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**POST GRADUATE DIPLOMA IN CORPORATE  
GOVERNANCE (PGDICG)**

**Term-End Examination**

**December, 2013**

**MCT-003 : COMPLIANCE AND RISK  
MANAGEMENT**

*Time : 3 hours*

*Maximum Marks : 100*

*Note : Attempt any five questions. All questions carry equal marks.*

1. (a) Describe three broad duties of company secretary with regard to compliance certificate. 20  
(b) Explain the concept of 'compliance certificate'.
2. Explain the compliance certificates required under sec. 149 of the Companies Act, 1956. 20
3. Prepare check list for holding a Board Meeting. 20
4. Describe the rules relating to a notice relating to a notice of general meeting. 20
5. Write notes of the following : 20  
(a) Transfer and Transmission of Shares and Debentures.  
(b) Mandatory Statutory Registers and Records.

6. Do you think the compliances relating to disclosures required under clause 49 of SEBI are effective for corporate governance. Also write a report to be placed before Board of Directors. 20
7. Write short notes **any four** of the following : 20
- (a) Whistle Blower Policy
  - (b) Remuneration committee
  - (c) Audit committee
  - (d) Code of conduct
  - (e) Independent Directors
8. Explain the concept of internal control in detail. Also state its importance in reducing/managing risks. 20
9. Explain the following terms : 20
- (a) VAR
  - (b) SPAN
  - (c) Gap Analysis
  - (d) Swaps.
10. List out the OECD recommendations on "risk management and corporate governance". 20
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