

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) “Corporate governance extends beyond corporate law. Its fundamental objective is not mere fulfilment of the requirements of law, but in ensuring commitment of the Board of directors in managing the company in a transparent manner for maximising stakeholders’ value.” In the light of this statement, discuss the various factors which add greater value through good governance.

*(10 marks)*

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

- (i) As per clause 49 of the listing agreement, the Chairman of the audit committee shall be an independent director.
- (ii) Global Corporate Governance Forum was founded by the World Bank.
- (iii) A company is required to file the shareholding pattern with the stock exchange on a quarterly basis.
- (iv) Filing of CSR e-form is mandatory for all the listed companies.
- (v) Mutual funds are institutional investors.

*(2 marks each)*

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

- (i) Price sensitive information
- (ii) Corporate governance in public sector undertakings
- (iii) Corporate Communication Officers (CCOs)
- (iv) National Foundation for Corporate Governance.

*(3 marks each)*

- (b) “Companies are not entirely free to decide on how they shall handle their risks.” Discuss this statement in the light of clause 49 of the listing agreement.

*(6 marks)*

3. (a) “Within the broader concept of corporate social responsibility (CSR), the concept of triple bottom line (TBL) is gaining recognition.” Discuss the need to apply the concept of TBL.  
(5 marks)
- (b) Describe briefly the need and advantages of committee management. Name the committees which are to be constituted for good corporate governance.  
(5 marks)
- (c) Prepare a Board note on ‘internal control’ highlighting the elements of sound internal control system for a company.  
(5 marks)
4. (a) Organisation for Economic Co-operation and Development (OECD) defines corporate governance as — “a system by which business corporations are directed and controlled.” In the light of this statement, enumerate the principles of corporate governance as evolved by OECD.  
(6 marks)
- (b) Discuss briefly *any three* of the following :
- (i) Evidence of corporate governance from Arthashastra
  - (ii) Related party transactions
  - (iii) Sarbanes-Oxley Act, 2002
  - (iv) Chief Executive Officer (CEO).
- (3 marks each)

### PART — B

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

5. (a) “Companies displaying a clear commitment to ethical conduct consistently outperform companies that do not display ethical conduct.” Discuss this statement highlighting the advantages of business ethics.  
(6 marks)

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(b) Discuss briefly *any three* of the following :

- (i) Ethics audit
- (ii) Activity analysis
- (iii) Ethics in human resources
- (iv) Enlightened egoism.

(3 marks each)

6. (a) You are the Company Secretary of Great Fortunes Ltd. Prepare a Board note on the role of Board of directors in ethical decision-making.

(5 marks)

(b) “Stakeholder analysis is the identification of a project’s/activity’s key stakeholders, an assessment of their interests and the ways in which these interests affect project’s riskiness and viability.” Elaborate the statement.

(5 marks)

(c) Elaborate the factors that indicate the success of an ethics programme.

(5 marks)

7. (a) “An organisation’s structure is a significant factor to the study of business ethics.” Comment.

(5 marks)

(b) Discuss briefly the Caux Round Table (CRT) and its principles of business.

(5 marks)

(c) Explain the concept of ‘whistle blower’.

(5 marks)

### PART — C

8. Attempt *any four* of the following :

- (i) “It is not possible to adopt a policy of not having any chemical or any other hazardous industries merely because they pose hazards or risks to the community.” Discuss this statement in the light of Supreme Court decisions.

(5 marks)

- (ii) “The areas of improvement listed in the ‘Preamble’ of the International Labour Organisation (ILO) in 1919 remain relevant even today.” Discuss and state these areas.  
*(5 marks)*
- (iii) Discuss the quantitative methods used to assess the sustainability.  
*(5 marks)*
- (iv) Narrate briefly the relationship between corporate sustainability and corporate social responsibility.  
*(5 marks)*
- (v) “The reporting organisation should identify its stakeholders and explain in its sustainability reporting how it has responded to their reasonable expectations and interests.” Elucidate this statement by considering stakeholders’ inclusiveness.  
*(5 marks)*