

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) Anuradha and Sudha are partners running a fashion designing boutique. They now propose to induct Seema as another partner in their firm *w.e.f.* 1st September, 2015. Draft a deed of agreement of admission of Seema into the firm. Assume data.
- (b) Surya Power Ltd. proposes to insert an article in its articles of association enabling it to buy-back its shares. It seeks your professional advice on the draft articles. Advise.
- (c) Draft an application for grant of bail.
- (d) Draft an affidavit of a creditor in proof of his debt in proceeding for the liquidation of a company.

(5 marks each)

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

2. Comment on the following :
 - (a) Appellate authorities under the Companies Act, 2013 on refusal of transfer/transmission of shares.
 - (b) Acts going beyond the memorandum of association are *ultra vires*.
 - (c) A letter of authority is nothing but a power of attorney.
 - (d) Registration of a will is not mandatory.

(4 marks each)

OR (Alternate question to Q.No. 2)

2A. Distinguish between the following :

- (i) 'Supplementary deeds' and 'endorsements'.
- (ii) 'Partnership' and 'limited liability partnership'.
- (iii) 'Appellant' and 'defendant'.
- (iv) 'Memorandum of understanding' and 'memorandum of association'.

(4 marks each)

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

3. Examine the following statements :

- (a) Drafting is the synthesis of law and fact in a language form.
- (b) A sub-lease is an absolute assignment.
- (c) The right of appeal is not a natural or inherent right.
- (d) A legal opinion should be structured.

(4 marks each)

OR (Alternate question to Q.No. 3)

- 3A.**
- (i) Discuss the requisites of a valid complaint, citing relevant case laws.
 - (ii) Briefly explain compounding of offences under the Securities and Exchange Board of India Act, 1992.
 - (iii) Explain electronic data interchange (EDI).
 - (iv) What do you understand by slump sale.

(4 marks each)

: 3 :

4. (a) Dinson Inc., a Malaysian food processing company intending to expand its business in India plans to form a joint venture with Himalaya Agro Pvt. Ltd., a company incorporated under the Companies Act, 2013, engaged in the business of processing and marketing of food products. You are required to draft a specimen joint venture agreement for establishing the business with assumed data.
- (b) Draft a specimen underwriting agreement as per the requirements of the Companies Act, 2013.

(8 marks each)

5. (a) Explain briefly the various types of writs provided under the Constitution of India for the enforcement of fundamental rights.
- (b) Business and knowledge process outsourcing has emerged as a key growth driver in the Indian services sector. Discuss the factors to be considered in drafting of an outsourcing agreement.

(8 marks each)

6. (a) Excellent Corporation Ltd. incorporated under the Companies Act, 2013 purchased an independent house comprising two floors in Gurgaon in the state of Haryana for a sum of ₹3.5 crore for providing company accommodation to Dinesh, Company Secretary on the first floor and it was decided that the company shall have its guest house at ground floor.

For facilitating its registration, Mrs. Kiran, the Chairman-cum-Managing Director executed the following special power of attorney :

"By this power of attorney, I, Kiran, Chairman, Excellent Corporation Ltd., do hereby appoint and authorise Dinesh to be my agent and authority for the purposes of executing registration of the property purchased by the company from Antarctic Builders Ltd. on this 15th day of September, 2015.

For and on behalf of Excellent Corporation Ltd.

Sd/- Kiran

Chairman

On presentation of this document, the Registrar refused to complete the registration procedure stating that the power of attorney is *void*.

In light of the above answer the following :

- (i) Is the action of the Registrar legally tenable ? State reasons.
(2 marks)
- (ii) Draft a power of attorney as you would have been the Company Secretary.
(4 marks)
- (iii) Property registration charges are 8% for a man and 6% for a woman. Will you advise that the power of attorney be executed in favour of Mrs. Kiran to derive this benefit ?
(2 marks)
- (b) Draft a complaint under section 498 of the Indian Penal Code, 1860 for enticing away a married woman.
(4 marks)
- (c) Robin has availed a loan of ₹50,000 from Mohan against assignment of life insurance policy. Draft a deed of assignment of life insurance policy.
(4 marks)