



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject : 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained : 49.5

Number of Answer Books used : Main + 2 additional sheets

Date Seal

05 MAY 2024

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620536



Paper Code

K
L
B
1

A B C D E F G H I J K L M N O P Q R S T U V W X Y Z
A B C D E F G H I J K L M N O P Q R S T U V W X Y Z
A B C D E F G H I J K L M N O P Q R S T U V W X Y Z

MCQ Booklet Serial No.

3307938

Paper No.
(See Reverse)

2

Level of Exam → Intermediate

Intermediate

Final

Stream → New

Old

New

Answers

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1 1 1 1 1 1 1
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1	B C D	11	A B D	21	A B C D
2	A C D	12	A B C	22	A B C D
3	A C D	13	A C D	23	A B C D
4	A C D	14	B C D	24	A B C D
5	A B C D	15	A C D	25	A B C D
6	B C D	16	A B C D	26	A B C D
7	A C D	17	A B C D	27	A B C D
8	A C D	18	A B C D	28	A B C D
9	A C D	19	A B C D	29	A B C D
10	B C D	20	A B C D	30	A B C D



The Institute of Chartered Accountants of India

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5	5	5	5	5	5	5	5	5	5
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INSTRUCTIONS TO THE CANDIDATE FOR FILLING THE MCQ ANSWER FIELDS

1. Candidate is required to Darken the appropriate Circle.
2. Candidate must fill in the correct MCQ Booklet Serial No. as printed on your question booklet which will be taken as final for evaluation.
3. If candidate fills in this information wrongly, Institute will not take any responsibility for rectifying the mistake.
4. Candidate must Darken the complete circle.
5. If you want to change your Answer, erase the all darkened circle completely and make a fresh mark.
6. Please do NOT make any stray marks on the OMR cover page.
7. Rough work must NOT be done on the OMR cover page.
8. Mark your answer only in the appropriate space against the number corresponding to the question.

How to mark answers			
CORRECT METHOD		WRONG METHOD	
(A)	●	(C)	⊗
(D)	●	(B)	⊗

Q. No.		To be ticked (✓) by the candidate against the Questions answered Descriptive Type	LIST OF EXAM, PAPER NO. AND PAPER NAME (TO BE REFERRED TO FOR FILLING ON THE REVERSE SIDE)		
			EXAM	PAPER NO.	PAPER NAME
			Intermediate (IPC) - Old course		
1			Intermediate (IPC) - (OLD COURSE)	2	BUSINESS LAWS, ETHICS AND COMMUNICATION
2			Intermediate (IPC) - (OLD COURSE)	4	TAXATION
			Intermediate (IPC) - (OLD COURSE)	6	AUDITING AND ASSURANCE
3			Intermediate (IPC) - (OLD COURSE)	7	INFORMATION TECHNOLOGY AND STRATEGIC MANAGEMENT
4			Intermediate - New		
5			Intermediate - (NEW COURSE)	2	CORPORATE AND OTHER LAWS
6			Intermediate - (NEW COURSE)	4	TAXATION
			Intermediate - (NEW COURSE)	6	AUDITING AND ASSURANCE
7			Intermediate - (NEW COURSE)	7	ENTERPRISE INFORMATION SYSTEMS AND STRATEGIC MANAGEMENT
8			Final - Old		
			FINAL - (OLD COURSE)	3	ADVANCED AUDITING AND PROFESSIONAL ETHICS
9			FINAL - (OLD COURSE)	4	CORPORATE AND ALLIED LAWS
			FINAL - (OLD COURSE)	6	INFORMATION SYSTEMS CONTROL AND AUDIT
10			FINAL - (OLD COURSE)	7	DIRECT TAX LAWS
11			FINAL - (OLD COURSE)	8	INDIRECT TAX LAWS
12			Final - NEW		
13			FINAL - (NEW COURSE)	3	ADVANCED AUDITING AND PROFESSIONAL ETHICS
			FINAL - (NEW COURSE)	4	CORPORATE AND ECONOMIC LAWS
14			FINAL - (NEW COURSE)	7	DIRECT TAX LAWS AND INTERNATIONAL TAXATION
Total			FINAL - (NEW COURSE)	8	INDIRECT TAX LAWS



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

3



Answer to Question 1(a)

As per Section 48 of the Companies Act, 2013, a company may vary the rights attached to any class of share if consent of not less than three-fourth of the shareholders ~~in~~ ^{in writing} has been received in writing or a special resolution is passed at a separate class meeting provided:-

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1aStep1

There must exist a provision for such variation in memorandum or articles of company, or

b) in absence of provision in memorandum and articles, the terms of issue of such share must not prohibit such a variation.

