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Reg. No.....

Name.....

LL.M. DEGREE EXAMINATION, MARCH 2023

Second Semester

Branch I—Commercial Law

Course 2—LW010202—LAW OF CORPORATE GOVERNANCE

(2021 Admissions—Regular)

Time : Three Hours

Maximum Marks : 70

Answer any five questions.

All questions carry equal marks.

1. Explain the scope and importance of the term 'Corporate Governance'. Discuss the utility of internal and external controls over Corporate Governance to ensure good governance.
2. "Shareholder activism recently has dominated the corporate governance landscape. In particular, shareholders have waged an aggressive campaign to enhance their voting power and authority within the corporation. Shareholder activists refer to their campaign as one for "shareholder democracy" because it focuses on increasing the efficacy of their voting right. In the wake of corporate governance scandals and other high-profile incidences of corporate malfeasance, the shareholder democracy campaign is aimed at making corporate officers and directors more accountable, and hence less likely to engage in misconduct. This has generally has achieved success, resulting in changes that many believe will enhance shareholder power". Do you believe that Shareholders Democracy is a myth or a reality? Substantiate your answer with relevant provisions and adequate examples.
3. Explain the concept and legislative intent of incorporating the provision related to Key Managerial Personnel. Discuss the classes of companies which are required to appoint whole time Key Managerial Person under the provisions of company law
4. Critically examine the scope and importance of Independent Directors under the Indian Companies Act 2013. Explain the appointment, duties and responsibilities of directors of a company.
5. What do you mean by the terms 'ownership' and 'management' under the corporate structure? Discuss the ways in which the Indian Companies Act 2013 maintains the separation between the two for the efficient functioning of the company form of doing business.

Turn over





G 3202

6. Explain the role and the initiatives taken by SEBI in executing effecting good corporate governance in the Indian capital market.
7. Explain the relevant provisions of Competition Act, 2002 relating to Corporate Mergers and Acquisitions.
8. Explain the initiatives taken by the Indian legislators under the Indian Companies Act in order to promote and practice good corporate Governance principles. Discuss with the help of relevant provisions and examples.

(5 × 14 = 70)

