

*Roll No. ....*

*Time allowed : 3 hours*

*Maximum marks : 100*

*Total number of questions : 6*

*Total number of printed pages : 6*

*NOTE : Answer ALL Questions.*

**PART-I**

1. ABC Ltd., is a Joint Venture between an Indian Company and a Multi-National Company. In present Covid pandemic situation, a Board Meeting through video conference was held on 29th October, 2020 at a shorter notice of 3 days. One of the agenda items was approval of the financial statements for the quarter ended 30th September, 2020. One of the Directors joined late in the Board Meeting and was not present while discussing one agenda item. None of the Independent Directors were present. The Company needs funds and is proposing to issue rights shares. Board recommended increase in authorised share capital as well as approved convening of an EGM through Video Conference on 31st December, 2020. The Board discussed on a business proposal at length in the Board Meeting. When minutes were circulated by the Company Secretary, both the joint venture nominee Directors on the Board of the Company had different views on the discussions made and suggested modifications to the minutes which were not in harmony with the minutes circulated by the Company Secretary. Chairman of the Board of Directors is nominee of Indian Company. He is firm that Chairman's decision is final in finalising the minutes of the meeting.

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Based on the above facts, answer the following questions :

- (a) Discuss whether the financial statements can be approved in Board Meeting through Video Conferencing ?
- (b) What is the procedure to be followed by the Company Secretary when conducting Board Meeting through Video Conferencing as per SS-1 ?
- (c) How is proceeding of the Meeting is recorded by the Company Secretary in the Board Meeting ? Discuss on recording and finalisation of minutes in light of the provisions of applicable SS-1.
- (d) Can EGM be held through Video Conferencing ?

(5 marks each)

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

- 2. (a) The 'Fit and Proper' criteria for nomination of directors applies only to private sector banks. Do you agree with the statement ? Describe the phrase 'Fit and Proper'.  
(5 marks)
- (b) During the Meeting of Audit Committee of PQR Ltd. (BSE Listed Company), the member of the Audit Committee so desired to detailed information on material management control at depot. He also required the financial control system on material movement. The Project Head opined that Audit Committee has no such power. In

: 3 :

light of the provisions of the Companies Act, 2013 and SEBI (LODR), Regulations 2015, explain whether such information can be called by Audit Committee. What panel provisions are applicable in case of Audit Committee is not constituted as per section 177 of the Act ?

(5 marks)

- (c) What are the Materiality Guidelines ? Prepare a note on Disclosures of events upon application of the Materiality Guidelines.

(5 marks)

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

- 2A. (i) Which Authority issued code on Stewardship for Insurer in India ? What are the Principles of such Guidelines ?

(5 marks)

- (ii) The Finnish Corporate Governance Code 2020 (2020 CG Code) came into force and applicable to listed companies on Nasdaq Helsinki Ltd. (Helsinki Stock Exchange). What is the key recommendation with respect to Related Party Transaction in this Code ?

(5 marks)

- (iii) Define the role of Stakeholders in Corporate Governance under SEBI (LODR) Regulations, 2015.

(5 marks)

3. (a) Write the short notes on CSR Audit.
- (b) ICSI Recommendations to strengthen Corporate Governance framework suggests for constitution of Corporate Compliance Committee on mandatory basis. If such recommendations are accepted by competent authority, what will be the applicability? Highlight any 3 major functions, that may be included in charter of the Committee.
- (c) Prepare a brief note on Corporate Secretaries International Association Limited.
- (d) “Governance, Risk and Compliance (GRC) is the integrated collection of capabilities that enable an organization to reliably achieve objectives, address uncertainty and act with integrity.” Explain.
- (e) When will a transaction with a related party be material ?

(3 marks each)

## PART-II

4. (a) What type of risk is the Covid Pandemic ?
- (b) Is Risk Management Policy mandatory for private companies ? What are the advantages of Risk management ?
- (c) Write short notes on ISO 31000.
- (d) What is Reputation Risk ? How is it managed ?

(5 marks each)

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**PART-III***Attempt all parts of either Q. No. 5 or Q. No. 5A*

5. (a) You are newly appointed as the Company Secretary of ABC Pvt Ltd. Rama, who is the CEO of the Company, is not clear on concept and applicability of internal audit to your company. She approaches you to understand the same. Prepare a short note to brief Rama on concept and applicability of internal audit as per the provisions of Companies Act, 2013 to your company.
- (b) Why Non-Financial Reporting is important for companies ?
- (c) Administrative Controls have an indirect relationship with financial records. Do you agree with this statement ?
- (d) Sustainability Reporting being relatively a new concept, what challenges do you foresee in mainstreaming sustainability reporting ?

*(5 marks each)****OR (Alternate question to Q. No. 5)***

- 5A. (i) Elucidate the purposes and limitations of Financial Reporting.
- (ii) Explain the meaning of internal control and internal audit and also mention how these two are different from each other.
- (iii) What are the Guiding Principles for preparation of an integrated report ?
- (iv) Discuss the relation between integrated reporting and sustainability reporting.

*(5 marks each)*

## PART-IV

6. (a) Explain specific additional provisions for Board Members and Management Committee Members in a Model Code of Business Conduct and Ethics.

(5 marks)

- (b) Define the following terms :

- (i) Standard and Poor's ESG India Index
- (ii) Sustainable Value Added (SVA)
- (iii) "Undue Advantage" as per Prevention of Corruption Act, 1988
- (iv) "Bribery" under ICSI Anti Bribery Code
- (v) Central Vigilance Commission.

(5 marks)

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