[This question paper contains 8 printed pages.]

**Your Roll No..............**

**Sr. No. of Question Paper : 3653** **J**

Unique Paper Code : 2412093602

Name of the Paper : Corporate Governance

Name of the Course : **B.Com. (P.) UGCF**

Semester : VI – DSC

Duration : 3 Hours

समय : 3 घण्टे

Maximum Marks : 90

पूर्णांक : 90

**Instructions for Candidates**

1. Write your Roll No. on the top immediately on receipt of this question paper.
2. Attempt **all** questions.
3. All parts of a question to be attempted together.
4. **All** questions carry equal marks.
5. Answers may be written either in English or Hindi; but the same medium should be used throughout the paper.

<u>छात्रों के लिए निर्देश</u>

1. इस प्रश्न-पत्र के मिलते ही ऊपर दिए गए निर्धारित स्थान पर अपना अनुक्रमांक लिखिए ।
2. सभी प्रश्नों के उत्तर दीजिए ।
3. प्रश्न के सभी भागों को एक साथ कीजिए ।
4. सभी प्रश्नों के अंक समान हैं ।
5. इस प्रश्न-पत्र का उत्तर अंग्रेजी या हिंदी किसी एक भाषा में दीजिए, लेकिन सभी उत्तरों का माध्यम एक ही होना चाहिए ।

1. (a) The Managing Director of Star Ltd. while addressing the new management trainees said, "Good Corporate Governance has become a critical area of focus for management across the world not only because of the advantages associated with it but also because of the principles it lays emphasis on." Comment. (9)

(b) What is Stakeholder Theory of Corporate Governance? How is it different from the Agency Theory? (9)

OR

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(c) As we navigate the challenges of the 21st century, the timeless insights of Kautilya's *Arthashastra* can guide corporates towards ethical and responsible governance and probably, check corporate scams. Elucidate. (9)

(d) Indian model of governance is loosely based on Anglo-Saxon model. Elucidate. (9)

2. (a) "Members of Audit Committee are said to be gatekeepers of Governance". In the light of this statement, explain the composition and role of Audit Committee as per Companies Act, 2013. (9)

(b) What do you mean by Corporate Social Responsibility? Explain Gandhiji's Trusteeship Model of Corporate Social Responsibility. (9)

OR

(c) "Whistle blowers have played a unique role in improving corporate governance practices across the world. The law must ensure their protection." What are the advantages associated with good whistle blower policy to the organization and explain the provisions contained in the Companies Act, 2013 relating to the establishment of such policy and protection of whistle blowers. (18)

3. (a) "The Enron scandal is one of the largest in the US Corporate history." Explain. (9)

(b) Mention important elements of Cadbury code of Corporate Governance. (9)

OR

(c) Discuss the responsibilities of Board of directors as laid down by G20/OECD Principles. (9)

(d) Robert Maxwell death at sea in November 1991 under mysterious circumstances triggered the collapse of Maxwell Communications. Explain the financial problems it was facing and related governance issues which led to its failure. (9)

4. (a) Discuss recommendations of Uday Kotak Committee (2017) that have become a part of SEBI's Listing Obligations and Disclosure Requirements (LODR) Regulations, 2018. (9)

(b) Write a note on :

(i) Risk Management Committee as per SEBI (LODR), 2015 (4.5)

(ii) Stakeholder Relationship Committee as per SEBI (LODR), 2015 (4.5)



OR

(c) Discuss the provisions that are contained in the Companies Act, 2013 to improve corporate governance practices in India. (18)

5. (a) Kingfisher Airlines rise was quick but fall quicker. Do you agree? Elaborate the reasons behind Kingfisher's failure. (9)

(b) What were the reasons behind Yes Bank crisis? What measures were taken by the RBI to mitigate the crisis? (9)

OR

(c) "Powerful executive and auditor's recklessness are two of the important common governance problems that led to many scams." Elucidate the statement by giving examples from at least three scams". (18)

1. (क) स्टार लिमिटेड के प्रबंध निदेशक ने नए प्रबंधन प्रशिक्षुओं को संबोधित करते हुए कहा, "अच्छा कॉर्पोरेट प्रशासन दुनिया भर में प्रबंधन के लिए ध्यान का एक महत्वपूर्ण क्षेत्र बन गया है, न केवल इसके साथ जुड़े लाभों के कारण बल्कि इसके द्वारा दिए जाने वाले सिद्धांतों के कारण भी।" टिप्पणी कीजिए। (९)