

*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–A**

1. (a) Ravi and Suraj are two friends residing at Chandni Chowk, Delhi. They wish to start the business of readymade garments by incorporating a private limited company. They approach you to seek your advice on the contents of Memorandum of Association (MOA) of a limited company under the Companies Act, 2013. Advise them the contents of MOA of a limited company under the Companies Act, 2013.
- (5 marks)*
- (b) Vijay has completed his B.Tech. from IIT, Kanpur. He is interested in setting up a startup for developing products used in the pharmaceutical industry. He seeks your advice on the benefits that are given by the Government of India to entrepreneurs establishing startups. Advise Vijay.
- (5 marks)*
- (c) Komoto Corporation is a foreign company registered in Japan. The company is supplying high quality machines and tools used in paper manufacturing to various countries across the globe. Considering the pro-business policies of Government of India, the company intends to start a Special Purpose Vehicle (SPV) in India. The company approaches you to seek your advice on key advantages of using a Limited Liability Partnership (LLP) firm as SPV as compared to a company. As a Practicing Company Secretary, advise Komoto Corporation.

*(5 marks)*

- (d) Technocom Ltd. is a company engaged in the business of communication and networking. The company specializes in providing solutions for virtual meetings, e-offices, digitization of records, etc. After getting good response from potential clients outside India, the company intends to set up and expand its business outside India. Describe the aspects that need to be considered by Technocom Ltd. in choosing locations for its business outside India.

(5 marks)

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

2. (a) What do you mean by Micro Finance Institution ? State the Characteristics of a Micro Finance Institution.
- (b) Explain the provisions of the Companies Act, 2013 regarding the Annual Report of a Government Company.
- (c) What are the key issues to be noted in preparation of a Hindu Undivided Family (HUF) Deed ?
- (d) Explain the Doctrine of *Ultra Vires*.
- (e) Explain the conditions required to be fulfilled by a company to obtain Certificate of Registration from the National Housing Bank.

(4 marks each)

: 3 :

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

2A. (i) KBC Money Ltd. intends to obtain the license from the Reserve Bank of India for operating as a Payment Bank. The company approaches you to seek your advice on the key issues requiring compliance by an applicant company. Advise KBC Money Ltd.

*(4 marks)*

(ii) The articles of XYZ Ltd. contained a clause that on the bankruptcy of a member his shares would be sold to other persons and at a price fixed by the directors. Kush, a shareholder was adjudicated bankrupt. His trustee in bankruptcy claimed that he was not bound by these provisions and should be at liberty to sell the shares at their true value. In the light of a decided case law, examine the validity of the claim of trustee of Kush.

*(4 marks)*

(iii) ABC Solutions LLP is registered under the Limited Liability Partnership Act, 2008. The LLP has engaged you as its adviser to advise on various matters. As a Practicing Company Secretary, advise ABC Solutions LLP on the following matters :

- (a) Can all the partners of LLP be the bodies corporate ?
- (b) Can all the designated partners of LLP be the foreign nationals ?
- (c) Minimum number of designated partners required in LLP.
- (d) Form for intimation of changes in LLP agreement.

*(4 marks)*

: 4 :

(iv) PMC foundation is a society registered under the Societies Registration Act, 1860. The society intends to register itself as a company limited by guarantee under section 8 of the Companies Act, 2013. List out the documents required for registration of society as a company limited by guarantee under section 8 of the Companies Act, 2013.

*(4 marks)*

(v) RCL, a government company has entered into a contract with BVCL, another government company for supply of chemicals and fertilizers. The 4 directors of RCL are also directors on the Board of BVCL. Whether RCL and BVCL are required to comply with the provisions of Related Party Transaction under section 188 of the Companies Act, 2013.

*(4 marks)*

## **PART-B**

3. (a) MNC Ltd. intends to commence the business of manufacturing cigarettes and tobacco products. The company approaches you to seek your advice on the requirement of industrial license for manufacturing cigarettes and tobacco products. Advise MNC Ltd. the industries covered under mandatory licensing requirement as well as industries attracting locational restrictions.

*(5 marks)*

: 5 :

(b) S is the occupier of a factory manufacturing two-wheeler locks and auto parts in Aligarh (U.P.). During the inspection of the factory, the Chief Inspector found that there was accumulated dirt and refuse on floors, staircases and passages in the factory. The Inspector directed S to ensure cleanliness in the factory. Describe the cleanliness measures to be taken by S under the Factories Act, 1948.

