

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) “The Compliance Chart of any company must contain the complete information on compliance dashboard. which provide a detailed compliance procedure to the compliance executor”. As a Company Secretary, list out the various content of the Compliance Chart.
- (b) ‘R’ was appointed as Managing Director of P mart Limited recently. During the meeting of the Board, he desires that all agenda files should be sent by email encrypted by password. He also desires that to protect the file from hacking, there should be some special name to the file. As a company secretary, kindly highlight any eight best practices for file naming.
- (c) What are the records to be preserved for a period of 21 years and 5 years under Rules 27 of LLP Act ?
- (d) In naming of a document, briefly explain the concept of Descriptive file and Non-Descriptive file.

(5 marks each)

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

2. (a) During the Secretarial Audit, a Company Secretary in practice has to check the various compliances of the Law. Explain the following compliance requirement relating to the Private companies under Companies Act, 2013 :
- (i) Certification of annual return
 - (ii) Appointment of auditor
- (b) TYRE India Ltd proposed to buy a piece of land on the outskirts of a city to put up their factory. You are appointed as a PCS to prepare a search report for the said property. What are the factors to be considered in the search report ?
- (c) Softech Services Private Ltd has failed to file its Annual Return for the financial Year 2018-19. Discuss the consequences of non-filing the Annual Return for the Company.
- (d) List out at least five common practices of Diversion of Funds adopted by the companies.
- (5 marks each)*

OR (Alternate Question to Q. No. 2)

- 2A. (i) Amit Krishna, a Company Secretary and Law Graduate by profession, was appointed as Company Secretary cum Compliance officer for Radha Raman Ltd (a BSE Listed Company). The Company follows the Good Corporate Governance practices and resolution for each and every grievance of the Stakeholder of the Company. Under the SEBI (LODR) Regulations, 2015, what are the provisions there for Grievance Redressal Mechanism & Submission of Compliance Certificate to the Exchange ?
- (5 marks)*

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- (ii) List out the Companies which are required to appoint Internal Auditor under section 138 of the Companies Act 2013 read with Rule 13 of the Companies Accounts Rules 2014.
(5 marks)
- (iii) You are a Company Secretary of a Listed Company, where the prior notice is required to be sent to stock exchange before the Board Meeting. Kindly list out the matters under consideration for the meeting where at least 2 days prior notice of the Board Meeting is to be intimated by the Company to the Stock Exchange.
(5 marks)
- (iv) Describe the points to be covered in the form MGT-8 and which required to be certified.
(5 marks)

PART-II

3. (a) “The Secretarial Audit lays the groundwork for the establishment of an ongoing Secretarial and Legal Compliances.” Being a practicing Company Secretary what would you do while :
- (i) Communicating to the earlier incumbent and
(ii) Submission of Secretarial Audit Report.
- (b) Jain Ram & Co., Practicing Company Secretary, during the secretarial audit, wants to evaluate the function of Internal Audit. Does this come under the function of the Secretarial Auditor ? Prepare a note.
- (c) List the major differences between Cyber Audit and Forensic Audit.
(5 marks each)

4. (a) What do you mean by Audit Sampling ?
(b) Describe the scope of Corporate Governance Audit.
(c) Define the term 'modified opinion and unmodified opinion' as per Auditing Standard 3-on forming an opinion' (CSAS-3) issued by the ICSI.
(d) Define what are designated securities for the purpose of Listed entity and Material unlisted subsidiaries as defined by SEBI in LODR Regulation.
(e) Prepare a checklist on Operational Control under System Audit.
(3 marks each)
5. (a) Differentiate between Fraud Triangle Vs Fraud Risk Vs Fraud Risk assessment.
(b) Prepare a brief note on Right to Access Records and Methodology for Diligence Reporting.
(c) What do you understand by reporting with qualification ?
(5 marks each)

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

6. (a) What are the circumstances that calls for the Investigation by Serious Fraud Investigation Office (SFIO).
(5 marks)
(b) You are appointed as a Secretarial Auditor for audit of Group Companies comprising of 20 plus companies. There are numerous transactions between the group companies

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and lot of Inter Company Transfer of funds had taken place during audit period besides frequent resignations of Directors and change in shareholders. During the audit you suspect something is wrong. List out at least six transactions that could be suspicious in your opinion to investigate during audit.

(5 marks)

- (c) “The methodological approach involved in peer review can be described in four stages”. Explain the planning process of the peer review.

(5 marks)

OR (Alternate Question to Q. No. 6)

- 6A.** (i) You are appointed as a Company Secretary of Aparana Pvt Ltd. You have to conduct the audit for the financial year 2019-20. Draft the guidelines for verification of Board Composition & Board Process as per the CSAS-4 (Auditing Standard on Secretarial Audit).
- (ii) ABD Limited (listed Company) has failed to redress investors’ grievances relating to the Transfer of the share and indulges in fraudulent and unfair trade practices relating to securities. Write down the penalties which could be faced by the company under SEBI Act, 1992.
- (iii) Whether Intellectual Property Due Diligence can be considered as Technical Due Diligence ? Prepare a brief note.

(5 marks each)

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