

**ESG-PRINCIPLES AND PRACTISES****CHAPTER 1,2,3,4,5****QUESTION PAPER****Total Marks- 50 Marks****Total Time- 1.50 Hours**

Q1\_ Discuss in brief the following

“ Evidence of Corporate Governance from Arthashastra **( 3 marks)**

Q2 In year 2017, the SEBI has constituted a Committee on Corporate Governance under the chairmanship of Mr. Uday Kotak with the aim of improving standards of Corporate Governance of listed companies in India. List out the recommendations given by the Committees **( 5 Marks)**

Q3 Which authority issued code of stewardship for insurer in India? What are the principles of such guidelines? **(5 Marks)**

Q4) RBI has taken a vital step by introducing the post of chief risk officer in non-banking financial companies (NBFC's]. explain the essentials which NBFC's shall strictly adhere at the time of appointment of CRO. **(5 marks)**

Q5) Write a short note on  
a) Shadow Director **(2 Marks)**

Q6) RST Ltd. recently issued the Equity Shares on basis of right issue. Due to this, the paid-up capital of the Company has been increased from `7.5 crore to `15 crore. The Company Secretary in the Board Meeting put up the proposal for constitution of various committees including Audit Committee and Nomination & Remuneration Committee. All members of the Committee were proposed to be Independent Directors. In the scope of Nomination & Remuneration Committee, it was inter-alia added that the Committee shall also evaluate the performance of Chairman & Managing Director (CMD) of the company. The Directors present in the Board meeting strictly objected on the said proposal. CMD has also expressed dissent on the proposal. In view of this, check the validity of the proposal of the Company Secretary. **(5 marks)**

**Q7** S Limited is a newly incorporated public limited company. The board of directors of the company has no specific clarity regarding the various issues of Secretarial Standards (SS 1). The Board appointed Mr. P, FCS as a company secretary of the company. The board wants to know from him in relation to the following matters :

- (i) What are the corporate actions which shall not be passed by circulation and shall be placed before the board meetings as per the guidelines of SS1 ?
- (ii) At present there are 9 directors, out of which office of the 2 directors have fallen vacant, what is the minimum number of directors that are required to form a valid quorum for a board meeting as per the guidelines of SS1 ? **(5 marks)**

Q8) Write a short note on quorum as per secretarial standard. **(5 marks)**

Q9) Write a short note on frequency of attendance of meetings as per secretarial standard. **(5 marks)**

Q10) During the Meeting of Audit Committee of PQR Ltd. (BSE Listed Company), the member of the Audit Committee so desired to detailed information on material management control at depot. He also required the financial control system on material movement. The Project Head opined that Audit Committee has no such power. In light of the provisions of the Companies Act, 2013 and SEBI (LODR), Regulations 2015, explain whether such information can be called by Audit Committee. What penal provisions are applicable in case of Audit Committee is not constituted as per section 177 of the Act ? **(5 marks)**

Q11 Discuss the rationale behind composition of board committee **(5 marks)**

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