

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 8

Total number of printed pages : 4

PART — A

*(Answer Question No.1 which is compulsory
and any two of the rest from this part.)*

1. (a) "Good corporates are not born, but are made by the combined efforts of all stakeholders, board of directors, government and the society at large." In the light of this statement, bring out the elements of good Corporate Governance in India.

(10 marks)

- (b) State, with reasons in brief, whether the following statements are true or false :

- (i) As per clause 49 of the listing agreement, the performance evaluation of non-executive directors could be done by the Chairman of the Board.
- (ii) Every director of a company must disclose the nature of his concern or interest in any transaction of the company.
- (iii) Corporate social responsibility is more than philanthropy.
- (iv) The adoption of whistle blower mechanism is mandatory for listed companies.
- (v) According to the Secretarial Standard on Meetings of the Board of directors (SS-1) issued by the ICSI, the agenda should be given at least one month before the date of meeting.

(2 marks each)

2. (a) Write short notes on the following. Attempt **any three** :

- (i) Corporate blogs
- (ii) Continual disclosure
- (iii) COSO's internal control framework
- (iv) CSR assessment.

(3 marks each)

- (b) As a Company Secretary of ABC Ltd., prepare a Board note listing out the items that should be included in the Board Charter.

(6 marks)

3. (a) Highlight the role of institutional investors in promoting good Corporate Governance.
(5 marks)
- (b) Discuss the role of Company Secretary in addressing risk management ?
(5 marks)
- (c) "With the globalisation and the complex regulatory requirements, the need to delegate oversight of certain areas to a specialist Board committee has become imperative." In the light of this statement, discuss the need and advantages of such committees.
(5 marks)
4. (a) The Board of directors of your company intends to formulate corporate communication policy. As a Company Secretary, you are required to prepare a qualitative note highlighting the areas on which communication policy may specifically focus.
(6 marks)
- (b) Discuss briefly **any three** of the following :
- (i) Kautilya's four-fold duty of a king
 - (ii) Reputation risk
 - (iii) CEO/CFO certification
 - (iv) Corporate Governance in insurance sector.
- (3 marks each)

PART — B

(Answer ANY TWO questions from this part.)

5. (a) Bhagavad Gita teaches that "without being attached to the fruits of activities, one should act as a matter of duty, by working without attachment one attains the supreme."
In the light of this statement, discuss various ethics philosophies.
(6 marks)

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(b) Briefly discuss *any three* of the following :

- (i) Credo
- (ii) Integrity pact
- (iii) Ethical dilemma
- (iv) Ethics in finance.

(3 marks each)

6. (a) "In a centralised organisation, decision making authority is concentrated in the hands of top level managers and little authority is delegated to the lower levels." In the light of this statement, discuss the importance of an organisation structure in the study of business ethics.

(5 marks)

(b) "The dominant principle of social and ethical accounting is inclusivity." Discuss and enumerate the principles of social and ethical accounting.

(5 marks)

(c) Explain the ethical dimensions of an activity with the help of a grid.

(5 marks)

7. (a) "Stakeholders engagement is an alliance building tool." Comment.

(5 marks)

(b) Discuss briefly the Clarkson principles of stakeholder management.

(5 marks)

(c) What is ethics audit ? Mention some salient suggested steps in ethics audit.

(5 marks)

PART — C

8. Attempt *any four* of the following :

- (i) "In India, the primary responsibility for administration and implementation of the policy of Government of India with respect to environmental management, conservation, ecological development and pollution control rests with the Ministry of Environment and Forests (MoEF)." Discuss and list out the enactments administered by MoEF.
- (ii) Elaborate the key aspects on which companies are required to focus as a good corporate citizen.
- (iii) What is Dow-Jones sustainability index ?
- (iv) Write any ten principles embodied in the Rio Declaration on Environment and Development.
- (v) "When science and technology are increasingly employed in pursuing goods and services calculated to improve the quality of life, there is a certain element of hazard or risk inherent in the very use of science and technology and it is not possible to totally eliminate such hazard or risk altogether." Discuss the above statement with reference to court decisions.

(5 marks each)