

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 4

NOTE : Answer ALL Questions.

PART — A

1. (a) Over the number of years Seasons Ltd., fully owned by Calmitech Corporation Ltd., a listed entity, of which you are now the company secretary, has adopted aggressive growth strategy via targeted acquisition together with organic growth plan. Therefore, the disclosure requirements are based upon the listing rules. Recently Seasons acquired Hijobs Ltd., for geographic exposure, revenues and profits. During the negotiation process there were issues regarding management structure, values and due diligence. Post completion the process of acquisition the problems started to emerge like lack of data provided in due diligence, reflected the fact that it either didn't exist or was incomplete. Now it was time for preparation of the year end accounts. There were issues regarding incomplete accounting records and incorrect exchange rates. In short preparation of the Annual report and the financial statements was a significant challenge. You investigated relatively limited available information on the branch and tentatively concluded that is not material.
- (i) What would you do knowing that disclosure of such information to the auditors and the Board may delay the parent company's result announcement to the market ?
- (ii) What fundamental ethical principles would you take into consideration for making a prudent decision ?
- (5 marks each)
- (b) Answer the following in brief :
- (i) What do you mean by credo ? Explain by citing at least *one* example.
- (ii) Discuss the activities for which financial sanctions can be provided under Investor's Education and Protection Fund.

: 2 :

- (iii) How a better stakeholder engagement ensures good governance ?
- (iv) What are the *three* categories of objectives provided in COSO International Control Integrated Framework ?
- (v) Write a note on ISO 31000.

(2 marks each)

- (c) Explain the key principles of Stakeholder Engagement.

(5 marks)

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

- 2. (a) Ms. Nidhi is the Company Secretary of ZYCO Bank, the merchant banker for Synergy Ltd., which had recently carried out an issue and allotment of Equity Shares. Draft a post issue advertisement to be circulated in daily newspapers.
- (b) What are the major financial risks which may adversely affect an organization ?
- (c) Write a note on Secretarial Standard related to minutes of meeting.

(5 marks each)

OR (Alternate question to Q. No. 2)

- 2A. (i) “What is considered ethical behaviour in one society might be considered unethical in another. For example, euthanasia (mercy killing) is permitted in some countries but it is considered strictly unethical in most of the other countries.” In the light of the above statement discuss the common features of ethics.
- (ii) Elaborate the composition of the Board of the Public Sector Undertakings in the insurance sector.
- (iii) “For the first time in the history of Company Law in India, the Companies Act, 2013 has given statutory recognition to the Secretarial Standards issued by the Institute of Company Secretaries of India.” Discuss.

(5 marks each)

: 3 :

3. (a) Mr. Allen has recently joined Delta Limited as the secretary and has been asked by the Board of Directors to draft the charter of the Nomination and Remuneration Committee for its approval in the BOD meeting. Provide a sample draft which Mr. Allen would be supplementing to the BOD meeting in the light of provisions of LODR and Companies Act, 2013. (5 marks)
- (b) Are there any separate provisions of the meetings of the Independent Directors ? If yes, state such provisions and also their rationale. (5 marks)
- (c) What are the primary responsibilities of the Chairman for leading the Board and ensuring its effectiveness ? (5 marks)
4. (a) A meeting of Board of Directors is to be held to review the financial performance of the company as well as declaration of dividend. Draft a notice and agenda of this meeting to be circulated to the Board of Directors in accordance with the relevant provisions of Companies Act, 2013. (5 marks)
- (b) How does Audit Committee play a significant role in corporate governance in India ? (5 marks)
- (c) What are the guidelines provided in the Listing Obligation and Disclosure Requirements (LODR) Rules 2015 related to annual report of companies ? (5 marks)

PART — B

5. (a) What are the different reporting principles for defining quality in GRI ? (5 marks)
- (b) “The Concept of Kyosei is actually integrating business, government and the society and finally aiming at transnational approach.” Can such objective be attained ? Explaining the concept of Kyosei justify your answer. (5 marks)
- (c) Discuss the core principles of National Voluntary Guidelines on Soical, Environmental and Economic responsibility of business. (5 marks)

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

6. Discuss in brief the following :

- (a) Ecomark.
- (b) Government Role in improving Sustainability.
- (c) Functions of CSR Committee.
- (d) Carbon footprint vis-a-vis Ecological footprint.
- (e) Agenda.

(3 marks each)

OR (Alternate question to Q. No. 6)

- 6A. (i) What are the different sections of Business Responsibility Reporting framework as per LODR regulations ?
- (ii) What do you understand by emission trading ?
- (iii) Mention the names of the documents which were the result of the Rio Summit of UNCED held in 1992.
- (iv) Discuss the implications of historic judgement delivered in Kanpur Tanneries Case.
- (v) What do you understand by integrated reporting ?

(3 marks each)

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