

Roll No.

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 5

NOTE : Answer ALL Questions.

PART-I

1. (a) Prepare a checklist of documents required for KYC of Proprietorship & Partnership.
- (b) The Chairman of ABC Limited, a listed company, seeks your opinion for framing a policy for preservation of documents to avoid stringent penal provisions for non-compliance of the provisions of the Companies Act, 2013 and the Rules made there under. Write a note to the Chairman stating classification of documents under specific period of preservation with specific reference to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (c) Who will pre-certify the followings e-forms ? Explain the compliance for certification of followings e-forms by Practicing Professional.
 - (a) GNL-1
 - (b) DPT-3
 - (c) MGT-14
 - (d) AOC 4
 - (e) DIR 3 & DIR 3-KYC.
- (d) Your client wants to setup Food Processing Unit in the state of Uttarakhand. Describe the details about specific laws applicable to setup Food Processing Unit.

(5 marks each)

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

2. (a) Zen Pvt. Limited had a paid up share capital of ₹ 35 crore in the previous year. The Company Secretary advises the Company that it is mandatory to appoint the auditor as per the requirements of Sec. 139 (2) of the Companies Act, 2013. The company is having public borrowings viz. from banks ₹ 25 crore, financial institutions ₹ 20 crore and public deposits of ₹ 7.5 crore. Examine the requirement of applicability of mandatory term/rotation in the appointment of auditor with reference to the changed scenario since June, 2017.
- (b) Describe the difference between C-KYC & E-KYC.
- (c) You have been engaged as a Practicing Company Secretary by XYZ Limited, an unlisted company having a turnover of ₹ 75 crore, for certification of annual return of the company for the year 2018-19. The annual return is signed by the Chief Executive Officer of the Company. State the provisions of the Companies Act, 2013 and the Rules made there under as to signing and certification of annual return. Is it mandatory to file the annual return if the annual general meeting is not held in a particular year ?
- (d) Ramesh Kumar has received the certificate of membership as well as certificate of practice from the Institute of Company Secretaries of India on 31st March, 2019 and now he wants to become a Registered Valuer. Give your professional advice on the matter and also explain the qualification & disqualification of Registered Valuer to Ramesh Kumar.

(5 marks each)

: 3 :

OR (Alternate Question to Q. No. 2)

- 2A.** (i) Describe Professional Misconduct in relation to members of the ICSI under First Schedule to the Company Secretaries Act, 1980 ?
- (ii) You have been appointed as Company Secretary of XYZ Ltd., a listed company, having diversified business and multi-operational branch offices. On joining your office, you observed that under the prevailing scenario a comprehensive compliance management system is necessary. Prepare a checklist that should be considered by you about the desired system. What would be your responsibility as Company Secretary of the Company in due compliance of the desired system ?
- (iii) XYZ Ltd. is having paid up share capital of ₹ 10.00 crore as on 31st March, 2019. Whether the company is required to appoint a Company Secretary in the Company ? What would be your answer if the said XYZ is a Private Limited Company ? Explain the relevant provisions regarding the appointment of a Company Secretary in employment by the Company.
- (iv) Your client wants to setup a unit in Pharmaceuticals sector in the state of Telangana. Describe in detail about the specific laws applicable for setting up of a unit in the Pharmaceuticals sector.

(5 marks each)

PART-II

- 3.** (a) Describe differences between Social audit and Takeover audit.
- (b) Explain the due diligence for issue of securities by a Company.
- (c) Is there a need to obtain a Management representation letter from the Auditee Company ? Describe.

(5 marks each)

4. (a) What do you mean by an unqualified/unmodified opinion by an auditor ?
- (b) What do you understand by a CSR Audit ? Explain its coverage.
- (c) What is Forensic Audit Report ? Highlight its major contents.
- (d) What is materiality concept in auditing ? Explain.
- (e) What are the benefits which a practice unit will obtain in undergoing a peer review ?

(3 marks each)

5. (a) You are engaged as a retainer in a company for looking after all secretarial compliances. With the advent of introduction of Goods and Services Tax (GST), though the company initially managed to handle this work, subsequently, it finds it very difficult in view of the attrition in the concerned staff managing it and also with reference to the latest amendments and notifications issued frequently. The Company then decided to discuss with you to undertake the work as GST professional. What are the duties and responsibilities that has to be performed as a GST Professional ? Briefly explain.
- (b) What do you mean by Environment Audit ? Prepare a process chart for conducting Environment Audit.
- (c) Draft the 'confidentiality undertaking' and 'arbitration' clauses of a non-disclosure agreement.

(5 marks each)

: 5 :

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

6. (a) As a Company Secretary, prepare an information chart, to be contained in, for preparing a scheme of amalgamation.
- (b) Define Internal Audit. Describe core principles of Internal Audit.
- (c) What is Audit Trail and why there is a need of creation of Audit Trails ?
- (5 marks each)*

OR (Alternate Question to Q. No. 6)

- 6A. (i) Analyse the differences between the following :
- (a) Fraud and Non-compliance
- (b) Ethics and Values.
- (ii) What are the penal provisions under the Companies Act, 2013 for giving incorrect Secretarial Audit Report or making false statements therein.
- (iii) What are the criteria for suspension of the trading in the shares of the listed entities ? Describe.
- (5 marks each)*

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