,000	18,00,000
Less: Firm underwriting	(60,000)	(50,000)	(70,000)	1,80,000
	3,40,000	5,50,000	7,30,000	16,20,000
Less: Market Application received	(3,00,000)	(3,50,000)	(5,00,000)	(11,50,000)
	40,000	2,00,000	2,30,000	4,70,000
Less: Unmarked Applications (in gross liability ratio 2:3:4)	(86,222)	(1,29,333)	(1,72,445)	(3,88,000)
Balance	(46,222)	70,667	57,555	82,000
Excess of A distributed among B & C in the ratio 3:4	—	(19,809)	(26,413)	
Net Liability other than firm underwriting	—	50,858	31,142	82,000
Add: Firm underwriting	60,000	50,000	70,000	1,80,000
Total liability of underwriter including firm underwriting	60,000	1,00,858	1,01,142	2,62,000
Total liability in Amount @₹ 10 each	6,00,000	10,08,580	10,11,420	26,20,000

2017 - June [2] (b) A Ltd. forfeited 360 shares of ₹ 10 each, ₹ 8 called-up, issued at a premium of ₹ 2 per share to Sanjay for non-payment of allotment money of ₹ 5 per share (including premium). Out of these, 320 shares were re-issued to Amit ₹ 8 called up for ₹ 10 per share fully paid up. Pass necessary journal entries. **(3 marks)**

Answer:

Journal Entries Forfeiture

Equity Share Capital A/c (360 × 8)	Dr.	2,880	
Security Premium A/c (360 × 2)	Dr.	720	
To Share Forfeiture A/c (360 × 5)			1,800
To Equity Share Allotment A/c (360 × 5)			1,800
(Being 360 shares forfeited)			

⇒ **Re issue**

• Bank A/c (320 × 8)	Dr.	2,560	
Share Forfeiture A/c (320 × 2)	Dr.	640	
To Equity Share capital A/c (320 × 10)			3,200
(Being 320 share re-issued as full paid up for 8 per share)			
• Share Forfeiture A/c	Dr.	960	
To Capital Reserve A/c			960
(Being transfer of net gain on Re-issue of 320 forfeited share to capital reverse)			

i.e. $\left(\frac{1,800}{360} \times 320 - 640\right) = 960$

2017 - June [2A] (Or) (ii) Delhi Chemicals Ltd. was registered with an authorised capital of ₹ 15,00,000; consisting of 1,50,000 Equity shares of ₹ 10 each. The company issued a prospectus inviting applications for 60,000 shares at a premium of ₹ 2 per share, payable as under:

On application	– ₹ 2
On allotment	– ₹ 5 (including Premium)
On first & final call	– ₹ 5

Applications were received for 80,000 shares. Letters of regret were sent with the refund orders to the applicants of 12,000 shares. Pro rata allotment was made on the balance. Excess money received on applications were utilised towards the allotment money.

Pass the necessary entries in the Journal of the company and also prepare the required note of 'Share Capital' in accordance with the provisions of Schedule -III of Companies Act, 2013. **(5 marks)**

Answer:

In the Books of Delhi Chemicals Ltd.
Journal Entries

Particulars		Amount (Dr.)	Amount (Cr.)
Bank A/c	Dr.	1,60,000	
To Share Application A/c			1,60,000
(Being receipt of application money on 80,000 shares @ ₹ 2 per share)			

Share Application A/c Dr.	1,60,000	
To Share Capital A/c		1,20,000
To Share Allotment A/c		16,000
To Bank A/c		24,000
(Being application money on 60,000 shares @ ₹ 2 each transferred to Share Capital A/c, surplus application money of 60,000 shares transferred to Share Allotment A/c and application money of 12,000 shares refunded to the unsuccessful applicants)		
Share Allotment A/c Dr.	3,00,000	
To Share Capital A/c		1,80,000
To Securities Premium A/c		1,20,000
(Being Share allotment money due on 60,000 shares @ ₹ 5 (including premium of ₹ 2 per share)		
Bank A/c Dr.	2,84,000	
To Share Allotment A/c		2,84,000
(Being balance of share allotment money received)		
Share First & Final Call A/c Dr.	3,00,000	
To Share Capital A/c		3,00,000
(Being first & final call due on 60,000 shares @ ₹ 5 per share)		
Bank A/c Dr.	3,00,000	
To Share First & Final Call A/c		3,00,000
(Being call money received on shares)		

