

Your overall performance is good. Revise all your previous topics at least once in a week rather allocate a day in a week for revision and evaluating your performance. This will help you memorize topics and bind out shortcomings in your preparation.

**10 marks
well attempt**

(1)(d) ✓

(5)(c) ✓

(6)(a) ✓

(7)(b) ✓

pg 6 As per section 382 of the Companies Act, 2013.

Every foreign company shall conspicuously exhibit on the outside of every office or place where it carries on business in India, the name of the company & the country in which it is incorporated, in letters easily legible in English language character, & also in the characters of the language or one of the languages in general use in the locality in which the office or place is situated.

- If the liability of the members of the company is limited, cause notice of that fact -

(i) to be stated in every prospectus issued & in all letters, billheads, letter paper, notices, advertisement & other official publications of the company, in legible English character, &

(ii) to be conspicuously exhibit on the outside of every office or place where it carries on business in India, the name of the office or place of company & in legible English character & also in the characters of the language or one of the languages in general use in the locality in which the office or place is situated.

After taking into account the provision of section 382 of the Companies Act, 2013, the following are the lapses by the company:

(i) The company has exhibited the name of the company in English but it has not displayed the name of the country where it was incorporated. Further, it has not displayed both the facts in the local language or one of the language in general use in the locality in which the office or place is situated i.e. Baroda.

(c) Further, the company is one where the liability of member is limited. The fact that the members liability is limited has not been conspicuously exhibited on the outside of every office or place i.e., in Baroda, in legible English characters & also in legible characters of the language or one of the language in general use in the locality i.e., Baroda.

The above lapses ~~would~~ have given rise to the notice from the Registrar.

P5 Board Resolution for appointment of Additional Director:

Resolved that pursuant to the Article of Association of the company and sec 161(1) of the Companies Act, 2013, Mr. N is appointed as an additional director of the MNC company limited with effect from 1st Oct, 2017 to hold the office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Resolved further that Mr. N will enjoy the same power & rights as other directors.

Resolved further that Mr. XYZ Secretary of MNC Co. Ltd. be & is hereby authorised to ~~electronically~~ file necessary return with the Registrar of companies and to do all other necessary things required under the Act.

Q4 As per provision of section 423 of the companies act, 2013, any person aggrieved by an order of the Appellate tribunal may prefer an appeal to the supreme court.

Every appeal shall be filed within a period of 60 days from the date a copy of the order of the Appellate tribunal is made available to the person aggrieved & shall be in such form, & accompanied by such fees, as may be prescribed.

3 marks
well attempted answer

Supreme court may entertain an appeal even after the expiry of the said period of 60 days from the date aforesaid, but within a period not exceeding 60 days, if it is satisfied that the appellant was prevented by sufficient cause from filing the appeal within period.

In the given case, Mr. Rama even aggrieved by an order of Appellate Tribunal desires to file an application before supreme court on 30th Oct, 2020, But as supreme court can entertain appeal only upto 60 days + 60 days (extension in sufficient cause). Since this appeal was to be filed beyond 120 days by Mr. Rama, so appeal to be filed before supreme court will not be admissible.

Q3 (i) Embezzlement of the cash & absconding is a ~~cognizable~~ cognizable offence which means a ~~person~~ of police officers can arrest such person without the warrant of the magistrate.

5 marks

(ii) cognizable offence:-

It means an offence for which "cognizable case" means a case in which, a police officer may in accordance with the 1st Schedule or under any other law for the time being in force, arrest without warrant.

You have good conceptual clarity of this question

(iii) Non-cognizable offence:-

It means an offence for which, "non-cognizable case" means a case in which, a police officer has no authority to arrest without warrant.

Cognizable offences are heinous crimes, whereas non-cognizable offences are not so serious.

Cognizable offences encompasses murder, rape, theft, kidnapping, counterfeiting, etc., whereas the non-cognizable offences include offences like forgery, cheating, assault, defamation & so forth.

