

## **BBA.LL.B (HONS.) – VII-SEMESTER**

### **CORPORATE GOVERNANCE**

#### **COURSE CODE:**

**Course Objectives:** Corporate Governance has emerged as an important academic discipline in its own right, bringing together contributions from finance, law and management. The main objective of the Course is to offer a comprehensive, interdisciplinary approach to the legal, management and control of companies.

#### **Learning Outcomes:**

1. To understand the meaning and theories related to corporate governance
2. To analyse different models of corporate governance
3. To analyse the features of corporate governance in India
4. To recognise the role of Corporate Social Responsibility in corporate governance
5. To identify and able to conduct research on emerging trends in corporate governance

**UNIT-I:** Introduction to Corporate Governance, Definitions and Importance of Corporate, Governance, Reputation, Competition and Corporate Governance, Corporate Ethics, Corporate Governance and Corporate Responsibility, Globalization and Corporate Governance, Models of Corporate Governance, Mechanisms of Corporate Governance

**UNIT-II:** Theories of Corporate Governance: Agency Theory, Stewardship Theory, The Stakeholder Theory, The Political Theory; Models of Corporate Governance: Regional Models: Anglo-American Model, Japanese Model, German Model, Indian Model; Principles of Corporate Governance and Organization for Economic Co-operation and Development (OECD) Principles.

**UNIT-III:** Phases of Corporate Governance in India-First Phase 1996 – 2008 (Before Satyam): Confederation of Indian Industries (CII) Report, Kumar Mangalam Birla, RBI – Report on advisory group on MCA – Naresh Chandra Committee, N. R. Narayan Murthy Report. Second Phase (After Satyam): Role of Confederation of Industries (CII) & National Association of Software and Services Companies (NASSCOM), National Financial Reporting Authority (NFRA), Cadbury Committee Report, BASEL Norms I, II & III.

**UNIT-IV:** Corporate Governance in India-Under Listing Agreement, SEBI Guidelines, Companies Act-Corporate Governance in PSUs, Banks, Insurance Companies

**UNIT-V:** Corporate Social Responsibility, Meaning and evolution of CSR in India, Need for CSR, Corporate Environmental Responsibility, Social Responsibility of Business, Ethical theories, Ethics Management, Issue of Ethical Leadership in Corporate Governance, Relationship between CSR and Business Ethics.

#### **Text Books:**

1. Bob Tricker, Corporate Governance, 2<sup>nd</sup> International Edition, Oxford University Press, 2020
2. Indrajit Dube, Corporate Governance, Lexis Nexis, 2008
3. A. C. Fernando et al., Corporate Governance: Principles, Policies and Practices, 3<sup>rd</sup> Edition, Pearson, 2018

