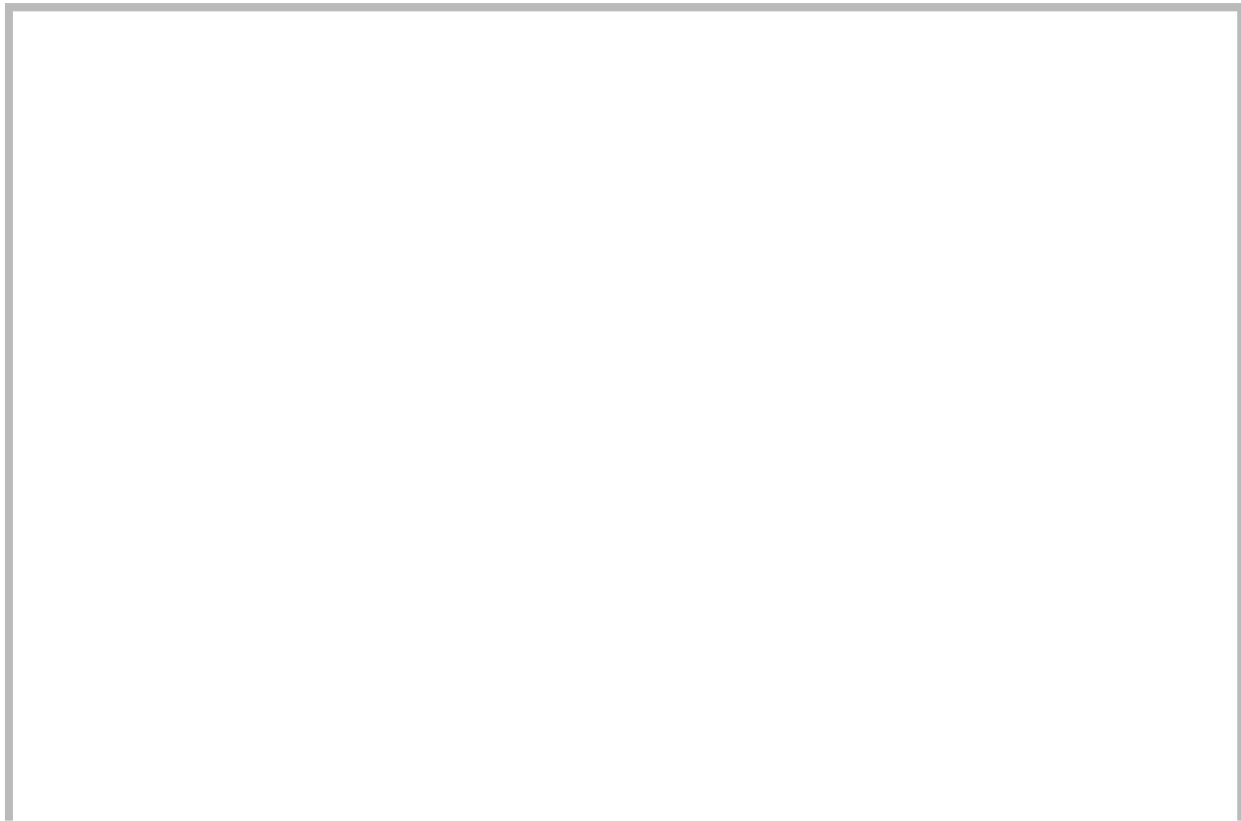


**Roll Number :****Subject : 522 Total Score : 60.00**

Q.No.	Marks	Q.No.	Marks	Q.No.	Marks
1) Q1.a	0.00	11) Q3.a	5.00	21) Q5.b	3.00
2) Q1.b	0.00	12) Q3.b	2.00	22) Q5.c	4.00
3) Q1.c	0.00	13) Q3.c	0.00	23) Q5.d	3.00
4) Q1.d	3.00	14) Q4.a	2.00	24) Q6.a	3.00
5) Q1.e	0.00	15) Q4.A.i	NA	25) Q6.A.i	NA
6) Q2.a	0.00	16) Q4.A.ii	NA	26) Q6.A.ii	NA
7) Q2.b	2.00	17) Q4.A.iii	NA	27) Q6.A.iii	NA
8) Q2.c	3.00	18) Q4.b	4.00	28) Q6.A.iv	NA
9) Q2.d	3.00	19) Q4.c	1.00	29) Q6.b	5.00
10) Q2.e	3.00	20) Q5.a	0.00	30) Q6.c	5.00

Q.No.	Marks	Q.No.	Marks	Q.No.	Marks
31) Q6.d	4.00				

Original Total Marks Awarded on the Answer Book	55.00
Marks rationalized on account of Uniformity/Moderation	5.00
Total Marks as per Marks Sheet	60.00





