

2008

M B A

2nd Semester Examination

CORPORATE GOVERNANCE AND LEGISLATION

PAPER—207

Full Marks : 100

Time : 3 Hours

The figures in the right-hand margin indicate full marks.

Candidates are required to give their answers in their own words as far as practicable.

Illustrate the answers wherever necessary.

Write the answers to Questions of each Half in separate books.

(First Half)

(Marks : 50)

1. Answer any four questions : 5×4
- (a) Who can be the managing director of a company?
 - (b) 'Shareholders' and 'members' of a company mean the one and the same thing. — Discuss.
 - (c) State the cases when directors are appointed by the Board of Directors of a company.
 - (d) Discuss the procedure of resignation of a director of a company. Is there any difference between resignation of an ordinary director and resignation of a managing director?
 - (e) What do you mean by 'Non-Executive Director'? State the rationale of having them in the Board of Directors of a company.
 - (f) Corporate Governance mechanisms are to be followed so as to avoid penal actions against the company — comment.

2. Answer any two questions : 10×2
- (a) Discuss the basic features and development potential of 'managing Agency' model of corporate governance in India and its concerned surroundings.
 - (b) Discuss the provisions relating to 'Removal of Directors' by the shareholders of a company.
 - (c) Write a note on 'Remuneration of Directors' as per the provisions of Companies Act, 1956.

[Internal Assessment : 10 Marks]

(Second Half)

(Marks : 50)

3. Answer any four questions : 5×4
- Write short notes on the following topics :
- (a) State briefly the recommendations of Cadbury Committee.
 - (b) What do you mean by Related party transactions ?
 - (c) What is an Appellate Body ?
 - (d) Write a note on Nominee Director.
 - (e) Discuss Whistle Blower Policy.
 - (f) What is indicated by "Code of Conduct" referred by N. Murthy Committee ?

4. Answer any two questions : 10×2
- (a) State the recommendations of Narayana Murthy Committee in respect of Corporate governance.
 - (b) What are the recommendations of King Committee ? Give your views on the usefulness of these recommendations. 8+2
 - (c) What are the recommendations of K. M. Birla Committee ? 10

[Internal Assessment : 10 Marks]