

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 8

Total number of printed pages : 4

**PART — A**

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

1. (a) "Good governance is a hallmark of the organisational objectives and values. A properly structured Board capable of taking independent and objective decisions is the pivot of Corporate Governance. A Board should, therefore, be a mix of executive and independent directors with a variety of experience and core competence so that it may effectively fulfil its responsibilities by laying down policies and strategies, monitoring managerial performance objectively."

In the light of the above statement, discuss the role of independent directors in the Corporate Governance with specific reference to the code of conduct of independent directors as per the provisions of the Companies Act, 2013.

*(10 marks)*

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

- (i) Two-tier Board in its present form was developed in Germany.
- (ii) The non-executive director is always an independent director.
- (iii) ISO 31000 provides standard on the implementation of risk management.
- (iv) Mutual funds are institutional investors.
- (v) Corporate social responsibility (CSR) is mandatory for the companies in India.

*(2 marks each)*

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

- (i) Whistle blower policy
- (ii) Diligence report in banks
- (iii) Insider trading
- (iv) Corporate Governance Committee
- (v) Woman director.

*(3 marks each)*

- (b) "Related party transactions have always been viewed with concern." In this context, briefly narrate the changes made under the Companies Act, 2013.

*(6 marks)*

3. (a) "Corporate Governance has a specific role to play in the public sector undertakings (PSUs) and they follow set guidelines for Corporate Governance." In the light of this statement, discuss the guidelines issued by the Ministry of Heavy Industries and Public Enterprises on Corporate Governance for Central Public Undertakings.  
(5 marks)
- (b) "Fund allocation for corporate social responsibility (CSR) activities acts as a catalyst for the development of the organisation as the spending on CSR is not an expenditure but an investment for future sustainability." Discuss the statement and list out the salient provisions in the Companies Act, 2013 with respect to CSR.  
(5 marks)
- (c) "Australian Corporate Governance framework contains a range of measures that promote accountability of management and transparency of financial and other information." Discuss the statement and list out the Australian measures with regard to accountability, transparency and disclosure.  
(5 marks)
4. (a) Discuss and elaborate the following. Attempt *any three* :  
(i) Corporate communication  
(ii) Redressal mechanism for investor grievances  
(iii) Senior independent directors  
(iv) Corporate philanthropy.  
(3 marks each)
- (b) "Risk management is a structured, consistent and continuous process, applied across the organisation for the identification and assessment of risks, control assessment and exposure monitoring." In the light of the statement, discuss the risk management process and advantages of risk management.  
(6 marks)

: 3 :

**PART — B***(Answer ANY TWO questions from this part.)*

5. (a) Explain briefly the following. Attempt *any three* :
- (i) Teleological ethics
  - (ii) Thesis of stakeholder theory
  - (iii) Role of leadership
  - (iv) Tylenol crisis.
- (3 marks each)*
- (b) "Ethics is the study of moral decisions that are made by us in the course of performance of our duties." In the light of this statement, discuss the concept of business ethics and its advantages.
- (6 marks)*
6. (a) "Social and ethical accounting has no standardised model." Elucidate this statement and discuss the principles of social and ethical accounting.
- (5 marks)*
- (b) "The Board of directors hold the ultimate responsibility for their company's success or failure, as well as for ethics of their actions." Elaborate.
- (5 marks)*
- (c) "When violations occur, the ethics committee should have ways to identify why they occurred." Comment.
- (5 marks)*
7. (a) What do you understand by the 'stakeholders concept' ? Whether this concept has been recognised in law ?
- (5 marks)*
- (b) "Human resources management plays a decisive role in implementation of ethics in an organisation." Comment.
- (5 marks)*

- (c) "To be successful, business ethics programme should educate employees about formal ethical framework and sensitise more for analysing ethics issue." In the light of this statement, discuss the concept of ethics training and communication.

(5 marks)

## PART — C

8. Attempt *any four* of the following :

- (i) "Since its incorporation, a corporate entity consistently endeavours to better and in long run eyes towards achieving excellence." In the light of this statement, discuss the concept of corporate sustainability and explain how a corporate entity should venture to secure corporate sustainability.
- (ii) Write short notes on 'Dow Jones Sustainability Index' and 'Agenda 21'.
- (iii) "The principle of absolute liability is operative without any exception." Discuss with case laws, if any.
- (iv) Write a brief note on G3 Guidelines for sustainability reporting.
- (v) "It is not possible to adopt a policy of not having any chemical or other hazardous industries merely because they pose hazards or risks to the community." Elaborate the statement referring to the relevant court decisions.

(5 marks each)