

Roll No.

Time allowed : 3 hours

Maximum marks : 100

Total number of questions : 6

Total number of printed pages : 12

NOTE : Answer **ALL** Questions.

PART-I

1. Case Study :

Supreme Group of Industries (SGI) has invested in diverse projects which impact the lives of people in many ways and create value by helping in overall and holistic development of communities across multiple geographies. Through its various initiatives, the group endeavours to play a pivotal role in serving communities and projects which address the basic societal requirements. SGI has been involved in various Social Responsibility initiatives over last many years. These efforts have substantially improved the standard of living of the people through health care, education, livelihood and community development initiatives, making their living experience dramatically better. These activities impacting the lives of marginalized communities are spread across the globe reaching regions beyond SGI's business locations. The key philosophy of all CSR initiatives of SGI is guided by three core commitments of Social Responsibility Initiatives :

- (a) S – SCALE
- (b) I – IMPACT
- (c) S – SUSTAINABILITY

: 2 :

For the fiscal year 2025, SGI seeks to strategically consolidate the company's CSR initiatives to focus on discrete social problems, all aimed at enabling lives, living and livelihoods of marginalized communities. SGI has identified the following focus areas :

- Community Infrastructure & Environment
- Community Health care
- Education and Skills enhancement

With the endeavour to restructure its CSR initiatives, the Board of SGI in its recent board meeting, approved the following proposals :

- (1) Formation of Corporate Social Responsibility & Governance (CSRG) committee to finalise the CSR policy in light of the Group's CSR plans for the fiscal year 2025.
- (2) Appointment of a management consultant, to provide professional help to the CSRG committee on the factors influencing the proposed CSR initiatives of the group.
- (3) Appointment of a practising company secretary, to advice on the role of board of directors with regards to the CSR related activities.

Mrs. Meena, an executive director, who was a qualified management graduate from a premier management institute, shared the emerging significance of corporate governance with the Board members during the board meeting. All the directors were eager to assess its applicability to the SGI group in light of the new CSR initiatives proposed by the Board. Mr. Pratyush, the company secretary who was present at the board meeting, also enlightened the board

: 3 :

on the emerging concept of corporate governance. Board asked Mr. Pratyush to table in the next Board meeting the objectives of corporate governance and the role of company secretary in light of corporate governance framework.

Next day morning, Mr Pratyush came to his office and briefed his team on the expectations of the board from the corporate secretarial team and asked them to compile a note for the board on the objectives of corporate governance and the role of company secretary in the corporate governance. To aid them with the preparation of the note, he recapitulated his team on the recent developments of corporate governance framework.

Based on the facts mentioned in the above case study :

(a) Assume yourself as a Chairperson of the CSRG committee and prepare a report addressed to the Board explaining the Meaning and Benefits of Corporate Social Responsibility. The report should also include a section on the factors influencing Board's CSR initiative based on the inputs received from the management consultant.

(5 marks)

(b) Assume yourself as the Practising Company Secretary appointed by the Board and provide a write-up to the Board on their role in CSR related activities of the company, in light of the recent case law pertaining to Board's compliance responsibility of implementing and reporting.

(5 marks)

: 4 :

(c) Assume yourself as a young qualified Company Secretary in the corporate secretarial team led by Mr. Pratyush and compile a note to the Board based on Mr. Pratyush's briefing on :

(i) Objectives of corporate governance.

(ii) Role of Company Secretary in the implementation of corporate governance framework in SGI group.

(5 marks each)

Attempt all parts of either Q. No. 2 or Q. No. 2A

2. (a) Kamakshi is the Marketing Manager at a software company. She is responsible for developing and implementing marketing strategies for the company's products. Kamakshi leads a team of marketing professionals and works closely with the product development and sales teams to ensure that the company's products are effectively promoted in the market. She also analyses market trends and customer feedback to refine the marketing strategies. Which level is she working at ? Discuss the roles and responsibilities of this level in organization.

(5 marks)

: 5 :

- (b) You are a consultant advising a small manufacturing company embarking on a digital transformation journey. The company's leadership is concerned about managing the change effectively. Using the best practices for managing change in small and medium-sized businesses, outline a strategy to help the company navigate this transformation successfully.

(5 marks)

- (c) Michael E. Porter has suggested three generic strategies.

Briefly explain :

- (i) Basic objective to follow a generic strategy
- (ii) Identify the type of strategy used in the following examples :
- (I) Bell Computer has decided to rely exclusively on direct marketing.
- (II) “Our basic strategy was to charge a price so low that microcomputer makers couldn't do the software internally for that cheaply.”
- (III) ‘DNTV’, a TV Channel has identified a profitable audience niche in the electronic media. It has further exploited that niche through the addition of new channels like ‘DNTV’ Profit and ‘Image’.

(2+3=5 marks)

- (d) What is meant by Six Sigma ? Briefly explain.

(5 marks)

OR (Alternative question to Q. No. 2)

2A. (a) What is the rationale behind Business Process Re-engineering (BPR) ? What steps would you recommend to implement BPR in an organization ?

(5 marks)

(b) Describe any three environmental changes that you expect to have major impact on the following industries :

(i) Retail Industry

(ii) Automobile Industry

(iii) Education Industry.

