

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. (a) “In a small business, the business owner is often responsible for ensuring that good Corporate Governance is in place. In larger firms, the Company Secretary will take on this role. If a business owner becomes overwhelmed with some of the Corporate Governance responsibilities, this duty can sometimes be outsourced or combined with another role within the business.”

In the light of the above statement, highlight the role of a Company Secretary in family owned corporate enterprises.

(10 marks)

- (b) State at least 10 ways by which attendance and participation in committee meetings can be enhanced.

(10 marks)

2. (a) Clearly highlight the difference between ‘audit committee’ and ‘remuneration committee’ on the basis of formation, requirements, roles and responsibilities.

(10 marks)

- (b) “Governance needs continually to be administered and informed by information that is examined and carefully evaluated with reference to the intended objective of the corporate policy.” Elucidate the statement.

(10 marks)

3. “It is often believed that committees sit on papers for a long time and matters are inordinately delayed.” Contrary to this common perception, all progressive companies have a Board Committee’s Charter and accordingly they form several committees to speed-up work.

In the light of the above statement, point out merits and demerits of committee management stating the need for the same. Also, briefly write on Board Committee’s Charter and ‘Terms of Reference’.

(20 marks)

4. “Dynamics of culture and Corporate Governance in India are explored with relation to three areas where the clashes are strongest — related-party transactions, the promoters’ or large shareholders’ actions, and the Board’s nominations, deliberations and effectiveness.” Discuss in detail.
(20 marks)
5. (a) Can a company appoint a ‘small shareholders’ director’ ? If yes, state the procedure for doing so. Can he be appointed as a Managing Director and be a part of Board committees ?
(10 marks)
- (b) “Shareholders are co-owners in the share capital of the company, therefore, they should be motivated enough to partake in meetings and progress of the company.” In the light of this statement, state the role, operation, reporting, powers and authority of shareholders’ grievance committee ?
(10 marks)
6. “The Ministry of Corporate Affairs has clarified that directors of a company may participate in a meeting of Board of directors/committee of directors under the Companies Act, 1956 through electronic mode.” Do you think this will be covered under ‘green initiatives’ in the Corporate Governance ? Elaborate and also state how companies are expected to contribute to environmental issues ?
(20 marks)