

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 4

NOTE : Answer **ALL** Questions.

PART – A

Attempt all parts of either Q.No. 1 or Q.No. 1A

1. (a) After conducting the last general meeting in July, 2014, the Chairman immediately went abroad for medical treatment. Due to non-availability of the Chairman, the minutes of the said meeting could not be signed by him. To meet the requirements of law, he sent a letter of authority to the Company Secretary of the company authorising him to sign the minutes on his behalf. Can the Company Secretary act on the letter of authority ? If not, what procedure should be followed to comply with the legal provisions of the Companies Act, 2013 ?
- (5 marks)
- (b) Bright Vision Ltd. wishes to appoint a secretarial auditor. Prepare a brief note for the Chairman of the company about the prerequisites for carrying out a secretarial audit.
- (5 marks)
- (c) Rohit, an Indian national, desires to obtain foreign exchange for the following purposes :
- (i) Payment towards going abroad for employment
- (ii) Payment towards a business trip abroad.
- Comment on its admissibility under the Foreign Exchange Management Act, 1999 for facilities available to residents.
- (5 marks)
- (d) Rajesh, the Chairman of a company borrowed ₹15 crore from Reliable Bank, Patna under a promissory note. A suit was filed for the recovery of debts on the basis of the promissory note executed by the Chairman. The company refused to accept the liability on the plea that the Chairman had borrowed funds without authorisation from the company. Will the company succeed ? Advise.
- (5 marks)
- (e) As a Practising Company Secretary, prepare a checklist for acceptance of public deposits and provisions relating to small depositors.

(5 marks)

OR (Alternate question to Q.No. 1)

- 1A.** (i) Point out the penalties for failure to furnish information/return, *etc.*, under the Depositories Act, 1996.
(5 marks)
- (ii) As per the Secretarial Standards issued by the ICSI, what are the requirements to be taken into account while forfeiting the shares ?
(5 marks)
- (iii) The shares of Agile Ltd. were listed on a recognised stock exchange. The stock exchange delisted the shares of the company. The aggrieved company approaches you as a Practising Company Secretary for advice. State the remedies available under the provisions of the Securities Contracts (Regulation) Act, 1956.
(5 marks)
- (iv) As a Practising Company Secretary, describe the procedure for appeal to the Securities Appellate Tribunal under the Depositories Act, 1996.
(5 marks)
- (v) The Institute of Company Secretaries of India wants to issue a new Secretarial Standard. Describe the procedure involved in issuing of Secretarial Standards.
(5 marks)

PART — B**Attempt all parts of either Q.No. 2 or Q.No. 2A**

- 2.** (a) As a Company Secretary in practice, advise your client regarding the procedure to be followed in pricing of equity shares in case where the issuer has been listed on a recognised stock exchange for a period less than twenty six weeks as on the relevant date.
(5 marks)
- (b) Radha Electronics Ltd., a listed company in India, wants to raise funds from abroad through issue of global depository receipts (GDRs). As a Company Secretary, advise the management of the company about the process involved in issue of GDRs.
(5 marks)
- (c) Prepare a list of potential issues with respect to 'risk analysis matrix' in connection with environmental due diligence.
(5 marks)

: 3 :

OR (Alternate question to Q.No. 2)

- 2A.** (i) Examine whether an offer will get triggered or not under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 in the following situations :
- (a) H Ltd. owns 60% of equity shares of T Ltd. Anil owns 5% and Mrs. Anil holds 10% equity shares in T Ltd. Anil acquires 20% stake in H Ltd.
- (b) Mrs. Pradeep holds 10% and Pradeep holds 22% of equity share capital of Evershine Future Ltd. as on 31st March, 2014. He acquires additional 4% from Mrs. Pradeep.
- (5 marks)*
- (ii) Narendra has applied for shares under the Employee Stock Option Scheme (ESOS) and his option was granted by the company. Now, he wants to transfer his option to his friend Neeraj. Comment on the check points for non-transferability of option under the ESOS.
- (5 marks)*
- (iii) "The RBI *vide* its circular No. RBI/2008-2009-313/DBOD No. B.P. BC 94/08.12.001/2008-2009 dated 8th December, 2008 advised the banks to strengthen their information back-up about the borrowers enjoying credit facilities from multiple banks." What are those advices ?
- (5 marks)*
- 3.** (a) "Successful merger demands that strategic planners are sensitive to the human issues of the organisation." As a Practising Company Secretary, outline the different checks which are to be made constantly for this purpose.
- (5 marks)*
- (b) Prepare a checklist of the questions to be analysed in cultural due diligence.
- (5 marks)*
- (c) What are the factors that determine dominant position of an enterprise in the market ?
- (5 marks)*

4. (a) Under financial due diligence for a manufacturing industry, describe briefly the focus areas for the following aspects :
- (i) Cost
 - (ii) Revenue.
- (8 marks)*
- (b) Your company intends to acquire another company. As a Company Secretary, describe the aspects you will check in the area of legal and regulatory framework for this acquisition.
- (7 marks)*
5. (a) Write short notes on the following :
- (i) Bid rigging
 - (ii) Risk of non-compliance
 - (iii) Technical due diligence.
- (3 marks each)*
- (b) Distinguish between the following :
- (i) 'Level-I ADR' and 'level-II ADR'.
 - (ii) 'Audit' and 'due diligence'.
- (3 marks each)*
6. (a) An understanding has been reached among the manufacturers of cement to control the price of cement, but the understanding is not in writing and it is also not intended to be enforced by legal proceedings.
- Examine whether the above understanding can be considered as an 'agreement' within the meaning of section 2(b) of the Competition Act, 2002.
- (5 marks)*
- (b) Enumerate any five common restrictions for issuers in case of public and rights issues.
- (5 marks)*
- (c) Give a list of compliance inputs and checklist for insurance policies for the purpose of issue of due diligence report by a Practising Company Secretary with regard to a bank which has insured all its secured assets.
- (5 marks)*