**IMPORTANT INSTRUCTIONS TO CANDIADATES (Contd.....)**

1. Candidates shall use blue or black ball point pen for writing their answers.
2. Candidate should write his/her Roll Number in words in the allotted space at the top of the cover sheet. The Roll Number should also be written in figures in the box and appropriate circles be darkened of the OMR portion provided on the right hand corner with Blue or Black ball point pen.
3. While signing the Attendance Sheet on each day of examination, the candidate should remove the perforated Roll Number Bar Code Sticker of that particular paper from the Attendance Sheet and affix the same on the box provided on the right hand upper portion of the cover sheet.
4. Candidates are required to fill-up relevant particulars such as Date of Examination, Stage of Examination, Subject, Subject code, Centre Code, Medium of Writing, No. of Supplementary Answer Books used, etc. at the appropriate space on the cover sheet.
5. Candidates shall write their answers in neat and clear handwriting on both sides of all pages and shall not leave blank page(s) or space(s) in between.
6. Candidates shall start answer to each question from a fresh page and all sub-question(s) are required to be attempted consecutively. Before starting answer to a new question, candidates shall indicate Question No./Sub-question No. on the left-hand margin in bold letters. Except mentioning Question No./Sub-question No. on the left-hand side margin of each page, candidates shall not write anything else on the margin space.
7. Candidates are required to answer requisite number of questions as per instructions printed on each Question Paper.
8. Carrying of mobile phones, pagers, any kind of electronic/communication device(s), books, printed or handwritten materials, etc. are completely banned inside the Examination centre premises.
9. Any candidate found in possession of any banned item(s) inside the Examination Centre will be deemed to have willfully infringed the "Instructions to Examinees" amounting to misconduct.
10. Candidates may note that writing of Roll Number in place(s) other than the space provided for the purpose or putting some distinguishing or identification mark(s) or symbol(s) will tantamount to resorting to "Unfair Means".
11. Candidate's eligibility to appear in any paper(s) and/or examinations shall be subject to the provisions of the Company Secretaries Regulations, 1982, as in force.





Ans. to Q. No. -

Ans - 2 (D)

Provision of Law →

In pursuance of relevant provisions of companies Act 2013 if any person has not given his/her declaration as significant Beneficial owner then the company can apply to Tribunal By :-

- (i) If any person becomes a significant Beneficial owner of the company then he has to give declaration in BEN-2 form.

If person has not given declaration in form BEN-2 and the reply of the person is not satisfactory to company

Then, company can order apply to tribunal.

further, Tribunal can give following orders :-

- a ✓ Restricting the person from voting rights
- b ✓ Restricting the person from dividend rights
- c restrain to proceed with securities which he holds.
- d take in possession & forfeit the holding of person



3

Q2.d



Ans. to Q. No. -

Ans- 2 (B)

Provision of law :-

- If any person shows is appointed as the auditor and not wanted to join then can show company following conditions :-

- (a) shows unwillingness to work
- (b) disqualified by court @ eligibility
- (c) Not eligible to become an auditor, then

the person can file his declaration to company and registrar of company.

The person has an option to resign by approval of central government and registrar of company.

If there is any vacancy in office of Auditor then it can be filled by

- Recommended by Board of director and approved by member within 3(3) three months if the vacancy is due to resignation
- If vacancy is due to other reasons then it can be filled within (30) thirty days from the date



Ans. to Q. No. -

of vacancy.

✓ Conclusion → As in above highlights Draft +  
co has shown their unwillingness, so  
they have option to resign and can  
be filled by Board of Directors as  
casual vacancy

✓ 3 Q2.e



Ans - 2 (c)

(i) dormant company can allot any security to any person and can file a return.

✓ But the file of return in form MSC-3, allotment of security (transfer of shares) will not be subjected to dividend as company has no operations.

✓ 1 Q2.c SC-5 form  $\Rightarrow$  It is the tax certificate for dormant company status. (a) status of dormant company

✓ If dormant company want to obtain a status of active company then apply to registrar of member with specified fees as specified in Companies Act 2013.

✓ 1 Q2.c the filing of dormant company is reduced because it becomes an inactive and inactive company. So, there is no tax obligations.

✓ So, company can file annual return in the prescribed form MSC-3.

✓ 1 Q2.c



Ans. to Q. No. -

Ans - 2 (b)

Provision of law

Doctrine of lifting of corporate veil

- company is a separate legal entity
- the directors and members of company can misuse the powers and duties which they possess during employment of company.
- directors and members can do unlawful acts and frauds in the name of company.