(5 marks)

(c) Describe the rights and entitlements for persons with disabilities under the Rights of Persons with Disabilities Act, 2016.

(5 marks)

(d) What are the salient features of Geographical Indication of Goods (Registration and Protection) Act, 1999 ?

(5 marks)

*Attempt all parts of either Q. No. 4 or Q. No. 4A*

4. (a) What do you mean by “Invention” under the Patents Act, 1970 ?
- (b) Describe the deductions from the wages of an employee under the Payment of Wages Act, 1936.
- (c) What do you mean by ‘Non-resident Taxable persons’ under Central Goods and Service Tax Act, 2017 ?
- (d) Discuss the rights of authors protected under the Copyright Act, 1957.
- (e) Write down the objectives of National Green Tribunal (NGT).

(3 marks each)

**OR (Alternate question to Q. No. 4)**

- 4A. (i) The registered office of RMC Ltd. is situated at Mumbai. There are 70 shareholders in the company. Out of them, 10 shareholders residing at Noida have requested to keep the statutory records and registers at the branch office of the company at Noida. Examine the validity of request of shareholders under the Companies Act, 2013.
- (3 marks)
- (ii) Raj intends to commence the pharmacy business in Delhi. He approaches you to seek your advice on the documents required for obtaining drug license in India. Advise Raj.
- (3 marks)
- (iii) Varsha is working as an office assistant in KMP Ltd. K is one of the directors of the company. K start making sexually coloured remark to Varsha and promises her to promote her to the position of Manager if she meets him after the office hours. Advise Varsha whether the act or behavior of K amounts to sexual harassment under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- (3 marks)
- (iv) Ramesh is carrying on the business of trading of leather items at Johri Bazar, Agra. He is making inter-state supplies to the traders based at Jaipur, Delhi and Panipat. One of his friends advised him to obtain registration under the Goods and Services Tax Act, 2017. Advise Ramesh the requirement of registration of his business under the Goods and Services Tax Act, 2017.

(3 marks)

: 7 :

- (v) Sunita intends to start the business of selling fast-food items at Chawri Bazar, Delhi. She approaches you to seek your advice on the requirement of registration with the appropriate authority before starting petty food business. Advise Sunita.

(3 marks)

**PART-C**

5. (a) List out the MSMEs which cannot opt for Pre-Packaged Insolvency Resolution Process (PPIRP).

(3 marks)

- (b) Fresh Water Ltd. has not been carrying on any business during the last two financial years. The company wants to get the status of dormant company. After obtaining the approval of the shareholders by way of ordinary resolution in the general meeting, the Company makes an application to the jurisdictional Registrar of Companies for obtaining the status of a dormant company. However, the Registrar of Companies rejects the application of the company. Examine the validity of rejection of the application of Fresh Water Ltd. by the Registrar of Companies.

(3 marks)

- (c) Differentiate between 'Winding Up' and 'Dissolution'.

(3 marks)

(d) Rath Sahay LLP, a limited liability partnership is not carrying on any business or operation for a period of one year. The LLP wants to make an application for the purpose of suo moto striking off its name. The solicitor informed the LLP that an affidavit signed by the designated partners is required to be submitted to the Registrar of Companies for striking off the name of the LLP. Describe the contents of affidavit to be submitted by the designated partners of LLP for striking off the name of LLP.

(3 marks)

(e) Discuss the compliance requirements to retain the status of a dormant company.

(3 marks)

6. (a) PP Constructions Ltd. (PPCL) is a supplier of building material to MN Builders Ltd. (MNBL). MNBL owes ₹ 1.50 crore to PPCL. Due to slowdown in the economy, MNBL fails to recover its dues from the customers as per the payment schedule resulting into default in payment by MNBL to PPCL. PPCL wants to initiate Corporate Insolvency Resolution Process (CIRP) against MNBL under the Insolvency and Bankruptcy Code, 2016. Advise PPCL the procedure to be followed by it for initiating CIRP against MNBL.

(b) You have been appointed as liquidator by the National Company Law Tribunal (NCLT) in the matter of winding up of ABC Ltd. State the contents of the report required to be submitted by you, as a liquidator, to the NCLT.

(5 marks each)

————— o —————