

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) Discuss the role of Company Secretary to ensure that there is an integrated framework on which a strong system of internal control is built.  
(10 marks)
- (b) Fernando ascribes investor protection as a broader problem covering various measures from malpractices of companies, member brokers and financial intermediaries. Explain briefly what the investor should do to get his grievances addressed ?  
(10 marks)
2. (a) Briefly mention the corporate disclosure practices for prevention of insider trading.  
(10 marks)
- (b) Clause 49 of the listing agreement requires that the Board of a company shall lay down a 'code of conduct' for its Board members and senior management personnel. Explain the contents of a code of conduct and the principles on which it should be drawn and developed.  
(10 marks)
3. (a) "The joint venture agreement forms the basis of the understanding between and among the parties. It is relied upon to ensure that all parties understand their roles, rights, responsibilities and remedies in the conduct of the joint ventures." Suggest suitable factors that should be kept in mind while drafting a joint venture agreement to avoid any awry (misunderstanding and confusion) between the parties.  
(10 marks)
- (b) Corporate blogs are gaining momentum day-by-day enabling corporates to achieve organisational goals and to have strong communication with consumers, public, government, buyers and suppliers, as well as within the company. Do you agree with this statement ? If so, then define blogs, their types and importance for the corporate world.  
(10 marks)

4. ABC Ltd. is incorporated under the Companies Act, 1956 in India, having its shares listed on stock exchanges in India. The company also has American depository shares listed on the New York Stock Exchange (NYSE). Managing Director of the company seeks guidance from you as to how he should make compliance with the provisions of the Indian law, the regulations and guidelines of SEBI and the listing requirements of the Listing Agreements in India as well as of New York Stock Exchange. As a Company Secretary, place before him, in significant way, the Corporate Governance requirements under Indian and US NYSE Corporate Governance standards.

*(20 marks)*

5. Name the major players in a Corporate Governance framework and explain how these players, by the very nature of their positions and dispositions, harbour the potential for conflict between discharge of their responsibilities and in the pursuit of their personal or unique objectives.

*(20 marks)*

6. Discuss the following :

(a) Corporate culture and vision.

*(5 marks)*

(b) Principles of good Corporate Governance.

*(5 marks)*

(c) Five golden rules of Corporate Governance as propounded by the founders of applied corporate governance.

*(5 marks)*

(d) Whistle blower policy.

*(5 marks)*