By having an overview of the definitions of cognizable & non-cognizable offences as stated above, it is clear that in the matter of cognizable offences, a police officer have authority to arrest any person without warrant, but in case of non-cognizable offences, police officers do not have such authority. Therefore non-cognizable offences are less serious than that of the cognizable offences.

(iii) section 435-C(1) provides that the CG may, for the purpose of providing speedy trial of offences under this Act, except under Sec 452, by notification, establish or designate as many special courts as may be necessary.

Section 452 of companies Act, 2013, of an officer or employee of a company -

- wrongfully obtains possession of any property, including cash of the company, or
- Having any such property including cash in his possession, wrongfully withholds it or knowingly applies it for the purposes other than those expressed or directed in the articles & authorised by this Act.

He shall, on the complaint of the company or of any member or creditor or contributory ~~thereof~~, be punishable with fine which shall not be less than ~~one~~ ₹ 1,00,000 but which may extend to ₹ 5,00,000.

So, as per the provisions of companies Act, 2013, the special court cannot deal with the matters on which Sec 452 applies.

In the given case, since the branch manager, after collecting the money from the borrowers, absconded, which comes under the purview of section 452, hence this matter shall not be dealt with by the special court.

Q2 A dormant company shall have minimum no. of directors, file such documents & pay such fee as may be prescribed to the Registrar to retain its dormant status in the register & may become an active company on a ~~an~~ application made in this behalf accompanied by such documents & ~~fee~~ as may be prescribed.

4 marks As per rule 6 of the companies (Miscellaneous) Rules, 2014, a dormant company shall have a minimum no. of 3 directors as in case of a public co., 2 directors in case of a private co. & 1 director in case of a one person company.

You have good conceptual understanding of this

question As per rule 7 of companies rules, 2014, a dormant co. shall also continue to file the return & changes in directors in the manner & within the specified ~~to~~ in the Act, or whenever the company allots any security to any person or whenever there is any change in the directors of the company.

So, as above provisions, a dormant public co. should have minimum 3 directors. The ~~reduction~~ of no. of directors to 2 is not appropriate.

Hence, by taking into account the above provisions, reduction in the no. of directors to 2 & ~~not~~ filing a statement with Registrar regarding change of director by Jackpot Limited is not appropriate.

P1 **5 marks** ii) Foreign company (section 2(42)): Foreign company means any company or body corporate incorporated outside India which -
a) has a place of business in India whether by itself or through an agent, physically or through electronic mode, and
b) **well explained answer** conducts any business activity in India in an other manner.

As per section 379(2) of companies Act, 2013, where not less than 50% of the paid-up share capital, whether equity or preference or partly equity & partly preference, of a foreign co. is held by -

- (i) one or more citizens of India, or
- (ii) By one or more companies or bodies corporate incorporated in India, or

(ii) By one or more citizens of India & one or more companies or bodies corporate incorporated in India.

~~Whether singly or in the aggregate, such company shall comply with~~
In the given case, ~~timesoft solutions Pvt. Ltd.~~ is a Foreign company & has to comply with the provisions of chapter XXII, i.e., legal provisions for companies incorporated outside India.

(ii) As per section 390 of the Companies Act, 2013, Indian Depository Receipts means any instruments in the form of a depository receipt created by a domestic depository in India & authorised by a company incorporated in ~~India~~ outside India making a issue of such depository receipts.

According to Sec 390, notwithstanding anything contained in any other law for the time being in force, Central Government may make rules applicable for -

- (a) The offer of Indian Depository Receipts (IDR),
- (b) The manner of sale, transfer or transmission of IDR,
- (c) The requirement of disclosure in prospectus or letter of offer issued in connection with IDR, and.
- (d) the manner in which the IDR shall be dealt with in a depository mode & by custodian & underwriters.

By a company incorporated or to be incorporated outside India, whether the company has or has not established, or will or will not establish, any place of business in India.

As per Companies Rule, 2014, no company incorporated or to be incorporated outside India, whether the company has or has not established, or may or may not established, any place of business in India shall make an issue of IDR unless it complies with the conditions mentioned under this Rule.