So, government introduced the doctrine of lifting of corporate veil.

It states that who are behind back of working of company that shows non-compliance and frauds

Welfare legislation is to be seen and complied by company secretary in employment of company, directors, Chief Executive officer, (KMP) key manager (etc) personnel.

and, if there is any avoidance or non-compliance regarding welfare legislation then the act is in violation of companies Act,



Ans. to Q. No. -

Listing - SEBI (Listing of obligations & disclosures requirement) regulations, 2015, and other applicable laws

The officer in default as per companies will be liable for penalty and imprisonment, as applicable in Act.

✓ 2 Q2.b



Ans. to Q. No. -

Ans - 2 (A)

deposit is loan that is created by company over any guarantee

conditions for deposits are as under :-

- 1 from member company can take deposits upto 10%.
- 2 <sup>deposit</sup> from salary should not exceed the salary which she receives.
- 3 ~~deposits~~ for start-up company is ₹ 15 L (or) more
- 4 issuance of certificate of deposit is not deposit
- 5 deposits from central government / state government guarantee is not a deposit

construction is green nests organics private limited company can take deposit of 9%.

~~X~~ 0 Q2.a



Ans. to Q. No. -

Ans - 4 (B)

Provision of law

⇒ falling of provision of business regarding language (XBRL) is applicable to companies which are having :-

1. Paid up share capital of ₹ 5 crores.
2. Listed company with Indian and foreign subsidiaries
3. ✓ Turnover of ₹ 100 crores. in preceding financial year.
4. companies which are required to follow Indian accounting standards as per 01/10/2024

✓ 2 Q4.b) as per above highlights, conclusion is -

2. (i) Long Ltd ⇒ As it is listed company the provisions for (XBRL) are applicable

(ii) ✓ Sharp Ltd ⇒ As it is listed company with exceeding turnover of ₹ 100 crores and paid up share capital of ₹ 5 crores  
✗ the provisions of XBRL are applicable

(iii) Wide Private Ltd ⇒ By taking the term loan



Ans. to Q. No. -

the paid up share capital does not create any impact and it lacks the all provisions of  Private limited as per provisions cannot file (XBRL)

2 Q4.b



Ans. to Q. No. -

Ans 4 (C)

Provisions of law

Consequences of Non-registration of charge

1. The secured creditors will be treated as unsecured creditors.
2. If another person reserves his charge before the falling of the person who has willingness to charge then charge will be created by one who submitted first with specified eligibility.
3. The lender loses all priority that he has with company because of non-registration.
4. ~~for~~ by the payment the registered chargeholder will be given first priority than other's in company.
5. NO, further action is possible if another person has entered before him.

Conclusion :- ~~In above highlights the refuse of registration by registrar of company.~~  
Sorry for mistake 😊



Ans. to Q. No. -

6 The charge should be registered within specified time. as per Companies act, 2013.

Conclusion - as in above highlights, the decision of registration of company regarding refusal of registration is valid.

The priority of charge of XYZ Bank Ltd is to the one who has registered charge within specific time and all eligibility as required

✓ 1 Q4.c



Ans. to Q. No. -

Ans - 4 (A)

Provision of law

- Validity of share certificate for allotment of securities is two (2) months.
- The shares (right issue) should be in dematerialised form.
- Once right issue of shares are declared it cannot be withdrawn (rescinded)

for original share certificate → timeline is two months issued on allotment of securities

- Nor internal meeting, neither any reasons should affect the issuing of share certificate to members.
- company has to conduct audit regarding the allotment of securities

allotment of securities should be 60 days from date of allotment; if not issued within 60 days. Then, within 15 days the amount is to be refunded. If amount is



Ans. to Q. No. -

not refunded then penalty of 15% per annum

Conclusion  $\Rightarrow$  keep in above highlights

$\rightarrow$  Complaint of Raj is valid that he can still receive share certificate and shares. Company has to refund to Raj within 15 days if not then liable for penalty.

✓ 2 Q4.a Neha  $\Rightarrow$  the complaint is also valid company has to allot the number of shares which are bought by investor.

✗ 0 Q4.a



Ans. to Q. No. -

Ans → 3 (A)

Provision of Law

→ The payment of dividend is recommended by Board of directors in company and declared by members at annual general meeting.

Once it is declared, it becomes liability for company to pay declared dividend. But, there are some exceptions regarding this rule, are as follows:-

- a default is due to operation of law.
- b  the company has stated before to not declare dividend.
- c the company is in dispute regarding the right on dividend. such case is per
- d financial position is weak of company.
- e under relevant circumstances, that occurred in company during year, which are not in position of strength. (Low Earnings Per Share)

Conclusion → Company falls in above highlights  company fulfills criteria of exception that there is an dispute regarding right to receive dividend. So, company is not liable for punishment.

