

Roll No. ....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 7

NOTE : Answer ALL Questions.

**PART-A**

1. X Ltd. wants to issue 1000 shares through a book built offer within a Price Band of ₹ 130 to ₹ 150. Bids are received as follows :

	Bid Price	No. of Shares	Total Demand
1	₹ 150	200	200
2	₹ 140	300	500
3	₹ 138	500	1000
4	₹ 130	1000	2000

- (a) What is the cut off price in this offer ? Can the company decide the cut off at a lower price at which the issue is subscribed ? Can the company allot the shares to the retail investors at a price that is at a discount to the cut off price ?
- (b) What would be the allocation pattern, presuming the company fulfils the eligibility criteria regarding net tangible assets, average operating profit, net worth etc. ?
- (c) What would be allocation pattern, if the company does not meet the criteria as mentioned above in question no. 1 (b) ?

(5 marks each)

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

2. (a) “No person shall act as a Real Estate Investment Trust (REIT), unless it is registered with SEBI under the REIT Regulations”. Structure a REIT with due consideration to Eligibility and basic conditions to be fulfilled under SEBI (REIT) Regulations, 2014.
- (b) MSC Ltd would like to issue Commercial Paper (CP). Calculate the effective interest yield of the commercial paper (CP) from the following data :

Particulars	Amount in ₹
Face Value	10,00,000
Sale Price	9,91,000
Maturity Period	120 days
Brokerage and other charges	2.50%

Consider One Year = 360 days

- (c) Neel Bio Tech Limited whose specified securities are traded on the “Innovators Growth Platform” (IGP) pursuant to an initial public offer (IPO) would like to exit from IGP. Explain in brief the conditions under which the company can exit from the “Innovators Growth Platform” as per SEBI (ICDR) (Second Amendment) Regulations 2021.

(5 marks each)

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

2A. Distinguish between the following :

- (i) Seed Funding and Start-up Financing
- (ii) Red Clause Letter of Credit and Green Clause Letter of Credit
- (iii) Financial Bank Guarantee and Performance Bank Guarantee.

(5 marks each)

3. (a) Explain the eligibility conditions for the Fast Track Follow-on Public Offer (FPO).

(5 marks)

- (b) Gulab Ltd is a newly incorporated company and it would like to purchase raw materials from domestic sources as well as from other countries under Letter of Credit (LC). On the basis of the following information, calculate the limit for Letter of Credit (LC) for the Financial Year 2021-22 :

(5 marks)

(i)	Estimated Raw Material purchase for FY 2021-22	₹ 240 crore
(ii)	Estimated purchase under Letter of Credit (LC) for FY 2021-22 (90%)	₹ 216 crore
(iii)	Of which import of Raw Material under Letter of Credit (30%)	₹ 64.80 crore
(iv)	Lead Time	
	– Domestic	1 Month
	– Import	2 Months
(v)	Transit Time	
	– Domestic	1 Month
	– Import	2 Months
(vi)	Credit (Usance) Period available	
	– Domestic	1 Month
	– Import	4 Months

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- (c) Speed Information Ltd. would like to issue US \$ 750 million Global Depository Receipts (GDRs) for setting up cloud computing services. Managing Director of the company requests you as a Company Secretary to prepare a checklist for the issue of Depository Receipts. Prepare a checklist considering conditions to be fulfilled by a company as per the provisions of Companies (Issue of Global Depository Receipts) Rules, 2014.

(5 marks)

4. (a) Moon Ltd makes an application for Bank Guarantee Limit for the Financial Year 2021-22 with following data to PQR Bank Ltd :

- (i) Outstanding Bank Guarantee as per the last Audited Balance Sheet : ₹ 95 lakhs  
(ii) Bank Guarantee required for the Financial Year 2021-22 : ₹ 115 lakhs  
(iii) Estimated maturity or Cancellation during the period : ₹ 65 lakhs

Compute the Bank Guarantee limit of Moon Ltd for the Financial Year 2021-22.

- (b) Securitization is the transformation of financial assets into securities. Discuss in brief.  
(c) Explain in brief manner of parking of ECB proceeds abroad & domestically.  
(d) What are conditions for issuance and listing of Non-Equity Regulatory Capital Instruments by Banks ? Enumerate in brief.  
(e) Discuss the obligations and duties of Electronic Book Provider in relation to issuance of debt securities.

(3 marks each)

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**PART-B**

5. (a) Sunlight Solar Ltd decides to issue six right shares for every eleven shares held. The right shares are priced at ₹ 561 each and the present cum-right price of the company's share traded in the NSE/BSE is ₹ 785. Average Floating Cost of each right share is ₹ 10.

Calculate the fair value of the right.

- (b) Briefly discuss Legal Compliance in relation to the Risk Management Committee as per SEBI (LODR) (Second Amendment) Regulations, 2021.
- (c) SGX's Main Board listing requirements are benchmarked against international standards and are in line with best practices from developed jurisdictions. Discuss in brief.
- (d) Smart Care Infra Ltd. has availed credit facilities from Banks, Financial institutions and issued bonds. One of the conditions of bond issued was to obtain credit rating from any two credit rating agencies. However, Smart Care Infra Ltd. refused to co-operate with credit rating agencies and does not provide information for rating the credit facilities.

Explain the above situation with reference to SEBI guidelines on "Norms for rating agencies on non-cooperative firms".

(5 marks each)

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

6. (a) Ajanta Car Care Ltd. successfully completed its initial public offer (IPO). List out the documents to be submitted on T+2 days for listing of IPO.
- (b) The Luxembourg Stock Exchange is well known for its independent and international listing expertise. Discuss in brief.
- (c) A listed company can apply to stock exchange for re-classification of the Promoter's holdings as public shareholders under SEBI regulations. Whether the following promoters can apply for re-classification, with reference to SEBI Regulations, 2015 ?
- (i) Promoter is declared as fugitive economic offender.
- (ii) Promoter is holding 18% of total voting rights in the listed entity.
- (iii) Promoter is acting as Chief Financial Officer of the listed entity.
- (iv) The promoter company has outstanding listing fees only for one year.
- (v) Trading of its shares suspended by the stock exchanges.
- (d) Briefly describe the provisions of Meetings of shareholders and voting under Regulation 44 as per SEBI (LODR) Regulations 2015.

*(5 marks each)*

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

- 6A. (i) "Great responsibility has been given to the Company Secretary holding the position of Compliance officer in a listed entity". Explain the obligations of the Company Secretary in brief in light of SEBI Regulations, 2015.

*(5 marks)*

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(ii) The listed entity shall frame Policy for determination of materiality and Criteria for determination of materiality of events/information. Enumerate in brief with reference to SEBI Regulations, 2015.

(5 marks)

(iii) The mission of the U.S. Securities and Exchange Commission (SEC) is to protect investors, maintain fair, orderly, and efficient markets, and facilitate capital formation. Discuss in brief.

(5 marks)

(iv) Briefly describe the provisions with respect to the following as per SEBI (LODR) (Second Amendment) Regulations, 2021 :

(a) Secretarial Audit and Secretarial Compliance Report

(b) Compliance Certificate under Regulation 7(3).

(5 marks)

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