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Reg. No.....

Name.....

**LL.M. DEGREE EXAMINATION, OCTOBER 2025**

**Second Semester**

Branch I : Commercial Law

Course 2—LW010202—LAW OF CORPORATE GOVERNANCE

(2024 Admissions—Regular and 2021-2023 Admissions—Supplementary)

Time : Three Hours

Maximum : 70 Marks

*Answer any **five** questions.*

*All questions carry equal marks.*

1. Explain the concept of corporate governance; state the broad objectives of corporate governance; emphasize on accountability as the key to good governance; outline the requisites of good governance; identify steps taken to ensure good corporate governance; explain the requirements of Corporate Governance Code.
2. State the importance of *Kumar Mangalam Birla Report* on corporate governance to improve transparency and corporate governance practices of Indian companies. Corporate governance is a powerful system which guides and controls the corporate entities and Social reporting in corporate governance has emerged out of pressure from society, mandatory social disclosure practices and desire of management to improve the company's image. Comment on these statements.
3. SEBI, vide its circular dated February 21, 2000, specified principles of corporate governance and introduced a new clause 49 in the Listing agreement of the Stock Exchanges. These principles of corporate governance were made applicable in a phased manner and all the listed companies with the paid up capital of Rs. 3 crores and above or net worth of Rs. 25 crores or more at any time in the history of the company, were covered as of March 31, 2003. SEBI has issued six circulars on the subject of corporate governance inter-alia detailing provisions-of corporate governance, its applicability, reporting requirements etc. Explain the same.
4. The company law provides for adequate protection for the minority shareholders when their rights are trampled by the majority such Class Action Suit under section 245 or an application under section 241 for oppression and mismanagement, Comment. The basic principle of non-interference with the internal management of company by the court-is laid down in a landmark case of *Foss v. Harbottle*, explain this.





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5. According to Section 5 of the Competition Act, 2002 acquisition of one or more enterprises or merger or amalgamation of enterprises, which exceeds the threshold prescribed therein, shall be a 'Combination' for the purposes of the Act. Explain this. State the reasons for the increase of mergers and acquisition between enterprises.
6. Identify the provision made in various acts for investors' protection and the role of SEBI in this regard. What is SMAC (Securities Market Awareness Campaign) ? Explain briefly the provisions relating to the same in The Companies Act, in respect of-issue-of capitals-appointment of managerial personnel, limits on managerial remuneration, disclosure of important information, special audit, inspection and investigation, protection of minority interests, etc.
7. Explain the phenomenon of vanishing companies. Discuss the circumstances for a company to be declared as vanished. State the importance of Section 447 of Companies Act, 2013 and Prize Chit and Money Circulation Banning Act 1978. Whether the Chit Fund or a Non-Banking Financial Company (NBFC) is using the vanishing company doctrine as a fraudulent means. Discuss.
8. State about corporate Governance and duties of a director and Liability of independent or non-executive directors Mention the importance of Section 166 of Companies Act, 2013 and Re City Equitable Fire Insurance case. Discuss the concept of nominee director and the case of AES OPGC Holding (Mauritius) v. Orissa Power Generation Corporation Limited.

(5 × 14 = 70)

