



‘समानो मन्त्रः समितिः समानी’

UNIVERSITY OF NORTH BENGAL

B.A./BBA/B.Com. LL.B. Honours 7th Semester Examination, 2023

CORPORATE GOVERNANCE

PAPER CODE: CC21/CC23

Time Allotted: 3 Hours

Full Marks: 100

The figures in the margin indicate full marks.

Answer Question No. 7 and any *four* questions from the rest

1. What are the salient features of the Indian Companies Act, 2013 on corporate governance? 20
2. (a) Discuss the rule of Majority Shareholders in Companies in the light of Foss vs Harbottle case. 10
(b) Mention the derivative actions by shareholders in company in the light of ultra vires actions and fraud on minority. 10
3. (a) Discuss in brief the four pillars of Corporate governance. 5
(b) Discuss critically the recommendations of the Kumar Mangalam Birla Committee with reference to good governance. 7
(c) Critically examine the role of CLAUSE-49 of SEBI in regulating good governance in the companies. 8
4. (a) ‘Certain corporate decisions are reserved and require approval from the shareholders’ — In the light of the statement, briefly discuss the decision making process of the shareholders in the company. 5
(b) What are the rights and remedies to protect the interest of minority shareholders? Elaborate with relevant judicial pronouncements. 10
(c) Write a brief note on the modes of shareholder activism in companies. 5
5. Discuss the principles and premise of Corporate Governance. What principles of corporate governance were laid down by ITC? Examine whether they are in alignment with OECD principles of corporate governance. 10+10
6. With reference to the Corporate Governance Codes in India, discuss the following: 10+10
(i) CII Code of Desirable Corporate Governance
(ii) Scope of Birla Committee and Narayan Murthy Committee.
7. Write short notes on any *four* of the following: 5×4 = 20
(a) DIN
(b) Cadbury Committee
(c) Independent Directors
(d) Whistle Blowers
(e) Committees in a Corporate Organisation
(f) Remuneration of directors.

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