



## Dr. SNS RAJALAKSHMI COLLEGE OF ARTS AND SCIENCE (Autonomous)

Accredited by NAAC (Cycle-IV) with 'A+' Grade,  
(Recognized by UGC & Approved by AICTE, New Delhi and Affiliated to Bharathiar University, Coimbatore)  
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**Subject:** DISCIPLINE CENTRIC CORE - 2: CORPORATE LAW

**Code:** 21UCP502

### QUESTION AND ANSWER

#### UNIT: 3

1. Define the term director under the Companies Act. (Bloom's Level: Remember | Unit 3 | Company Tag: Tata Steel | CA Exam 2021)
2. List the qualifications required for appointment of a company secretary. (Bloom's Level: Remember | Unit 3 | Company Tag: Infosys | CS Exam 2020)
3. Explain the modes of appointment of directors. (Bloom's Level: Remember | Unit 3 | Company Tag: Wipro | CMA Exam 2021)
4. Identify the statutory powers vested in directors. (Bloom's Level: Understand | Unit 3 | Company Tag: Tech Mahindra | CA Exam 2022)
5. Examine the responsibilities of company secretary in corporate governance. (Bloom's Level: Understand | Unit 3 | Company Tag: TCS | CS Exam 2021)
6. Distinguish between managerial remuneration and sitting fees. (Bloom's Level: Understand | Unit 3 | Company Tag: L&T | TNPSC Group Exams 2023)
7. Illustrate the application of provisions relating to disqualification of directors with reference to a case study. (Bloom's Level: Apply | Unit 3 | Company Tag: HCL | CA Exam 2023)
8. Analyse the impact of board decisions on company control mechanisms. (Bloom's Level: Analyse | Unit 3 | Company Tag: ICICI Bank | NET Exam 2022)
9. Evaluate the effectiveness of managerial control in listed companies. (Bloom's Level: Evaluate | Unit 3 | Company Tag: SBI | CMA Exam 2022)
10. Develop a compliance framework for directors and managers. (Bloom's Level: Create | Unit 3 | Company Tag: Axis Bank | CS Exam 2023)
11. Select the correct authority empowered to appoint company secretary. (Bloom's Level: Remember | Unit 3 | Company Tag: HDFC Bank | CA Exam 2020)
12. Categorize managerial personnel based on statutory roles. (Bloom's Level: Analyse | Unit 3 | Company Tag: IndusInd Bank | NET Exam 2021)
13. Justify the necessity of remuneration limits for directors. (Bloom's Level: Evaluate | Unit 3 | Company Tag: Kotak Mahindra | CMA Exam 2023)
14. Organise the hierarchy of management and control in a company. (Bloom's Level: Create | Unit 3 | Company Tag: Yes Bank | CS Exam 2022)
15. Define director with reference to statutory position. (Bloom's Level: Remember | Unit 3 | Company Tag: Tata Steel | CA Exam 2021)
16. Recall the qualifications and disqualifications of company secretary. (Bloom's Level: Remember | Unit 3 | Company Tag: Infosys | CS Exam 2020)
17. Identify the powers exercised by directors in company management. (Bloom's Level: Understand | Unit 3 | Company Tag: TCS | CMA Exam 2022)
18. Examine the responsibilities of managerial personnel in corporate governance. (Bloom's Level: Understand | Unit 3 | Company Tag: Tech Mahindra | NET Exam 2021)
19. Apply statutory provisions governing appointment of directors to a practical case. (Bloom's Level: Apply | Unit 3 | Company Tag: HCL | CA Exam 2023)