3 Q3.a  
 2 Q3.a



Ans. to Q. No. -

Ans → 3 (B)

Provisions of law :- In pursuance of relevant provisions of companies Act 2013

(a) If a company ~~has~~ <sup>gives</sup> salary to their employee then it must have to be less than amount decided, other wise, not exceeding the annual salary then, it  will considered as deposit

(b) Internal auditor of company or Auditor cannot render services as under

- 1 Investment Advisory services
- 2 Investment Banking services
- 3 Accounting and Book keeping services
- 4 design & implementation of financial information system.
- 5 Advisory services and other as specified

(c) If company has taken loan from employee ~~at~~ at the rate which is lower than market rate then it is not valid with exception that employee has given his/her acceptance



Ans. to Q. No. -

Ans.  
Regarding the loan  
as per above highlights  
Conclusion  $\rightarrow$  If the employee has given  
the consent of lending loan at interest  
rate which is lower than decided rate  
is valid. Otherwise invalid as per Part  
C.

✓ 2 Q3.b



Ans. to Q. No. -

Ans 73 (c)

Provision =

→ C-PACE = Company pace.

Legal authority of company is to give pace to company which are at starting mode

encouraging them by funding motivation, etc.

**X 0 Q3.c** then necessary opportunity

location is at delhi

**X 0 Q3.c** of company PACE

- 1 provides an assistance
- 2 for emerging startups
- 3 registered and trustable
- 4 easy funding.
- 5 legal recognition.

**X 0 Q3.c**



Ans. to Q. No. -

Ans - 6 (c)

Specimen Notice of Extraordinary General Meeting

Name = ABC Limited  
Address = Delhi

CIN = 12345 Telephone = 9999 EMAIL = ABC@  
gmail.com

Notice of 26<sup>th</sup> EGM is to be held on the 26<sup>th</sup> November at 9:00 P.M. on Wednesday at registered office of company.

It is hereby declared that notice of 26<sup>th</sup> EGM with regard to reduction of share capital of ABC Ltd due to following reasons :-

- Buy-back by company
- decreasing of assets and liabilities
- Non-availability of shares
- Promoter wants to acquire shares from market

Mr. AD Director of company by passing a special resolution regarding meeting



Ans. to Q. No. -

explanatory notes as per Section 102 of  
Companies Act, 2013  
Form No 5.

- The ✓ reduction of share capital, due to not working of company, effective.
- Company needs funds by shares more to own ownership.
- Acquiring from the minority holders first, then from major.
- For this the consent will be required by majority at Extraordinary general meeting.

date ⇒ 20<sup>th</sup> November

Sign by

✓  
Director of  
company

Chairperson



Ans. to Q. No. -

Ans - Q 6 (d)

Meeting = Board Meeting  
Type of Resolution → general resolution  
special resolution

Ove Private Limited

Meeting of ABC company held on 6<sup>th</sup> Dec 2022  
at 9:00 AM at Wednesday at registered office  
of company

Member that are Present :-

✓  
1. Chairperson

Director - ABC, JJ

Director - ACD

Director - CAD

Company secretary = A.S.T.

Chairman welcomed all and spoken to  
all to take chair.

✓  
Chairmen showed gratitude regarding the  
Present of Quorum.

Mr. CAD was not Present due to unavailability



Ans. to Q. No. -

meeting started and the chairperson stated on topic of agenda related to alteration of object clause of Memorandum of articles.

Company Secretary stated about the process of alteration of object clause. and necessary filing

Also further stated that if any one wants to exit from shareholder ship, then company has to give the right:

Further, stated that right should not get affected of any shareholder regarding shares

All members stated their views regarding the alteration of object clause.

Company Secretary stated that approval of Central government and Registrar of company is mandatory.

Further stated the new object should be related to the company's activities not contrary

After meeting ends, chairperson showed gratitude to all members and company Secretary

date 26/Nov/22

sign  
Chairperson



Ans. to Q. No. -

~~Ans - 6 (b)~~

~~Specimen resolution for reappointment  
RESOLVED THAT in pursuance of relevant provisions of companies act and other rules that are applicable the company is be and hereby awarded to appoint Mr. Raj as the independent director for second term.~~

Ans - 6 (b)

Specimen Resolution for reappointment of Independent director

Type of meeting = board meeting

Type of resolution = special resolution.

