

LLM Semester-IV Examination, 2023**LAW****Course ID : 42752****Course Code : 402E(Gr.-A)****Course Title : Corporate Governance**

Time : 3 Hours

Full Marks : 80

*The figures in the right-hand margin indicate marks.**Candidates are required to give their answers in their own words as far as practicable.*Answer any **four** questions:

20×4=80

1. Discuss the evolving role and legal implications of Corporate Social Responsibility (CSR) in contemporary business practices. Examine the key principles, challenges, and benefits of CSR from a legal perspective, taking into consideration the international frameworks and national legislations. Analyze the effectiveness of legal mechanisms in promoting and enforcing CSR initiatives and evaluate the potential impact of emerging trends and technologies on CSR implementation. Provide examples and case studies to support your arguments.

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2. Analyze the contemporary issues and challenges associated with corporate governance in the context of modern business organizations. Examine the key areas of concern, such as board independence, executive compensation, shareholder rights, and risk management, and their impact on the overall governance framework. Discuss the legal and regulatory mechanisms in place to address these issues, both at the national and international levels. Evaluate the effectiveness of these mechanisms in mitigating governance-related problems and ensuring transparency, accountability, and ethical behavior within corporations. Provide relevant examples and case studies to support your arguments. 20
3. Critically analyze the regulatory framework governing global multinational enterprises (MNEs) through company law. Explore the challenges and opportunities in regulating the activities of MNEs, considering their transnational nature and diverse operations. Discuss the role of domestic company laws and international conventions in addressing issues related to corporate governance, corporate social responsibility (CSR), human rights, and environmental sustainability within MNEs. Evaluate the effectiveness of existing legal mechanisms in promoting responsible behavior and ensuring

accountability of MNEs. Furthermore, examine the role of extraterritorial jurisdiction and international cooperation in regulating MNEs' activities. Provide relevant examples and case studies to illustrate your arguments. 20

4. Analyze the significance and implications of Clause 49 of the Listing Agreement in promoting corporate governance practices in listed companies. Discuss the key provisions outlined in Clause 49 and their impact on transparency, accountability, and shareholder protection. Evaluate the effectiveness of Clause 49 in enhancing the quality of corporate disclosures, strengthening board independence, and ensuring ethical conduct within listed companies. Critically examine the challenges and limitations in implementing Clause 49 and its enforcement mechanisms. Furthermore, assess the role of regulatory authorities and judicial intervention in ensuring compliance with Clause 49. Support your arguments with relevant case studies and examples. 20

5. Write short notes on: 10×2=20
- a) Insider Trading
 - b) Corporate performance and managerial remuneration

6. "OECD Principles help policy makers evaluate and improve the legal, regulatory and institutional framework for corporate governance, with a view to supporting economic efficiency, sustainable growth and financial stability."- Discuss the OECD guidelines on Corporate Governance with reference to the right of shareholders and equitable treatment of shareholders. 20