

Roll No.....

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 4

NOTE : Answer **ALL** Questions.

PART – A

1. (a) "Corporate governance is needed to create a corporate culture of transparency, accountability and disclosure. It refers to compliance with all the moral and ethical values, legal framework and voluntarily adopted practices." Comment on this statement and explain the need for corporate governance.
- (10 marks)
- (b) Briefly comment on the following :
- (i) Business ethics play a vital role for an organisation.
 - (ii) Corporate governance framework should protect and facilitate the exercise of shareholders' rights.
 - (iii) Role of Company Secretary in evaluating risk management efforts in the organisation is significant.
 - (iv) An integrity pact is a written agreement between the government and all bidders to refrain from bribery and collusion.
 - (v) Department of Public Enterprises (DPE) is the nodal department for issuing the corporate governance guidelines for the public sector enterprises.

(3 marks each)

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

2. Write short notes on the following :
- (a) Whistle blower policy
 - (b) Board Charter
 - (c) Ethics in human resources
 - (d) Continual disclosure.
 - (e) Nomination Committee.

(3 marks each)

OR (Alternate question to Question No. 2)

2A. Explain the following :

- (i) Performance evaluation of directors under UK Corporate Governance Code.
- (ii) Importance of Board meetings in a good corporate governance structure.
- (iii) Role of independent director.
- (iv) Importance of risk management in companies.
- (v) Functions of ethics committee.

(3 marks each)

3. (a) You are a Company Secretary of the Mentor Products Ltd. You are made responsible for tender filing for the company. Your company is looking forward to win the tender by a government department.

A junior worker joins your company after working with your competitor Genius Products Ltd. for 5 years. The worker informs you that in his previous company he had access to the bids made by the company and that he had knowledge of what standards of cost were set by that company.

He offers for assistance in writing the bid by providing information of the competitor.

How would you resolve the ethical dilemma ? Explain with reasons :

- (i) Would you take input from him for preparation of the tender ?
- (ii) Avoid such input and focus on your own standards, or
- (iii) Ask him to leave the company for proposing to leak trade secret of competitor as that reflects his integrity.
- (iv) If you decide to retain him, how will you ensure that such things do not happen in future ?

(2 marks each)

(b) Write a note on 'stakeholder inclusiveness'.

(7 marks)

: 3 :

4. (a) "Indian legislative framework supports transparency and disclosure by corporates." Explain. (4 marks)
- (b) Mention various features of a good ethics programme. (4 marks)
- (c) What is mandatory review of information by the audit committee ? Discuss the information required to be reviewed by the audit committee. (4 marks)
- (d) Distinguish between 'unitary board' and 'two-tier board'. (3 marks)

PART – B

5. Tata Motors Ltd. is the leading automotive company in India having global operations. The company started its operations in 1945 and now it is world's fourth largest truck and bus manufacturer. It is the first Indian company from the engineering sector that was listed in the New York Stock Exchange in 2004. The company has always maintained high standards of professionalism, honesty, transparency, integrity and ethical behaviour and incorporated them while conducting business. The company has structured Corporate Social Responsibility programmes and set out Tata Business Excellence Model (TBEM) as a means to drive business excellence and also track progress on long-term strategic objectives.

In the light of TBEM, write a brief note on each of the following —

- (i) Corporate governance
- (ii) Corporate social responsibility
- (iii) Sustainability reporting
- (iv) Environment management
- (v) Social management.

(15 marks)

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

6. (a) "Government regulations and public policy tend to bring the bare minimum involvement by the corporate towards their corporate responsibilities. Beyond this legal framework, initiatives by corporates should come-up voluntarily." Elaborate. (5 marks)
- (b) "Greenwashing is a form of corporate misrepresentation." Explain. (5 marks)
- (c) Describe the regulatory framework of environment protection in India. (5 marks)

OR (Alternate question to Q. No. 6)

- 6A. (i) The Japanese concept of Kyosei reflects spirit of cooperation. Formulate a note on how to implement Kyosei in an organisation. (5 marks)
- (ii) Discuss the rule in Rylands vs. Fletcher and its applicability in India. (5 marks)
- (iii) What is ESG index ? How does it work ? (5 marks)