

[Time: 2 $\frac{1}{2}$ Hours]

[Marks:75]

Please check whether you have got the right question paper.

- N.B:**
1. All questions are compulsory subject to internal choice
 2. Each question carry 15 marks

Q.1 a. State whether the following are True or False (Attempt any 8):

1. There should be a formal and transparent procedure for setting all directors' remuneration packages.
2. Human resource management (HRM) does not plays a decisive role in introducing and implementing ethical practices in an organization.
3. Management Audit is a systematic examination of decision and actions of the management to analyze the performance.
4. Loyalty, Prudence, and Care does not compel professionals to put the interest of their clients before their employers or their own interests.
5. The audit committee shall have the power to seek information from any employee.
6. Law should provide for only the bare minimum number of directors necessary for various classes of companies.
7. Components of Internal Control include internal check only.
8. GIPS are standards, not laws.
9. The board of directors should present a balanced, clear and comprehensive assessment of the issuer's performance, position and prospects.
10. The institutional shareholders should be observant.

b. Fill in the Blanks: (Attempt any 7)

1. Ethical conduct is in the best interest of _____
2. A _____ should reflect top managements' desire for compliance with the values, rules and policies that support an ethical climate.
3. _____ is a limitation and exception to the exclusive right granted by copyright law to the author of a creative work.
4. _____ is the system of rules, practices and processes by which a company is directed and controlled.
5. The audit committee should meet at least _____ times in a year and not more than four months shall elapse between two meetings.
6. _____ is part of the corporate strategy which is a key management tool to safeguard the business assets for its use for the productive purposes.
7. _____ includes board composition & guidance, access to information, audit committee & accountability.
8. SEBI in the _____ set up a committee under the KM Birla to promote to raise the standards of good corporate governance.
9. _____ can help an entity achieve its performance and profitability targets, and prevent loss of resources.
10. The role of _____ includes to establish vision, mission and values.

- Q.2 a.** What is ethical investing? Explain the need for ethics in investment industry. **08**
b. Explain the consequences of unethical/ unprofessional conduct. **07**

OR

- p.** Explain the framework of making ethical investment decisions. **08**
q. Explain in detail the term Insider Trading with suitable Examples. **07**

- Q.3 a.** Explain the term Market Manipulation and Fair Dealing. **08**
b. Explain with suitable example the term Preservation of Confidentiality. **07**

OR

- p.** Explain the listing agreement of SEBI. **08**
q. Explain Fit and Proper Person as per SEBI Act. **07**

- Q.4 a.** Write a detailed note on Narayan Murthy committee recommendations. **08**
b. Explain the role of Board of Directors. **07**

OR

- p.** Explain the role of Audit Committee. **08**
q. What is Management Audit? Explain the objectives of Management Audit? **07**

- Q.5 a.** What do you mean by Internal Corporate Governance Controls? **08**
b. Explain in detail Singapore Corporate Governance model. **07**

OR

- p.** Short notes (Attempt any 3) **15**
1. Code of ethics
 2. Knowledge of Law
 3. KM Birla Committee recommendation
 4. External Corporate Governance Control
 5. Hongkong Corporate Governance model