

Roll No.....

Time allowed : 3 hours

Total number of questions : 8

Maximum marks : 100

Total number of printed pages : 3

**PART — A**

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

1. (a) "Independent directors are known to bring objective view in Board deliberations. They also ensure that there is no dominance of one individual or special interest group or the stifling of healthy debate. They act as the guardians of the interest of all shareholders and stakeholders, especially in the areas of potential conflict."

Discuss the above statement in the light of Clause 49 of the listing agreement.

*(10 marks)*

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

- (i) Kautilya's Arthashastra maintains that for good governance all administrators including the king were considered the masters of the people.
- (ii) Clause 49 of the listing agreement obligates a company to make disclosure about the remuneration of directors.
- (iii) Any person, who has access to the price sensitive information, need not be an 'insider'.
- (iv) Board meetings should be held at least four times in a year with a maximum gap of six months.
- (v) Shareholders activism does not refer to the active involvement of stakeholders in their company.

*(2 marks each)*

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

- (i) The Turnbull Report
- (ii) CII's Desirable Corporate Governance Code
- (iii) Role of institutional investors in Corporate Governance
- (iv) Shareholders' rights.

*(3 marks each)*

- (b) Juris Global Ltd., an LPO company, aims for listing at New York Stock Exchange (NYSE). The companies listed on the NYSE are required to comply with certain standards regarding Corporate Governance as prescribed in the NYSE's listing rules. Your company will be required, inter alia, to comply with these rules.

As a Company Secretary, you are required to prepare a Board note highlighting the provisions of the NYSE's listing rules with respect to the Board structure and constitution of various committees of the

Board.

(6 marks)

3. (a) "The rapidly growing global economy has created an expanding array of risks to be managed to ensure the viability and success of an enterprise." Discuss this statement enumerating various classes of risks and the ways of risk handling.

(5 marks)

- (b) "Corporate social responsibility is an evolving concept." Describe and distinguish 'corporate social responsibility' with 'corporate philanthropy'.

(5 marks)

- (c) "Corporate communication is all about managing perceptions and ensuring effective and timely dissemination of information, positive corporate image, and smooth and affirmative relationship with all stakeholders." Explain and outline the scope of corporate communication.

(5 marks)

4. (a) Describe briefly **any three** of the following :

- (i) ICSI initiatives towards Corporate Governance
- (ii) Prohibition on insider trading
- (iii) Mandatory committees under the listing agreement
- (iv) COSO's internal control framework.

(3 marks each)

- (b) Enumerate any six Corporate Governance Forums worldwide, which are instrumental in promoting the culture of creativity and compliance among corporates.

(6 marks)

### PART — B

*(Answer ANY TWO questions from this part.)*

5. (a) "The code of conduct of each company summarises its philosophy of doing business. The exact details of this code are a matter of discretion, but there are some common principles in drafting of the code in most of the companies." What are these principles ?

(6 marks)

- (b) Write short notes on **any three** of the following :

- (i) Activity analysis
- (ii) Code of ethics
- (iii) Deontological ethics

(iv) Ethics in marketing.

*(3 marks each)*

6. (a) "A major step in developing an effective ethics programme is implementing a training programme and communication system to communicate and educate employees about the company's ethical standards." Elucidate.

*(5 marks)*

(b) What is 'ethics committee'? Describe the functions of an ethics committee.

*(5 marks)*

(c) 'There are four theses viewing stakeholders' theory.' Describe and discuss.

*(5 marks)*

7. (a) Explain the Clarkson Principles of Stakeholders' Management.

*(5 marks)*

(b) "The ethical tendency or climate of an organisation is set at the top." In the light of this statement, critically examine the role of Board of directors in the ethical climate of a company.

*(5 marks)*

(c) "Social and ethical accounting is a process that helps a company to address issues of accountability to stakeholders and to improve performance of all aspects, viz., social, environmental and economic." Explain and discuss briefly the principles of social and ethical accounting.

*(5 marks)*

### **P A R T — C**

8. Attempt **any four** of the following :

(i) Write a note on 'sustainability reporting in emerging economies'.

(ii) Discuss the fundamental principles of sustainable development. How are these principles related to United Nations Conference on Environment and Development (UNCED), 1992 held at Rio de Janeiro ?

(iii) What is the 'global compact'? What are the objectives of this initiative?

(iv) What is difference between "convention" and 'protocol'? Discuss briefly the major features of Kyoto Protocol. How was the implementation of Kyoto Protocol accorded ?

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- (v) The Supreme Court of India has shown its concern about the discharge of untreated effluents into the rivers in many cases. Discuss the problem of water pollution in India and court's initiatives for its protection in the light of decided case law.

*(5 marks each)*