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1aStep2

If variation in right attached to a class of share affects the right of other class of share, then consent of three-fourth of shareholders of that class must be obtained in writing.

Further, if shareholders holding not less than one-tenth of share who have not consented or ^{not} given vote in favour of resolution, may apply to Tribunal and such variation shall not take effect till the order of Tribunal.



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
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4



On applying the above stated provision in this case,

- i) MNO Limited can change the rights of shareholders as articles and memorandum gives the power of variation and consent of 40,000. 4 1a R 40,000 equity shares have been received out of 50,000 [$\frac{4}{5}$ th which is more than $\frac{3}{4}$ th]

However, consent of shareholders of Class-1 shall also be received if such variation affects their right

- ii) Holders of 4,500 equity shares cannot apply to the tribunal as in case of dissenting shareholder, at least $\frac{1}{10}$ th i.e. 5,000, of the shareholders can apply to the Tribunal. 1 1aStep3 R



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

5



Answer to Question 1(b)

As per Section 128 of the Companies Act, 2013, every company is required to maintain books of accounts for each year on accrual basis and according to double entry system of accounting at the registered office of company.

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1bStep1 the above condition shall be deemed to be satisfied in case of branch, where

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1bStep2

a) proper books of account relating to that branch is kept at the branch office, and

b) proper summarized return are sent by branch office on periodical basis to the registered office or any other place.

In this case, assistant of audit team, Mr. Naveen objects that books of account of branch being maintained at branch and not at registered office constitutes a default, and the London Branch shall send summarised return on monthly basis instead of quarterly basis.

As per the facts and provision, both the contention of Mr. Naveen are wrong because :-



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

6



a) A branch office is allowed to maintain books of accounts at branch instead of registered office provided that summarised returns are sent.

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1bStep3

b) There is no provision in the Companies Act, 2013, that requires the branch to send summarised return on monthly basis.

Hence, both the objections of Mr. Naveen are invalid as per law.

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1bStep4

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1b



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

Answer to Question 1(c)

As per the provisions of the Foreign Exchange Management Act, 1999, person resident in India means:

a) a person who has stayed more than 182 days in the course of preceeding financial year but does not include:

i) a person who has gone out of India or stays outside India, in either cases,

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1cStep1

- or on taking up employment outside India, or
- for carrying out outside India a business or vacation outside India, or
- for any other purpose, in such circumstances as it would indicate his intention to stay outside India for uncertain period.

ii) a person who comes to India or stays in India, for any purpose otherwise than

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1cStep2

- for or on taking up employment in India
- for purpose of carrying out in India a business or vacation in India.
- for any other purpose, in such circumstances as it would indicate his intention to stay in India



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject : 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained : 49.5

for an uncertain period.

In this case,

On applying the provisions in the given case,

i) Mr. L shall be person resident outside India as he left India for employment in Paris and came to India for only 10 days

ii) If Mr. L arrives in India on 30.04.2024 for employment in Indian company, then he shall be ^{person} resident in India because he came for employment and has also stayed more than 182 days in the preceding financial year.

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1cStep3

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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

9



Answer to Question 2(a)

i) As per Section 42 of the Companies Act, 2013, a company making private placement offer shall be required to pass a special resolution for the purpose.

Further, a private placement offer can be made to person not more than 200 ~~Rs~~ in a financial year for each kind of security.

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2aStep1

Following person shall not be included in the limit of 200, i.e.-

- a) Qualified Institutional Buyer
- b) Employees under Employee Stock Option Plan (ESOP).



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

10

ii) A company shall make the allotment of shares within 60 days from receipt of money and in case of default, company shall be liable to pay interest at the rate of 12% p.a. in case of private placement.

