

Roll No. ....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 8

NOTE : Answer ALL Questions.

**PART-I**

1. (a) Fortune Mutual Fund launched a special scheme, the details of which are given below :

NAV	₹ 14 per unit
Redemption price	₹ 13.50 per unit
Offer Price	₹ 14.75 per unit

You are required to compute :

- (i) Back End Load  
(ii) Front End Load.

(5 marks)

- (b) Pritam Ltd. is in the list of top 100 listed companies; of which financial year closes on 31st March, 2022. The company had its Annual General Meeting on September 10, 2022 and provided e-voting facility to its shareholders.

- (i) Whether the action of the Pritam Ltd. is tenable ?

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- (ii) What is the requirement of proceedings of Annual General Meeting ?
- (iii) Can Pritam Ltd. provide the remote e-voting facility to its shareholders as per the Act ?
- (iv) What is the time period for submitting the required details to stock exchange ?

(5 marks)

- (c) Dr. Grace, aged 78 years, was appointed as non-executive director of PQR Ltd (listed company) by passing an ordinary resolution. Examine the validity of appointment of Dr. Grace as a director of PQR Ltd.

(5 marks)

- (d) The Board of directors of Vijay Ltd., a listed entity proposes to issue sweat equity shares to Ganesh, an employee belonging to the promoter's group. Ganesh also participated in the Shareholders' resolution for allotment of sweat equity shares. By referring the relevant SEBI Regulations, answer the followings :

- (i) Can Ganesh participate in the resolution (Give reason) ?
- (ii) Briefly explain the provisions for issuing of sweat equity shares under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
- (iii) When these regulations are exempted from enforcement in special cases ?

(5 marks)

: 3 :

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

2. (a) What are the amended allocation criterion in the non-institutional investors category, if an issue is made through book-building process ?
- (b) Is there any mechanism for monitoring of use of proceeds raised through public issue ? Explain briefly.
- (c) ABC Ltd. is a SEBI registered Collective Investment Management company. It has launched a Collective Investment scheme viz. “Har Ghar Sapna” and collected money for acquiring land and construction of houses. Due to sudden downfall of real estate market, only 15 investors with a total subscription of ₹ 15 crore applied in the scheme. Whether the company can run the scheme ? Give answer with reference to the amended SEBI Regulations.
- (d) “Complaints against certain companies cannot be dealt through SCORES, despite the complaint may be against a listed entity”. Explain briefly.
- (e) Nikunj, an IT professional from reputed engineering college, was appointed as an Independent director of a listed company. Due to some health issues, he resigned from the company eight months back. Now, the company desires to appoint him as an executive director on the Board. Examine the validity of the proposed appointment.

*(4 marks each)*

*OR (Alternate question to Q. No. 2)*

- 2A.** (i) A listed company has appointed Mihir as a director on the Board. The general meeting of the company has already been held prior to his appointment. What approval is required to regularise the appointment ? What will be your answer, if the earlier appointment of Mihir as director on the Board was rejected by the shareholders ?
- (4 marks)*
- (ii) ABC Ltd. is a public company listed on stock exchange. The company declared a dividend in the Annual General Meeting held on 1st May, 2020. However, the dividend was distributed on 5th June, 2020. One of the shareholders Jyeti made a complaint on SCORES platform on 5th June, 2022. Answer the followings :
- (a) Whether the action of ABC Ltd. is as per the Companies Act, 2013 ?
- (b) Can Jyeti make a complaint to SCORES ?
- (c) What happens if investor fails to lodge complaint on SCORES within stipulated period ?
- (4 marks)*
- (iii) With reference to the SEBI (Delisting of Equity Shares) Regulations, 2021, state the requirement for appointment of Peer Reviewer Company Secretary to carry out due-diligence.

*(4 marks)*

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(iv) Due to rapid surge of Initial Public Offers in the primary market, the participation of retail investors in the market has also increased substantially. To tap this opportunity, XYZ Ltd. is planning to start the depository services. Narrate in brief, the eligibility conditions for rendering of depository services.

(4 marks)

(v) What is competing offer ? What is the timeliness in case of competing offer ?

(4 marks)

3. (a) Recently the SEBI has mandated the formation of Audit Committee for Asset Management Company (AMCs) of mutual funds. Briefly explain the Role and Composition of Audit Committee.

(b) Ankur traded in shares of Sitez Ltd., a listed company. The trading plan was approved by compliance officer on May 19, 2022. Ankur comes to know on July 20, 2022 that this transaction involve unpublished price sensitive information.

(i) What will be the impact on the transactions of Ankur ?

(ii) What conditions are attached to the trading plan ?

(c) “Mobile applications provide convenience to the investors for lodging their complaints on SEBI Complaints Redress System.” Comment on the statement.

(5 marks each)

4. (a) Joshi Ltd. is a listed entity entered into a transaction with related party, namely Hosh Ltd., for an amount of ₹ 59 crore and simultaneously made a payment of ₹ 10 crore for brand use. The turnover of Joshi Ltd. is ₹ 480 crore on standalone basis and after considering consolidation of subsidiary & associate is ₹ 610 crore. You, being a company secretary of the company, advise on the following :

- (i) Whether the transaction is a related party transaction or not ?
- (ii) Whether the payment made for brand uses is a related party transaction or not ?
- (iii) When transactions with related party are material in above both the cases ?
- (iv) What is omnibus approval of audit committee for all related party transactions ?

(8 marks)

(b) Answer with reference to SEBI Regulations :

- (i) ABC Ltd., a leading software development company is having outstanding paid-up equity share capital of ₹ 20 crore as on 31st March, 2021. On 20th April, 2021, it has issued sweat equity shares of ₹ 2 crore to the eligible employees. To control the high attrition rate, it is planning to allot further sweat equity shares of ₹ 2 crore during the year. Is it permissible under the law ?
- (ii) Can a company allot sweat equity shares to an employee working outside India, who has been deputed outside India for last three years ?

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(iii) Himanshu, a non-executive director, approached the company for allotment of sweat equity shares. Whether he is eligible ?

(iv) Whether the company is free to fix the price of sweat equity shares ?

(7 marks)

**PART-II**

5. (a) Tarun purchases the following European Call options of TCS. He also purchases the following European put option of ACC. What decision he would take on expiry if TCS closes at ₹ 835 and ACC closes at ₹ 565, spot prices ? Ignore premium paid.

(i) TCS 830 Call

(ii) ACC 510 Put

(iii) TCS 840 Call

(iv) ACC 520 Put.

(b) Who are Anchor Investors ? How is allocation made to Anchor Investors ?

(c) The certificate granted by the SEBI to an intermediary is subject to certain conditions.

Elaborate the conditions and state the period of validity of certificate.

(5 marks each)

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

6. Write short notes on the following :

- (a) Benefits of REITs
- (b) Steps to calculate SENSEX
- (c) Types of Private Equity
- (d) Atal Pension Yojana
- (e) Accredited Investor and Large Value Accredited Investor.

*(3 marks each)*

**OR (Alternate question to Q. No. 6)**

- 6A. (i) Define Alternative Investment Fund (AIF). Name the entities which are not to be considered as AIF.
- (ii) Define special situation fund. How investment in special situation fund is made as per SEBI (AIF) Regulations, 2012 as amended ?
- (iii) Who is a custodian ? State the obligations & responsibilities and net worth requirement for custodians.

*(5 marks each)*

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