

Topic: Part A – Corporate Governance Chapter 1 to 11

Total Marks - 60

Time allowed – 110 minutes

Q1 Answer the following

Q1.A. “Listed entities have to make several disclosures to the stock exchange in less than 24 hours of the occurrences of those material events.” What are those events and activities which may take place in a company?

Q1.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.

Q1.C. “The code for Responsible Investing in South Africa (CRISA) gives guidance on how the institutional investor should execute investment analysis and investment activities and exercise rights so as to promote sound governance.” In the light of the above statement, state the principles of CRISA briefly.

(5 marks each x 3 = 15 marks)

Q2 Answer the following

Q2.A. Discuss the provision related to disclosure of Related Party Transactions (RPTs) in annual report according to Listing Regulations, 2015.

Q2.B. Mission and objectives of International Corporate Governance Network (ICGN).

Q2.C. Discuss the provisions of Vigil mechanism under SEBI Listing Obligations and Disclosure Requirements, Regulations, 2015.

Q2.D. Write a brief note on Caux Round Table (CRT).

Q2.E. Preparation of minutes of General, Board of Directors and Committee Meetings is a legal requirement under the Companies Act, 2013. Suggest at a minimum, what the minutes must contain ?

(3 marks each x 5 = 15 marks)

Q3 Answer the following

Q3.A. Novelties Ltd., a company involved in processing, packaging and selling of Agriculture based products is facing some intermittent resistance from local agricultural associations regarding raw material procurement procedures. You are asked by the Board of Directors to initiate the process of Stakeholder Engagement for the Company. Identify the steps which you would take according to the needs of the Company.

Q3.B. Prepare a brief note on National Foundation for Corporate Governance (NFCG) and Board of Trustees of NFCG.

Q3.C. “To be effective new directors need to have a good deal of knowledge about the company and the industry within which it operates”. In the light of this statement discuss directors’ induction programme in a company.

(5 marks each x 3 = 15 marks)

Q4 Answer the following

Q4.A. You are the Company Secretary of XYZ Insurance Co. Ltd. The Board of Directors of your company requires you to draw up a policy based on the principles spelt out in the stewardship code for insurers in India.

Q.4.B. Discuss provisions of Corporate Governance under the Companies Act, 2013 and Listing Regulations related to constitution of Stakeholders Relationship Committee.

Q.4.C. Xavier, a professor of Corporate Affairs in an American University is also a lead Independent Director at Bright Industries Limited, an Indian listed Company. The Board of Directors want a separate meeting of the Independent Directors under the chairmanship of Xavier so that their valuable issues could be raised at the Board meeting. Discuss the provisions regarding separate meeting under SEBI (LODR) Regulation, 2015.

(5 marks each x 3 = 15 marks)