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2aStep2

If this is not the case of private placement, then company shall be liable to pay interest at the rate of 15% p.a. in case of non-allotment of securities within time as may be prescribed.

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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

11



iii) A company shall not utilise the money/funds received under private placement until the shares are allotted within prescribed time and a return in Form-PAS-4 has been filed with the Regis Registrar containing the details of such private placement issue.

Following details shall be contained in the Form PAS-4

- a) the name, address and occupation of the person to whom allotment made
- 1 2a Step 3 b) Price at which share allotted and other matter as may be prescribed.

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2a



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

12



Answer to Question 2(b)

i) In case of joint shareholder, the voting right shall be determined on the basis of seniority of the joint shareholder.

Seniority shall be determined on the basis of the fact that whose name appears first in the register of members.

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2bStep1

In this case, Mr. M and Mr. P who are joint shareholders are of different opinion. Mr. M wants to endorse the resolution while ~~Mr. M~~ Mr. P wants to dissent.

In light of facts and provisions, Mr. M and Mr. P must concur in the voting or if the voting right shall be determined on the basis of seniority.

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2bStep2



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

13



ii) As per the provisions of the Companies Act, 2013, a eligible company may accept the deposits from public.

Eligible Company means a company having net worth of more than 100 crores or turnover of more than 500 crores and

1 R which has obtained the consent by passing a resolution and has filed the resolution with Registrar.

Hence, Okara Limited can accept deposits from the public as it is an eligible company as net worth is 110 crore which is more than 100 crores.

Further, Okara Limited is required to pass a ^sspecial resolution.

4 R 2b

1 R 2bStep4



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

14



Answer to Question 2(c)

i) As per the General Clauses Act, 1897, where the power to appoint is conferred to any person then such person shall ~~be~~ also have the power to remove the person appointed by him or ~~under~~ other person under previous authority.

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1 **2cStep1** In the case, Mr. Sharad appointed two employees Mr. Suresh and Mr. Hemant. Further, he issued dismissal order to both the employees and Mr. Suresh contested such dismissal.

Hence, the contention of Mr. Suresh is wrong as Mr. Sharad having power to appoint shall also have power to remove.

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1 **2cStep2**



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

15



(i) As per the General Clauses Act, 1897,

(ii) In this case, Mr. M issued a cheque of ₹ 3,00,000 dated 31.12.2023 to Mr. N for providing consideration towards medical services, dated 12.12.2023.

Later, Mr. N presented the cheque on 31.03.2024 during banking hours and same was not dishonoured taking plea that it was not presented within 3 months.

On applying the provision of the General Clauses Act, 1897, the plea for dishonouring the cheque is invalid as the 3 months will yet expired on the end of day of 31.03.2024.
1. 2cStep3 months from 31st December will end on 31st March, 2024]

As the cheque, ^{posted} before the end of 31.03.2024, the same should not be dishonoured by taking the plea of late delivery/presentation.
4. 2c

1. 2cStep4



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

11 R 2

Answer to Question 3(a)

As per Section 63 of the Companies Act, 2013, a company may issue bonus shares out of

- a) free reserves
- b) securities premium reserve account
- c) capital redemption reserve.

but shall not be paid out of reserves created from revaluation of assets

The prerequisites for issue of bonus shares are :-

4 R 3aStep1 Articles of company must authorize such issue of bonus share

- A ordinary resolution is required to be passed for issuing bonus shares
- The company must not have defaulted in payment of any statutory dues relating to employees of the company
- The company has not defaulted in repayment of borrowing or loan or payment of interest at the time of issue of bonus share



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

17



- The partly paid share of the company, if any, must be ~~full~~ made fully paid
- Further, as per Rules, a company shall not withdraw any offer of bonus share after declaration of such issue of bonus share

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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

18



Answer to Question 3(b)

i) As per Section 103 of the Companies Act, 2013, a minimum number of members shall be personally present in order to constitute a valid meeting.

Quorum means the minimum number of members required to be personally present.

In case of public company having members more than 1000 but upto 5000, 15 members personally present shall form the quorum, unless the articles of company provide for higher number.

