

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of question : 6

Total number of printed pages : 5

NOTE : Answer ALL Questions.

PART—A

1. (a) Apex Pharmaceuticals Company Ltd. is a well reputed multinational company dealing in manufacturing and marketing of life saving drugs and formulations. Company's Research and Development (R & D) Department is actively engaged in development and formulations of new drugs in general and life saving drugs in particular. While experimenting with a chemical molecule, R & D department sees the possibility that a molecule may be developed into a drug that may prove very helpful in the treatment of a rare, painful and life threatening genetic disease, for which no effective drug is available at present in the market, but which afflicts to only one child in one million. However, development of the drug will require investment of huge sum of investors' money of the company, despite the drug may not have saleability.

The R & D department of the company brings this to the notice of Mr. Ram, who is the CEO of the company.

Taking the above facts into consideration, answer :

- (i) What dilemma Mr. Ram is facing ?
- (ii) As a CEO, in place of Mr. Ram, how you would have acted in such situation ?

(5 marks each)

: 2 :

(b) Answer the following :

- (i) “An action is considered good if its consequences are good.” Explain.
- (ii) “Ethical climate provides employees to obey and adhere to the rules and authority.” Explain.
- (iii) Discuss Steward Theory of Corporate Governance.
- (iv) Should there be an induction programme for Directors ? Discuss.
- (v) “Stakeholder is any group of individuals which can effect or is affected by the organization.” What are the types of stakeholders ?

(2 marks each)

(c) “How does better stakeholder engagement enables good governance.” Discuss.

(5 marks)

Attempt all parts of either Q. No. 2 or Q. No. 2A

2. (a) “Companies showing commitment to ethical conduct consistently outperform in comparison to those which do not show.” Comment.
- (b) Discuss provisions of the companies Act, 2013 with regard to vigil mechanism.
- (c) A meeting of Board of Directors of Ashoka Business Corporation Ltd. is held on 30th June, 2017 at its registered office, 1, Ashoka Marg New Delhi, in which board considered and approved company’s financial statement for the F/Y ending 31st March, 2017 and made declaration of 20% dividends on its equity shares. You being the Company Secretary, draft the minutes of Board meeting.

(5 marks each)

: 3 :

OR (Alternate question to Q. No. 2)

- 2A.** (i) “Secretarial Audit is a process to check compliance with provisions of all applicable laws and rules/regulations/procedures.” Elaborate and discuss provisions of the Companies Act, 2013 with regard to Secretarial Audit.
- (ii) How the institutional investors assess the health of a company before making the investment decision ?
- (iii) Discuss the rationale behind composition of Board Committees.
- (5 marks each)*
- 3.** (a) You are the Company Secretary of ABC Ltd., the turnover of your company as per last audited financial statement has crossed Rs. 100 crore. As per requirement of Section 177 (i) of the Companies Act, 2013 your company is required to constitute an Audit Committee. Board of Directors of the company has asked you to draft the composition of audit committee.
- Keeping in view the provisions of Companies Act, 2013 and Listing Obligations and Disclosure Requirement (LODR), 2015 prepare a note for the composition of audit committee.
- (5 marks)*
- (b) “Unit and unless risks are properly managed they may cause severe loss to the business.” In the context of this, discuss what steps you would like to take for the proper management of the risks of your business.
- (5 marks)*
- (c) Discuss recommendations of Ganguli Committee on Corporate Governance specifically applicable to Public Sector Banks.

(5 marks)

4. (a) Discuss provisions relating to prior intimation of Board meeting to Stock Exchange as per SEBI (LODR) Regulations, 2015. (5 marks)
- (b) “Corporate governance is needed to create a corporate culture of transparency, accountability and disclosure”, comment. (5 marks)
- (c) “In certain cases Reserve Bank of India can appoint chairman or managing director of a banking company.” In the context of this discuss the provisions of Banking Regulation Act, 1949 with regard to appointment of Chairman of the banking company. (5 marks)

PART—B

5. (a) “Modern business organizations are giving higher attention on discharging their social responsibilities.” Elaborate and discuss the factors which led to increasing attention being devoted to CSR by these organizations. (5 marks)
- (b) Why sustainability is considered an imperative in the present age ? (5 marks)
- (c) What are the Millennium Development Goals established following the UN Millennium Summit, 2000. (5 marks)

: 5 :

Attempt all parts of either Q. No. 6 or Q. No. 6A

6. Discuss the following :

- (a) Triple Bottom Line Approach of CSR.
- (b) Global Compact Self Assessment Tools.
- (c) Carbon Offsetting.
- (d) Standard and Poor's ESG India Index.
- (e) The 2030 Agenda for Sustainable Development.

(3 marks each)

OR (Alternate question to Q. No. 6)

- 6A. (i) Corporate Citizenship is a commitment to improve community well being through voluntary practices." Comment.
- (ii) Discuss fundamentals principles of sustainable development.
- (iii) Green Washing.
- (iv) Statement of forest principle.
- (v) UK's Corporate Manslaughter and Corporate Homicide Act, 2007.

(3 marks each)

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