RESOLVED THAT in pursuance of relevant provisions of companies Act 2013, and rules made thereunder, company is be and hereby awarded that Mr. <sup>Sachin</sup> Raj is appointed as independent director of company for second term. of Ambition limited.

RESOLVED FURTHER THAT the remuneration and benefits will be as per previous contract

RESOLVED FURTHER THAT - he (Mr. <sup>Sachin</sup> Raj) is NOT allowed for employ stock option plan

RESOLVED FURTHER THAT - Mr Sachin is not disqualified has given DIN and declaration to become Independent director.



Ans. to Q. No. -

RESOLVED THAT director mandish and director Raj are hereby authorised to do such act for such time being in force, with respect to compliance regarding listing obligations and disclosure requirements.

✓ 5 Q6.b



Ans. to Q. No. -

Ans - 6 (a)

~~Notice of Meeting of Audit Committee~~~~Meeting = Committee meeting~~~~RESOLVED THAT~~

Ans-6 (a)

Notice of meeting of Audit committee

Meeting = Audit Committee

Name = (T2 Transport Limited)

Date = 26/2/24

CIN =

Mobile =

BANK =

The meeting for Audit committee is to be held on 26<sup>th</sup> March 2024 at 6:00 PM at registered office of company

✓ All directors are requested to be present at meeting while conveying for persons

The lunch will be at registered office only.

all the directors of Audit committee are




Ans. to Q. No. -

requested to show their willingness and take query regarding Audit of Company.

Quorum for Audit Committee shall be two directors (1) ~~two thirds of independent directors~~ director which ever is lower Subject to one independent director

✓ date - 26/01/24

sign   
Chairperson

✓ 3 Q6.a



Ans. to Q. No. -

Ans - 1

(a) If the company has not paid preference share dividend then the company shall be liable for punishment, because BUT, company has not declared the dividend so company can escape from liability

~~X~~ If, the Preference shareholders are first to them company has to pay dividend by whatever nature

So company is liable for punishment.

~~X~~ 0 Q1.a auditor cannot render the following services

- 1 Investment advisory services
- 2 Accounting and book keeping services
- 3 Investment banking services
- 4  Advisory services and as many as specified as per regulations

B

Though, Palak being a secretarial adviser not a Auditor can object thus it is not

3 Q1.d



Ans. to Q. No. -

Ans - 1 continue

(e) Yes, Pradip a shareholder of company business can not challenged on basis of validity of alteration of article

~~X~~ is because Pradip is not a insider of company and outsider of company are allowed to do what ever they wants.

~~X~~ **Q1.e** the spouse and Jagdish are valid they both can and are allowed to make claim regarding the transmission of shares

First priority will be to Nominee that is held by legal representative of deceased person  
~~X~~ **Q1** spouse

~~X~~ So, his spouse will get the claim. because of being a family member and Jagdish also.

~~X~~ **Q1.c** the date the clause of register of members can be put at any time to record the shareholder to record the date. as per the dates are unclear the decision cannot be taken

~~X~~ **Q1.b**



Ans. to Q. No. -

Ans - 5 (d)

As per section 96 of companies Act  
the notice for AGM will be twenty  
one clear days

✓ for part additional two days are counted  
(d) forty-eight hours.

✓ Notice was issued on 1<sup>st</sup> september 2015

so ✓ The date of meeting is also not counted

so, date of notice issuing is 1<sup>st</sup> september 2015

notice is to be issued as on 23<sup>rd</sup> september 2015

so the length of notice concerning the  
✗ annual general meeting is Not Valid.

✓ 3 Q5.d



Ans. to Q. No. -

Ans - 5 (b)(c)

as per relevant provisions of Companies Act  
The appointment of women director is

Paid up share capital = ₹100 crores

Turnover = ₹300 crores

✓ for listed public company

for appointment of independent director is

Turnover = ₹100 crores.

Paid up share cap = ₹10 crores

✓ outstanding deposit = ₹50 crore

} for unlisted  
public  
company

Woman director

Conclusion ⇒ In above Provisions, mandatory  
to appoint women director is mandatory.

✓ 2 Q5.c independent director are sufficient then  
no need for appointment mandatorily

✓ 2 Q5.c



Ans. to Q. No. -

Ans - 5 (A)

→ provision

Article is not required to get approval of shareholders of question limited at general meeting.

**X 0 Q5.a** appointed as director will not affect the continuation of Kunal as Product Manager because he is director of company

**X 0 Q5.a** Ans - 5 B

Remuneration to director for executive and non-executive is

- 1-1 for all executive director and all non-executive director
- 31 of executive director and all non-executive director



executive director

all executive director

11-1 both executive and non-executive director

**✓ 3 Q5.b**