

Roll No. ....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 4

NOTE : Answer ALL Questions.

1. (a) 'Limited judicial control over delegated legislation can be exercised by the courts'. Discuss and cite leading case law, if any.
- (b) Why the knowledge about the rules of drafting of pleadings and conveyancing important in corporate affairs ? Illustrate.
- (c) 'Corporate decision making process has to be collective as per law'. Comment.
- (d) Write down the required important practical aspects, while drafting agenda and notes thereon.

(5 marks each)

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

2. (a) Write notes on the following as desired :
  - (i) Name forums where a company secretary in practice can appear as authorized representative.
  - (ii) Summarize standards applicable to preparation of an opinion. Mention the common purposes for which legal opinion are sought.

(4 marks each)

- (b) A partnership firm, a HUF and a Minor wants to be partner of another partnership firm. Decide the possibility of the same.

(4 marks)

- (c) In order to solve certain disputes among the partners, arbitrator has been appointed, but there is no arbitration clause in the partnership deed, except only communication through electronic means among the partners relating appointment of arbitrator. One partner challenges the appointment of arbitrator. Decide.

(4 marks)

: 2 :

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

**2A.** Draft the following as per the instructions :

- (i) A sample FIR assume facts. Comment “Genuineness or creditability of the information is not a condition precedent for FIR”.
- (ii) A memorandum of mortgage by deposit of title deeds.
- (iii) A specimen deed of assignment of shares in a company.
- (iv) A Deed altering conditions in a lease.

(4 marks each)

**Attempt all parts of either Q. No. 3 or Q. No. 3A**

**3.** Explain the following :

- (a) Two types of Hire Purchase Agreements.
- (b) The objectives of trade marks law. Whether an unregistered trade mark can be assigned ?
- (c) Concept of the Goodwill of the Company and the criteria from which goodwill arises.
- (d) Concept of entrenchment in the Companies Act, 2013.

(4 marks each)

**OR (Alternate question to Q. No. 3)**

**3A.** Distinguish between the following :

- (i) BPO and KPO type of outsourcing.
- (ii) Summons case and warrants case.
- (iii) Hypothecation and pledge.
- (iv) License and lease.

(4 marks each)

: 3 :

4. (a) 'X' filed a civil suit for eviction and possession of his property against 'Y', an unauthorized occupier. But the case was 'dismissed by default' without any hearing and not considering merits of the case by Honorable Court, due to several non-appearance of 'X'. Now 'X' again wants to file another civil case before the same Court for same cause of action. Advise 'X'.
- (b) A civil suit was filed without disclosing the cause of action in the Plaint and the Honorable Court rejects the Plaint. Comment and advise the plaintiff for remedial measures, if any.
- (c) Rush Bank, a banking company, wants to take action against the defaulting borrower, being Company Secretary advise the appropriate forum to file the petition. Suggest, whether THFL, and MBFC (not a banking company) can file the petition against the defaulting borrower before the same forum ? Give a reasoned reply.
- (d) An application for revision had been made before the Sessions Judge, can another revision be filed before High Court ? Whether application of revision can only be filed directly before the High Court ?

(4 marks each)

5. (a) Draft a specimen notice by Requisitionists convening an Extra-ordinary General Meeting as per annexure VII in this regard under the Companies Act, 2013.

(8 marks)

- (b) 'Promoter of a company is a person who does the necessary preliminary work in connection with the formation and the establishing of the company'. Comment.

(4 marks)

- (c) When an urgent resolution by circulation can be initiated ?

(4 marks)

6. (a) The employees registered union of ABC Ltd., proposes to construct a temple on half acre vacant plot adjoining factory dispensary in the factory campus. The local authorities and labour welfare officer also recommended the proposal and grant NOC for the same. The managing director of the company, 'XYZ', asked the Company Secretary to examine it, report and if worth approving put up a draft deed for consideration of the Board. The Company Secretary recommends it on the following main terms :

- (i) Draft deed will be prepared by the Company and executed by the Temple Management Committee (TMC).
- (ii) Temple will be constructed within six months.
- (iii) Annual rental of ₹ 100/- shall be payable by TMC to ABC Ltd. by the first week of January every year.
- (iv) Employees will not be charged with any fees, donations etc, however may be accepted in case of volunteer.
- (v) Proper cleanliness at all times, will be the responsibility of TMC.
- (vi) Company's authorized officers shall be allowed to inspect temple premises on a one-week time notice, and TMC will be bound to follow their instructions.
- (vii) Jurisdiction clause will be the local jurisdiction of the ABC Ltd., in case of any dispute. Though Arbitration Clause will also be mentioned.

On the basis of the terms by the Company Secretary of ABC Ltd., you are required to draft a Deed of Grant of Land for temple in the factory premises. Assume other facts, if required.

(10 marks)

(b) The date of the execution of a deed is material for the purpose of limitation and registration of the document. If the date is accidentally missing in the deed, how do you, as a company secretary, will deal with such a situation ? Refer the relevant law on the point.

(6 marks)

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