

Indicative Model Question Paper
Professional Programme
New Syllabus 2022
Drafting, Pleadings & Appearances

Time allowed: 3 hours

Maximum marks: 100

NOTE: Answer ALL Questions

Part - I

1(a) Zenith mortgages and transfers his property to Jacob with a condition that if he cannot pay Rs. 1 Crore along with interest at 12% per annum within a period of 1 year from 1st April, 2024, the property mortgaged is to be treated as Sale. However, if Zenith will pay the principal amount on or before 31st March, 2025, the sale shall become absolute. What kind of mortgage is suitable in the given situation? Draft an appropriate deed of mortgage for this purpose. Assume other necessary facts.

(5 marks)

(b) Ankush and Agar Upper LLP entered into a Service Contract in which Ankush will provide App development support and other services to the LLP on payment on the basis of a certain criteria. A dispute arose between the parties relating to alleged deficient services by Ankush. At later stage, they agreed for settlement of disputes through Arbitration. However, there was no clause in the above mentioned agreement pertaining to resolution of disputes through Arbitration. Draft:

- (i) An Arbitration Agreement for this purpose.
- (ii) An Agreement of Reference to Sole Arbitrator.

(3+2= Total 5 marks)

(c) HR Head of LHTD Limited intends to recruit 1000 Customer Service Executives in the company. You are the Company Secretary of LHTD Limited. The HR Head has requested you to prepare a specimen agreement for this purpose. The Service Contract is to be signed by the Deputy Manager (HR) on behalf of the Company.

Prepare a Specimen Service Agreement for the Company.

(5 marks)

(d) You are a Company Secretary working with National Stock Exchange of India Ltd. (NSE). A trading member has been expelled by NSE. The chief manager has requested you to prepare a public notice for expulsion of the member and facility of online and offline lodging of the claim. Prepare the public notice. Assume other necessary facts.

(5 marks)

(e) ABC Limited a public limited company has been awarded a tender for supply of telephone instruments by a Statutory Authority. The statutory authority has asked for a Bank Guarantee in case the company is unable to supply the instruments. Prepare a Deed of Bank Guarantee for this purpose. Assume other necessary facts.

(5 marks)

2 (a) You are a Practicing Company Secretary rendering your services across the country. M-DARS LLP has approached you to prepare a notice against Rahesh, a party whose cheque got dishonored for making a demand for the payment of the said amount of money, within fifteen days of the receipt of the said notice. The amount of cheque was Rs. 2,50,00,000/-.

Prepare a draft notice for this purpose. Assume other necessary facts.

(5 marks)

(b) Draft a Board Resolution for approval and adoption of CSR Policy.

(5 marks)

(c) Distinguish between Ordinary Resolution and Special Resolution.

(5 marks)

3(a) Makesh, Ruhal and Kohal intends to incorporate a Limited Liability Partnership(LLP). The proposed object of the LLP is manufacturing and assembling of Computers. Draft a Specimen of LLP Agreement. Assume other necessary facts.

(8 marks)

(b) Ankesh is the holder of 5,000 shares of Techotech Private Limited. Rankesh intends to purchase these shares at a price of Rs. 5,000/- per share. Ankesh has also agreed to sell the shares on this price. The sale of shares is also not restricted by the MOA and AOA of the company. Draft a Share Purchase Agreement between the company, Ankesh and Rakesh. Assume other necessary facts.

(7 marks)

Attempt all parts of either Q. No. 4 or Q. No. 4A

4(a) Distinguish between Simple Mortgage and English Mortgage.

(b) Is Registration of a Power of Attorney Compulsory? Draft a specimen power of attorney for negotiating and selling immovable property. Assume other necessary facts.

(c) Draft a specimen resolution of the members authorizing the company to make Investments, give Loans, Guarantees and provide security under Section 186 of the Companies Act, 2013. Assume other necessary facts.

