

Roll No.

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 6

NOTE : Answer ALL Questions.

PART—A

1. (a) In a branch of ABC Bank, Branch Manager throughout the year has been under acute pressure to achieve the business targets. At the year-end, he finds that despite his best efforts, he has not been able to achieve the targets given by his team leader. Simultaneously, he found that there are various cash credit limits sanctioned which are not being utilized. On 31st March, he makes debit entries as withdrawals in such unutilized cash credit limits and transfers to current accounts of the borrowers and again reverses these entries on 1st April. In addition, to avoid the mounting pressure of reduction in NPAs, he makes credit transfer entries in cash credit limits not transacted since last six months and reverses these entries on next day after year-end, i.e. 1st April.

In this way, he has been able to manage the achievement of his deposits and advances targets. Also, he has temporarily engaged a boy as attendant. As to employ a casual staff, he was required compliance of laid down policy of the bank, he shown payments made to him as water and cleaning charges under different names. He argues that as no loss has been caused to any one, hence he is right.

In the light of above answer the following questions :

- (i) Evaluate his actions in the light of ethical practices and mention which types of ethical issues are there at his branch.

(5 marks)

- (ii) What do understand by 'Ethics in Compliance' ? Describe by citing an example and a case study involving issues of ethics in compliance.

(5 marks)

: 2 :

(b) Write short notes on the following :

- (i) Key Managerial Personnel (KMP)
- (ii) ICSI Motto, Vision Statement and Mission Statement
- (iii) With Profits Committee
- (iv) Theory of Relativism
- (v) Training of Independent Directors.

(2 marks each)

(c) “The Board of Directors is ultimately responsible for its firm’s success or failure, as well as for the ethical climate and practices of its company.” In the light of this statement, mention the areas of oversight by Board as suggested by Conference Board Commission on Public Trusts and Private Enterprises.

(5 marks)

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

2. (a) “The code of conduct of a company summarizes its philosophy of doing business. The exact details of this code are a matter of discretion.” Enumerate the principles of drafting the code of conduct as followed in most of the companies.

(5 marks)

(b) “Investor relations (IR) is a strategic management responsibility that integrates finance, communication, marketing & securities law compliance to enable the most effective two-way communication between a company, financial community and other constituencies”. Elucidate the role and responsibilities of Investor Relations Officer (IRO) in the light of the above statement.

(5 marks)

: 3 :

- (c) Your Company is planning to get listed in the stock exchange of India. As a Company Secretary, provide constitution of Audit Committee under the Section 177(2) of the Companies Act, 2013 and the changes as per Regulation 18 of SEBI Listing Obligations and Disclosure Requirements (LODR) Regulations, 2015, for the consideration of Chairman of your company.

(5 marks)

OR (Alternate question to Q. No. 2)

- 2A. (i) You have been appointed as a Company Secretary of a Company. What would you ensure to comply with the provisions of Companies Act, 2013 regarding Quorum for Board Meeting ? Narrate the Decision Making Process at Board as enunciated in the Act.
- (ii) Describe the key role of Chief Executive Officer (CEO) and the benefits of separation of roles of Chairman and the CEO.
- (iii) What are CRT Principles of Responsible Business ? Discuss.

(5 marks each)

3. (a) Describe the role of International Corporate Governance Network (ICGN) governed by the ICGN Memorandum and Article of Associations.

(5 marks)

: 4 :

- (b) “The committees are formed as means of improving Board’s effectiveness and efficiency in the areas where more focused, specialized and technical discussions are required”. Evaluate the statement by bringing out the needs and significance of committees.

(5 marks)

- (c) What are qualifications of an Independent Director (ID) ? Describe provisions under Companies Act, 2013 about separate meetings of Independent Directors (IDs).

(5 marks)

4. (a) What are the applicable legal/regulatory provisions regarding Stakeholders Relationship Committee ? You, as practicing Company Secretary, advise the board mentioning the provisions relating to the Composition and Functions of the Committee.
- (b) Describe various mandatory Board Committees for Insurance Companies in India with reference to the Insurance Regulatory and Development Authority of India (IRDAI) Corporate Governance Guidelines on Delegation of Function-Committees of the Board.
- (c) “Institutional Investors play an important role in promoting good governance, however, this notion has its own pros and cons”. What are these pros and cons ? Explain.

(5 marks each)

: 5 :

PART—B

5. (a) You have been recently appointed as a Company Secretary of a large company which has incurred expenditures on various CSR activities during the year. Advise the Board about the particulars to be ensured in Annual Report for disclosures on Corporate Social Responsibility (CSR) under Companies Act, 2013 by the Board.
- (b) What do you know about UN Global Compact ? Give brief introduction and mention Principles as pronounced by the Compact.
- (c) “Social, environmental and economical issues are fundamental to corporate to sustain in long run”. In view of this statement, define Corporate Sustainability and describe key aspects, companies as a corporate citizen, should focus.

(5 marks each)

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

6. Write short notes on the following :
- (a) Social Accountability International Standard.
- (b) Ethical Consumerism.
- (c) Brundtland Commission.
- (d) Sustainability Reporting is an intrinsic element of Integrated Report. Elaborate.
- (e) Montreal Protocol on Substances that deplete the Ozone Layer.

(3 marks each)

OR (Alternate question to Q. No. 6)

- 6A. (i) What is Paris Agreement ? Discuss.
- (ii) “Businesses should support inclusive growth and equitable development.” Mention core elements of this principle of National Voluntary Guidelines on Social, Environment and Economic Responsibilities of Business 2011.
- (iii) What is the measure of liability of an enterprise which is engaged in a hazardous or inherently dangerous industry, where by any chance an accident occurs, persons die or get injured ? Answer with reference to the Oleum Gas leak case by narrating in brief the issues raised by the petitioner and important Judgements pronounced by the Apex court.

(5 marks each)

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