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| Name: | |  | |
| Enrolment No: | | | |
| UPES End Semester Examination, May 2023 | | | |
| Course: Corporate Governance Program: BBA LLB (CL), BCOM LLB (CL) / BALLB (CL) Course Code: CLCP 3002P | | Semester: VI Time: 03 hrs. Max. Marks: 100 | |
| Instructions: Rely on statutory provisions, case studies, and current affairs wherever applicable. | | | |
| SECTION A (5Qx2M=10Marks) | | | |
| S. No. | | Marks | CO |
| Q 1 | Who is a nominee director? | 2 | CO1 |
| 2 | The CSR amendment 2022 now require companies to deposit unspent CSR funds into a fund prescribed under Schedule VII of the Act by the end of the fiscal year. This amount must be utilized within four years from the date of transfer, failing which the fund must be deposited into one of the specified funds. (TRUE/ FALSE) | 2 | CO1 |
| 3 | Which committee was the pioneer in starting a discourse on corporate governance in India? | 2 | CO1 |
| 4 | When was the Sarbanes Oxley Act enacted in the USA? | 2 | CO1 |
| 5 | Who appoints the small shareholder's director? | 2 | CO1 |
| SECTION B (4Qx5M= 20 Marks) | | | |
| Q 6 | Is any director criminally liable in India for his corporate activities? If yes, when? | 5 | CO2 |
| 7 | State the major difference between American and British Corporate Governance System. | 5 | CO2 |
| 8 | List the six primary OECD principles of corporate governance. | 5 | CO3 |
| 9 | What are the fiduciary duties of a director as a trustee of a company? | 5 | CO3 |
| SECTION-C (2Qx10M=20 Marks) | | | |
| Q 10 | Analyse whether various statutory duties and responsibilities of independent directors are helpful for better corporate governance. | 10 | CO3 |
| 11 | Discuss the purpose of the CSR Committee along with its functions. | 10 | CO3 |

SECTION-D
(2Qx25M=50 Marks)

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| 12 | <p>ABC Ltd. is an Indian Company listed on the NSE. The company's board has 10 directors consisting of 4 executive directors and 6 non-executive directors. Out these 6 non-executive directors, 3 are independent. The BoD met 5 meetings of on 20th of February, May, June, September and October in the year 2023. Its paid-up capital is Rs. 11 crore, and turnover for year 2022-23 was Rs. 11,000 crore. It has around 1500 shareholders, debenture-holders, and deposit-holders.</p> <p>Suggest the board committees (with minimum composition requirement) to be constituted by ABC Ltd.</p> | 25 | CO4 |
| 13 | <p>Satyam Computers Limited (Satyam) was a leading global business and information technology (IT) services company, delivering consulting, systems integration, and outsourcing solutions. It began its journey with 20 employees in 1987 and grew to become the fourth-largest software company in India with a market capitalization of Rs.15,262 crs. Over a period of two decades, the company built a highly skilled employee base of 53,000 and was an attractive IT outsourcing destination for several multinational companies across the world. It was given the Golden Peacock Global Award twice for its excellence in corporate governance in 2002 and 2008 by the world council for corporate governance. The golden peacock global award was one among the several honours received by Satyam for corporate governance. It rated the company with best corporate governance practices by investor relations global rankings (IRGR) in 2006 and 2007 in the investigation, Ramalinga Raju (Raju) founder and chairman of Satyam confessed to fudging the accounts books of the company to the tune of Rs.7,800 core.</p> <p>After the government changed the management, Satyam was taken over by Tech Mahindra (TechM) and was renamed Mahindra Satyam (Msat). It addressed the customer's and employees' issues very effectively; yet, even after a year of the takeover, Msat continued to face a hoard of legal and financial hurdles in stabilizing the business. The lack of re-instated financial statements has been posing tough situations for Msat to bag contracts.</p> <p>The Satyam saga poses the question of whether the government should bail out such companies when they reach a dead end due to financial bankruptcy or moral bankruptcy resulting in financial bankruptcy endangering the very economic and corporate image.</p> <p>Questions:</p> <p>(a) Highlight the violations of corporate governance principles in the case. (15 marks)</p> | 25 | CO4 |

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| | (b) How can you prevent these kinds of ethical violations, suggest at least three measures to stop these kinds of practices (10 marks) | | |
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