(2+2+1=5 marks)

(c) Aashna Kedia has been recently appointed as the head of a strategic business unit of a large multiproduct company. Advise Mrs. Kedia about the leadership role to be played by her in the execution of strategy.

(5 marks)

(d) What is the purpose of SWOT Analysis ? Why is it necessary to do a SWOT analysis before selecting a particular strategy for a business organization ?

(5 marks)

: 7 :

PART-II

3. PRAKS Ltd. is planning for an IPO of 200,000 shares, at a book-built price of ₹ 100 each, resulting in an IPO size of ₹ 200,00,000. As per the ICDR Regulations, the over-allotment component under the Green Shoe mechanism could be up to 15% of the IPO. Prior to the IPO, the stabilising agent would borrow such number of shares to the extent of the proposed Green Shoe shares from the pre-issue shareholders. These shares are then allotted to investors along with the IPO shares. The total shares issued in the IPO therefore stands at 230,000 shares. IPO proceeds received from the investors for the IPO shares, i.e. ₹ 200,00,000 being 200,000 shares at the rate of ₹ 100 each, are remitted to the Issuer Company, while the proceeds from the Green Shoe Shares are parked in a special escrow bank account, i.e. Green Shoe Escrow Account. During the price stabilization period, if the share price drops below ₹ 100, the stabilising agent would utilize the funds lying in the Green Shoe Escrow Account to buy these back shares from the open market. This gives rise to the following three situations, examine all situations given below with reference to the role of stabilising agent.

- (a) Where the stabilising agent manages to buyback all of the Green Shoe Shares, i.e., 30,000 shares;

(5 marks)

(b) Where the stabilising agent manages to buyback none of the Green Shoe Shares;

(5 marks)

(c) Where the stabilising agent manages to buy-back some of the Green Shoe Shares, say 20,000 shares.

(5 marks)

4. (a) Swadha Ltd. is a well-established company which wants to issue equity shares with differential voting rights in the near future. In this regard, explain the related provisions/conditions of Companies (Share Capital and Debentures) Rules 2014.

(b) Which entities are exempted from registration under the SEBI (Investment Advisers or IA) Regulations 2013 ? Briefly explain.

(c) What do you understand by Initial Public Offer (IPO) ? State the eligibility requirements for an Initial Public Offer under Regulation 6(1) of SEBI (ICDR) Regulations, 2018.

(5 marks each)

: 9 :

5. (a) Balance sheet of GKJ Ltd. for the year ended 31st March, 2024 is given below :

Liabilities	Amount (₹ lakh)	Assets	Amount (₹ lakh)
Equity Share ₹ 10 each	200	Fixed Assets	500
Retained Earnings	200	Raw Materials	150
11% Debentures	300	W.I.P.	100
Public Deposits (Short-term)	100	Finished goods	50
Trade Creditors	80	Debtors	125
Bills Payable	100	Cash/Bank	55
	980		980

Calculate the amount of maximum permissible bank finance under three methods as per Tandon Committee lending norms. The total core current assets are assumed to be ₹ 30 lakh.

(5 marks)

: 10 :

(b) From the following information of Ganpati Ltd., you are required to calculate :

- (i) Net operating cycle period.
(ii) Number of operating cycles in a year.

Particulars	(₹)
Raw material inventory consumed during the year	6,00,000
Average stock of raw material	50,000
Average cost of production	5,00,000
Average work-in-progress inventory	30,000
Cost of goods sold during the year	8,00,000
Average finished goods stock held	40,000
Average collection period from debtors	45 days
Average credit period availed	30 days
No. of days in a year	360 days

(5 marks)

(c) Galaxy Ltd. is a newly incorporated company and it would like to purchase raw materials from domestic sources as well as from other countries under Letter of Credit (LC). On the basis of the following information, calculate the limit for Letter of Credit

: 11 :

(LC) for the Financial Year 2024-25 :

(i)	Estimated Raw Material purchase for FY 2024-25	₹ 480 crore
(ii)	Estimated purchase under Letter of Credit (LC) for FY 2024-25 (90%)	₹ 432 crore
(iii)	Of which import of Raw Material under Letter of Credit (30%)	₹ 129.60 crore
(iv)	Lead Time : Domestic Import	1.5 months 2.5 months
(v)	Transit Time : Domestic Import	1.5 months 2.5 months
(vi)	Credit (Usance) Period available : Domestic Import	2 months 5 months

(5 marks)

Attempt all parts of either Q. No. 6 or Q. No. 6A

6. (a) Explain the provisions relating to “Special Situation Fund” notified in SEBI (Alternative Investment Funds) (Amendment) Regulations, 2022.

(5 marks)

: 12 :

(b) Explain the provision relating to maintenance of records by an investment manager under the SEBI Infrastructure Investment Trusts (InvITs) Regulations.

(5 marks)

(c) Discuss various factors to be considered by the management of a company for a successful Road Show while preparing for marketing of an IPO.

(5 marks)

OR (Alternative question to Q. No. 6)

6A. (a) What are the pre-issue formalities under Regulation 28(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for ESPS / ESOS / SARS / GEBS/RBS ?

(b) What are the conditions to become an Angel Investor under SEBI (Venture Capital Fund) Regulations, 1996 ?

(c) What are the eligibility criteria and minimum subscription requirement for an issuer to make initial public offer in terms of IFSCA (Issuance and Listing of Securities) Regulations, 2021 ?

(5 marks each)

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