1.5 R 3bStep1

In this case, QL Ltd. is a public company with 1200 members which convened a general meeting on 10.12.2023. 14 members were present in person and Mr. Mohan acting as authorised representative of body corporate who are members of QL Ltd.

1 R 3bStep2

Hence, in light of provision and facts of this case, quorum was present at the meeting held on 10.12.2023 because :-

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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

19



An authorised representative of a company shall exercise all the rights as the member of company in which the appointing company is shareholder.

Further, an authorised representative of more than one company shall be treated as more than one member.

As ^{hence} Mr. Mohan ~~who~~ shall be treated as 2 person & the quorum was present in the meeting as only 15 members are required for quorum

ii) Mr. Rahi, Chairman, adjourned the meeting as Mr. Shyam who is an important member of the company was not present at the meeting.

Conclusion:- Mr. Rahi cannot adjourn the meeting solely because of the reason that one member is not present at the meeting.

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3bStep3

The meeting should be convened as planned as the quorum is also present.

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3b



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

20



Answer to Question 3(c)

As per Interpretation of Statute,

Interpretation is the process used to understand the meaning of the words expressed in the Act. Interpretation is necessary because the making of provision and construction of the provision takes place separately and the Interpretation acts as a bridge between these two.

The difference between interpretation and construction is that when the words are understood by giving them ordinary meaning, it is called Interpretation but where, the words are construed by using any other method going beyond the ordinary meaning, it is meant as Construction.

These two concepts relate to each other as well as they both help in ascertaining the meaning of the words in the Act and help in suppression or continuation of mischief and removal of any absurdity or doubt.

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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

21



Answer to Question 4(a)

As per the provisions of the Companies Act, 2013, a company may by complying with Rule 3 of Companies (Declaration and Payment of Dividend) Rules, 2014, declare dividend out of the accumulated profits of the company.

In the case, the Directors of Long Boots Ltd. has decided to pay dividend of ₹50 Lakhs after 8 years. The current year profit is ₹16 Lakhs and accumulated profits were ₹170 Lakh and total share capital is ₹680 Lakh [170 Lakh] as it is 25% the

accumulated reserve is 25% of the ^{total} paid up share capital.

Hence, amount required from reserve is 34 Lakh [50 Lakh - 16 Lakh]

Analysis and Conclusion :-

Condition 1:- The rate of dividend shall not exceed the average of rate of dividend declared in immediately three preceding financial year

This condition will not be applicable as the dividend declared by company in past is 0.



The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

22



Condition 2 :- The amount withdrawn from reserves shall not exceed 10% of paid up share capital and free reserve.

In this case,

Amount ^{to be} withdrawn from reserve = ₹34 Lakh
10% of Share capital and free reserve = ₹85 Lakh
reserve $[680 + 170] \times \frac{10}{100}$

This condition is also satisfied.

Condition 3 :- The amount withdrawn must be used to set off the losses first.

Condition 4 :- The amount of reserve shall not fall below than 15% of the paid up share capital.

Amount of reserve after = 136 Lakhs
withdrawal $[170 \text{ Lakh} - 34 \text{ Lakh}]$

15% of paid up share capital = 102 Lakhs
 $[680 \text{ L} \times 15\%]$

This condition is also satisfied.



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4aStep3

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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject: 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained: 49.5

23



Hence, all the conditions are met and the company can declare the dividend.

Note :- Accumulated reserves and paid up share capital are called shareholder's funds and the word 'total share capital' is interpreted as paid up share capital.

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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject : 02 Corporate & Other Laws

Total Marks: 70
Marks Obtained : 49.5

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The Institute of Chartered Accountants of India

Code: IN2CL620536
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R
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3
4b



The Institute of Chartered Accountants of India

Code: IN2CL620536
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The Institute of Chartered Accountants of India

Code: IN2CL620536
Subject : 02 Corporate & Other Laws

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Marks Obtained : 49.5

3.5 **R**
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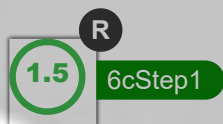
1.5 **R**
6bStep2



The Institute of Chartered Accountants of India

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Code: IN2CL620536
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1 **R**
6cStep2

3.5 **R**
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10.5 **R**
6

1 **R**
6cStep3



The Institute of Chartered Accountants of India

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