(5 marks each)

OR (Alternate question to Q. No. 4)

4A(i) All agreements are contracts if they are made in compliance with section 10 of the Indian Contract Act, 1872. Explain the essential conditions as provided under the said provision? If the consent to an agreement is caused by coercion, what is its effect on the agreement as per Indian Contract Act, 1872?

(5 marks)

(ii) Ankesh wants to gift Anil a flat located in Mumbai. Whether this property is required to be registered compulsorily. If yes, where it should be presented for registration? Ankesh and Anil

also does not know the value of the Property and therefore, want to apply to have the opinion of officer relating to the duty payable. Can the parties apply for adjudication of Stamp Duty? Explain with the help of relevant provisions.

(5 marks)

(iii) Distinguish between Document Management and Contract Management.

(5 marks)

Part - II

5(a) XYZ Company Private Limited is in the business of providing rental accommodations on monthly basis to the tenants. Abhilas has taken a premises of the company on rent. It has been noticed by the officers of the company that Abhilas has damaged the property and also not keeping the property in good condition. In this regard, the Legal Head of the organization has requested you to prepare a plaint for Suit for Ejectment in the appropriate Court.

Prepare the plaint. Assume other necessary facts.

(5 marks)

(b) XYZ Ltd. is company incorporated under the provisions of the Companies Act, 2013. The company filed a suit for recovery of Rs. 15 lacs together with interest at the rate of 12% per annum and the cost of the suit, before the District Judge. The learned District Judge dismissed the appellant's suit on the ground that the evidence led by the parties does not establish the claim of the plaintiff. Prepare a Specimen form of Appeal to be filed with the High Court of Delhi. Assume other necessary facts.

(5 marks)

(c) Briefly explain Reference and Revision under the Code of Criminal Procedure, 1973 with the help of relevant provisions.

(5 marks)

Attempt all parts of either Q. No. 6 or Q. No. 6A

6(a) Prepare a specimen Affidavit of Creditor in proof of his debt in Proceeding for the Liquidation of Citrus Arc Private Limited. Assume other necessary facts.

(5 marks)

(b) A scheme involving the transfer of shares of in a company (the transferor company) to another company (the transferee company) has been duly approved by the holders of 95% in value of the shares whose transfer is involved. Draft a notice in Form No. CAA.14 for any dissenting shareholders stating that it desires to acquire his shares.

(5 marks)

(c) SEBI found that the company ZYX Private Limited has violated various regulations of SEBI (LODR) Regulations, 2015. The Board of Directors intends to apply for settlements for this Purpose. However, SEBI issued a notice of summary settlement. The Managing Director (MD) has asked you a Practising Company Secretary, about the matters that are eligible for summary settlement.

Prepare a note for the MD.

(5 marks)

OR (Alternate question to Q. No. 6)

6A(i) The adjudging officer issued a show cause notice to the company for non-compliance of section 135 of Companies Act, 2013. The company replied to the notice by accepting the non-compliance with a request to take lenient view while awarding the penalty. However, maximum amount of penalty was levied by the Adjudicating Officer. Company intends to file an appeal.

Prepare a note for the company:

(A) informing factors the adjudicating officer shall have due regard to.

(B) the provisions relating to appeal against the order of the adjudicating officer and time limit for the appeal.

(5 marks)

6A(ii) XYZ Limited has received a show cause notice from Competition Commission of India(CCI) that Joint Venture Agreement has caused an appreciable adverse effect on competition within the relevant market in India. CCI called upon the company to respond within thirty days of the receipt of the notice. The CEO of XYZ Limited knows a very renowned Company Secretary who a Key Managerial Personnel in ABC Limited. The renowned company secretary was also a Practising Company Secretary before being employed by ABC Limited.

The CFO and Company Secretary of XYZ Limited contends that the renowned company secretary is not eligible to present its case before the Commission.

You as a Practising Company Secretary, advice the company quoting the relevant provisions.

(5 marks)

6A(iii) What are the duties of a Company Secretary as a pleader towards the tribunal before which he/she is representing his/her client?

(5 marks)
