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**PRESIDENCY UNIVERSITY**

**BENGALURU**

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| **End - Term Examinations – JANUARY 2025** |
| **Date:** 17 – 01- 2025 **Time:** 09:30 am-12:30 pm |

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| **School:** SOL | **Program:** BA LLB /BBA LLB/ B.COM LLB (Hons.) | |
| **Course Code :** LAW4018 | **Course Name :** Corporate Governance | |
| **Semester:** VII | **Max Marks:** 100 | **Weightage:** 50% |

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| **CO - Levels** | **CO1** | **CO2** | **CO3** | **CO4** | **CO5** | **CO6** |
| **Marks** | **21** | **39** | **29** | **19** | **17** | **40** |

**Instructions:**

1. ***Read all questions carefully and answer accordingly.***
2. ***Do not write anything on the question paper other than roll number.***

**Part A**

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| **Answer ALL the Questions. Each question carries 2marks. 10Q 2M=20M** | | | | |
| **1** | What key reforms did the Kumar Mangalam Committee propose regarding Corporate Governance? | **2 Marks** | **L1** | **CO3** |
| **2** | Who are alternate directors in a Company and what role they can in the Annual General Meetings? | **2 Marks** | **L1** | **CO4** |
| **3** | What is meant by whistle blowing? | **2 Marks** | **L1** | **CO1** |
| **4** | What is the significance of Corporate Governance in shaping governance practices globally? | **2 Marks** | **L2** | **CO1** |
| **5** | Discuss the roles and responsibilities of the board of directors of Corporate Governance. | **2 Marks** | **L1** | **CO1** |
| **6** | Write a short note on SFIO under Companies Act, 2013? | **2 Marks** | **L1** | **CO1** |
| **7** | How does the inclusion of women directors enhance corporate governance and diversity? | **2 Marks** | **L2** | **CO4** |
| **8** | Write a short note on shareholder activism? | **2 Marks** | **L1** | **CO5** |
| **9** | Name two major Corporate scams which shook the Corporate Structure? | **2 Marks** | **L1** | **CO2** |
| **10** | What are the statutory responsibilities of an auditor under the Companies Act, 2013? | **2 Marks** | **L1** | **CO2** |

**Part B**

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| **Answer the Questions Total 80 Marks** | | | | | |
| **11.** | **a.** | What are the key characteristics of Corporate Governance in family owned businesses and how do they differ from publicly held companies? | **10**  **Marks** | **L1** | **CO2** |
| **or** | | | | | |
| **12.** | **a.** | What are the common Governance Problems noticed in various corporate failures? Suggest ways to improve Corporate Governance Scenario in India. | **5+5=**  **10Marks** | **L2** | **CO3** |
|  |  |  |  |  |  |
| **13.** | **a.** | Discuss the rise and fall of SATYAM. What are the major reforms India has introduced in the Companies Act, 2013 in Corporate Governance? | **10**  **Marks** | **L4** | **CO3** |
| **or** | | | | | |
| **14.** | **a.** | The companies audit committee fails to question discrepancies in financial statements highlighted by internal audits leading to significant financial mis-statements What should the company do to enhance the effectiveness of its audit committee? What governance practices should be adopted to ensure proper oversight? | **5+5=**  **10Marks** | **L4** | **CO2** |

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| **15.** | **a.** | An Employee reports unethical practices related to the financial reporting to his manager. However the manager dismisses the complaint and advises the employee not to escalate it further. How should the company handle this situation to ensure a safe and effective Whistle blower mechanism? What policies need to be implemented and re-enforced? | **10**  **Marks** | **L2** | **CO3** |
| **Or** | | | | | |
| **16.** | **a.** | While talking of ethics in Indian companies, it strikes our mind that Infosys' ethical policy says that it is to achieve its objectives in an environment of fairness, honesty and courtesy towards its clients, employees, vendors and society at large.  Can you record the observations and sayings of its chief mentor, Shri Narayana Murthy at various fora about ethics in Corporate Governance? | **5+5=**  **10Marks** | **L4** | **CO3** |

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| **17.** | **a.** | “Public sector undertakings cannot use its government tag to cover its inefficiencies and expect investor interest in contribution to its fortunes and growths.” Comment with reference to code and practices followed as a part of Corporate Governance. | **5+10=**  **15Marks** | **L2** | **CO4** |
| **Or** | | | | | |
| **18.** | **a.** | A director approves a decision that benefits them personally but harms the company’s financial position. How does this breach the director’s duty to act in the best interest of the company? What are the potential consequences for both the director and the company? Also explain how the other board members prevent such conflicts from arising. | **7+8=**  **15Marks** | **L3** | **CO5** |

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| **19.** | **a.** | How did the Companies Act, 2013 strengthen the regulatory framework for Corporate Governance in Indian companies? Discuss the role of a serious fraud investigation office in enforcing Corporate Governance provisions under the Companies Act, 2013. | **8+7=**  **15Marks** | **L2** | **CO1** |
| Or | | | | | |
| **20.** | **a.** | Discuss Continental, Anglo-Saxon and German model of Corporate Governance | **5+5+5=**  **15Marks** | **L1** | **CO2** |

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| **21.** | **a.** | A manufacturing company is facing protest from a local community over environmental damage caused by its operations. How should the company address the concern and improve its CSR strategy in the community? What roles does the CSR committee play according to the Companies Act, 2013? | **8+12=**  **20Marks** | **L4** | **CO6** |
| Or | | | | | |
| **22.** | **a.** | How do governance frameworks in the US and UK work in order to balance shareholder and stakeholder interest? What are the key similarities and differences between the Corporate Governance models in US and UK? | **10+10=**  **20Marks** | **L1** | **CO6** |

**\*\*\*\*\* BEST WISHES \*\*\*\*\***