

**2012**

**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 : 4×5
- (a) Classify the companies with reference to limitation of liability.
  - (b) Write a note on 'Sweat Equity Shares'.
  - (c) Discuss the procedure of resignation of a director of a company. Is there any difference between

(Turn Over)

resignation of an ordinary director and resignation of a managing director ?

- (d) "The nature of duties of directors depends upon the nature of directorship". Discuss.
- (e) Write a note on 'number of directors in a company'.
- (f) What should be the proportion of executive and non-executive directors in the Board of Directors as per the requirement of Revised Clause 49 of Standard Listing Agreement ?

2. Answer any two questions : 2×10

- (a) Sketch the distribution of powers between the members and directors of a company. Is there any exception to the general rule ?
- (b) State the provisions in the companies Act, 1956 relating to the appointment of directors of a company.
- (c) Describe Anglo-American model of Corporate Governance.

**[ Internal Assessment : 10 Marks ]**

**( Second Half )**

(Marks : 50)

3. Answer any *four* questions : 4×5
- (a) What are the objectives of formation of Board Committees ?
  - (b) What are the functions of Board Committees ? Give examples to illustrate your answer.
  - (c) State the essentials of a valid notice of a Board meeting.
  - (d) Narrate the rules regarding meeting of committees of Directors.
  - (e) Explain the term 'Corporate Governance'.
  - (f) Write short note on statistical books of accounts as per Companies Act, 1956.
4. Answer any *two* questions : 2×10
- (a) 'K. M. Birla Committee was setup by SEBI to give recommendations on Corporate Governance to it' Discuss.
  - (b) Discuss the provisions of clause 49 of the 'Listing Agreement' of SEBI.

- (c) (i) Briefly explain the provisions of the Companies Act, 1956 regarding adoption of annual accounts at the Annual General Meeting.
- (ii) Write a note on Naresh Chandra Committee Recommendation.

**[ Internal Assessment : 10 Marks ]**

---