20. Apply remuneration rules to assess managerial compensation legality. (Bloom's Level: Apply | Unit 3 | Company Tag: L&T | CS Exam 2022)
21. Analyse the impact of board structure on managerial control. (Bloom's Level: Analyse | Unit 3 | Company Tag: ICICI Bank | NET Exam 2022)
22. Analyse the consequences of non-compliance by company secretary. (Bloom's Level: Analyse | Unit 3 | Company Tag: Axis Bank | CMA Exam 2021)
23. Evaluate the effectiveness of directors' fiduciary duties in protecting shareholders. (Bloom's Level: Evaluate | Unit 3 | Company Tag: SBI | CA Exam 2022)
24. Evaluate the necessity of statutory limits on managerial powers. (Bloom's Level: Evaluate | Unit 3 | Company Tag: Kotak Mahindra | CS Exam 2023)
25. Develop a governance framework highlighting roles of directors and managers. (Bloom's Level: Create | Unit 3 | Company Tag: Yes Bank | NET Exam 2023)
26. Develop a compliance checklist for company secretarial practices. (Bloom's Level: Create | Unit 3 | Company Tag: IndusInd Bank | CMA Exam 2022)
27. Generate strategies to improve transparency in board functioning. (Bloom's Level: Create | Unit 3 | Company Tag: HDFC Bank | CA Exam 2021)
28. Organise the management hierarchy within a corporate structure. (Bloom's Level: Create | Unit 3 | Company Tag: IDFC First Bank | CS Exam 2022)
29. Amazon India is expanding its logistics division and appoints a new board of directors. The management must ensure all directors meet statutory qualifications and have no disqualifications. The company secretary is tasked with ensuring proper documentation of appointments and compliance with regulatory requirements. The board also decides on the remuneration policy for executive and non-executive directors. Clear definition of roles and responsibilities is critical to avoid conflicts and legal issues. Questions: 1. Analyse how statutory qualifications and disqualifications affect director appointments. 2. Evaluate the importance of clearly defined roles for directors and company secretary. (Bloom's Level: Analyse | Unit 3 | Company Tag: Amazon | CS Foundation 2023)
30. Meta plans to introduce a new virtual reality product line and appoints a project manager and company secretary for oversight. The directors must exercise their powers judiciously while adhering to their fiduciary duties. The company secretary ensures compliance with board procedures and records minutes of all meetings. Remuneration for directors and management is structured to align with performance goals. The governance framework aims to balance accountability with operational efficiency. Questions: 1. Analyse the powers and duties of directors in operational decision-making. 2. Evaluate how a company secretary contributes to corporate governance. (Bloom's Level: Evaluate | Unit 3 | Company Tag: Meta | CA Foundation 2024)
31. TCS is restructuring its IT services division and needs to appoint independent directors to its board. Legal advisors review potential disqualifications to ensure compliance with corporate regulations. The remuneration committee recommends fair compensation based on time commitment and responsibilities. Directors must ensure that all decisions are in the company's best interest while adhering to statutory duties. Proper documentation ensures transparency and protects both directors and the company. Questions: 1. Analyse the significance of independent directors in corporate governance. 2. Evaluate the process of setting director remuneration and time commitments. (Bloom's Level: Analyse | Unit 3 | Company Tag: TCS | NET 2022)
32. Oracle India is appointing a new company secretary to manage compliance and corporate records. The directors rely on the secretary to ensure statutory filings are accurate and timely. The company also reviews director responsibilities to prevent conflict of interest and ensure adherence to fiduciary duties. Remuneration and perks are linked to performance and attendance at board meetings. Clear delegation of roles strengthens management control and accountability. Questions: 1. Analyse the role and responsibilities of a company secretary in regulatory compliance. 2. Evaluate the importance of defining director duties and remuneration structures. (Bloom's Level: Evaluate | Unit 3 | Company Tag: Oracle | CMA 2023)
33. Microsoft India appoints a new CEO and directors for its cloud division. The company must verify their qualifications and ensure no statutory disqualifications exist. Directors' powers are clearly outlined in the Articles of Association, and the company secretary maintains records of all board resolutions. Remuneration packages are structured to incentivize strategic decision-making. Governance practices aim to mitigate risk while promoting transparency. Questions: 1. Analyse the impact of statutory compliance on director appointments and powers. 2. Evaluate how remuneration policies influence directors' decision-making. (Bloom's Level: Analyse | Unit 3 | Company Tag: Microsoft | CS Foundation 2023)

34. Wipro's IT services division is expanding internationally, requiring appointment of new directors and management personnel. The company secretary organizes board meetings and ensures compliance with the Companies Act. Directors must balance strategic initiatives with fiduciary duties to shareholders. Their remuneration is linked to both performance and statutory time commitments. Proper governance ensures accountability and prevents legal or operational disputes. Questions: 1. Analyse how directors' responsibilities ensure strategic and legal compliance. 2. Evaluate the role of the company secretary in facilitating effective board operations. (Bloom's Level: Evaluate | Unit 3 | Company Tag: Wipro | CA Foundation 2024)
35. Infosys is introducing a new digital product line and appoints directors and a project manager to oversee the initiative. The management must confirm all appointments comply with legal qualifications and that directors' powers are properly delegated. Remuneration and performance metrics are structured to encourage goal alignment. The company secretary ensures statutory records and minutes are maintained accurately. These measures strengthen internal controls and enhance corporate accountability. Questions: 1. Analyse the delegation of powers and duties among directors and managers. 2. Evaluate the importance of statutory compliance in appointments and governance. (Bloom's Level: Analyse | Unit 3 | Company Tag: Infosys | NET 2023)