

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 2

NOTE : Attempt **ANY FIVE** questions. All questions carry equal marks.

1. In the context of ethical dilemmas at work place and in Board meetings, explain the following :
 - (i) Secrecy, confidentiality and loyalty; and
 - (ii) Power, authority and trust.

(20 marks)
2. Shareholders of Atoyot Automobiles Ltd. felt that the Board of directors was not functioning efficiently. Dushyant was the Chairman of the Board and also the Chief Executive Officer of the Company. The Board comprised seven executive directors, five non-executive directors, three nominee directors and two independent directors. What could be the reasons for the unhappiness of the shareholders ? Advise the Board.

(20 marks)
3. Sunder Textiles Ltd. has many senior workmen. The company bought new machines for automated weaving and dyeing activities. The company wanted to replace its senior workmen with juniors who are young instead of re-training the senior ones to use new technology. Is this type of approach ethical ? What would be an alternate way of handling the situation ? Prepare a note to the Board.

(20 marks)
4. (a) A company provides a formal mechanism for all the employees of the company to approach the ethics counsellor/chairman of the audit committee and make prospective disclosures about the unethical behaviour, actual or suspected fraud or violation of the company's code of conduct. Which type of policy is the company trying to inculcate ? What are its benefits ?

(10 marks)

(b) "The carbon footprint is a key issue when it comes to determining the impact of our daily activities on the environment as a whole." What is the concept of carbon footprint ? What is the benefit of carbon footprinting ?

(10 marks)

5. (a) To prevent the high employee turnover, an effective ESOP scheme can play an important role in employee retention. Explain the concept and possible benefits of ESOP scheme.
(10 marks)
- (b) There are a very few women directors sitting on the Boards of Indian companies. Explain the possible reasons for low representation and need to have more women directors on the Board.
(10 marks)
6. (a) “Explain the various ways in which professionals can play a significant role in practising Corporate Governance as compared to an ordinary person in his different capacities.” In view of this statement, explain the role of a professional as an auditor for overseeing Corporate Governance.
(10 marks)
- (b) “Risk is an integral part of every company’s strategy.” Explain the objectives of risk management mechanism and the role of risk management committee in undertaking Boards oversight role.
(10 marks)