Notes **(in ₹)**

1.	**Share Capital**		
	Authorized Share Capital		15,00,000
	Issued, Subscribed, called up and paid-up share capital (60,000 equity shares of ₹ 10 each fully paid up)		6,00,000
2.	**Reserves and Surplus**		
	Securities Premium		1,20,000

2017 - Dec [2] (c) Vanities Ltd. has an issue 1,000, 12% Redeemable Preference Shares of ₹ 100 each, repayable at a premium of 10%. These shares are to be redeemed out of the accumulated reserves, which are more than the necessary sum required for redemption. Show the necessary entries in the books of the company, assuming that the premium on redemption of shares has to be written off against the company's Securities Premium Reserves. **(3 marks)**

Answer:

Journal Entries in the Books of Vanities Limited

Date	Particulars	L.F.	Amount (Dr.)	Amount (Cr.)
–	General Reserve A/c Dr.		1,00,000	
	To Capital Redemption Reserve A/c			1,00,000
	(Being transfer of reserve to capital redemption reserve account on redemption of redeemable preference shares.)			
–	12% Redeemable Preference Share Capital A/c Dr.		1,00,000	
	Premium on redemption of preference share A/c Dr.		10,000	
	To 12% Preference Shareholders A/c			1,10,000
	(Being amount payable to 12% preference shareholders on redemption of 12% preference shares at premium of 10%)			
–	Securities Premium Reserve A/c Dr.		10,000	
	To Premium on redemption of preference shares A/c			10,000

	(Being application of securities premium account write off on premium on redemption of preference share)			
–	12% Preference Shareholders A/c Dr.		1,10,000	
	To Bank A/c			1,10,000
	(Being amount due to 12% preference shareholder on redemption paid)			

2018 - June [2] (c) Mithu Ltd. forfeited 1,000 equity shares of ₹ 10 each, which were originally issued at a premium of 20 percent to Guna. On these shares ₹ 9 per share called up (other than premium). Guna failed to pay allotment money ₹ 5 (including premium) and also the first call of ₹ 2 per share. Out of these forfeited shares 700 shares were re-issued to Naku as fully paid-up for ₹ 8 per share. Give journal entries for forfeiture and re-issue of shares. **(3 marks)**

2018 - June [3] (a) Chandu Ltd. has issued 1,00,000 redeemable preference shares of ₹ 100 each, on which fully amount was called, are due for redemption at a premium of 20 percent. The following balances are appearing in the books of the company :

	₹
9% Redeemable Preference Shares of ₹ 100 each	1,00,00,000
Calls-in-Arrears (on above Red. Preference Shares)	2,00,000
General Reserve	60,00,000
Securities Premium	18,00,000
Development Rebate Reserve	40,00,000

It is ascertained that calls-in-arrears are on account of final call on 10,000 shares held by four members whose whereabout could not be known. ₹ 10,00,000 of the Development Rebate Reserve is free for distribution as dividend. Balance of General Reserve and Securities Premium are to be utilised for the purpose of redemption and the shortfall, if any, is to be made good by issue of equity shares of ₹ 10 each at 25% premium. The redemption of preference shares was duly carried out.

You are required to give the necessary journal entries in the books of the company. **(5 marks)**

Repeatedly Asked Questions		
No.	**Question**	**Frequency**
1	Write short note on 'buy-back of shares'. 12 - June [2] (c), 13 - June [2] (c)	2 Times
2	State the purposes for which balance in securities premium account can be utilised. 13 - Dec [1] (a), 15 - June [1] (d), 16 - June [2] (d)	3 Times
3	State the conditions to be fulfilled for issue of bonus shares by a company. 13 - Dec [2] (a) (i), 16 - Dec [1] (c)	2 Times
4	Differentiate between "Bonus Issue" and "Right Issue" to existing shareholders? 11 - June [2] (a) (i), 18 - June [1] (c)	2 Times