

Nirma University
Institute of Law
B. A.,LL. B. (Hons.) and B.Com.,LL. B. (Hons.) Programme
Academic Year 2018-19
Institute Elective

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Course Code	2IE1009
Course Title	Corporate Governance

Course Learning Outcomes:

At the end of the course, students will be able to:

1. Explain the existing fundamental theories and practices of corporate governance in India & Abroad.
2. Identify and contrast the regulation of corporate governance, national and international codes of practice, legislation, common law, norms of practice and ethics.

Teaching Hours: 60

Syllabus

Unit I: Introduction of Corporate Governance

07 Hours

- 1.1. The role and purpose of the corporation
- 1.2. Theoretical aspects of corporate governance
- 1.3. Agency theory and separation of ownership and control
- 1.4. Political economy models of corporate governance arrangements

Unit II: The Evolution of Corporate Structure

07 Hours

- 2.1. Study of enron & worldcom crises
- 2.2. Cadbury Committee Report 1992
- 2.3. Greenbury Committee Report 1995
- 2.4. UK Combined Code 1998
- 2.5. Turnbull Report 1999
- 2.6. OECD Principles 1999
- 2.7. Basel Committee Guidelines 1999
- 2.8. Corporate Governance History in India-CII Code,
- 2.9. Kumar Mangalam Birla Committee and Clause 49,
- 2.10. Naresh Chandra Committee
- 2.11. Narayana Murthy Committee
- 2.12. CII Taskforce on Corporate Governance - 2009
- 2.13. Corporate Governance Voluntary Guidelines - 2009
- 2.14. Dr. J J Irani Committee Report

12 Hours

w.e.f. academic year 2018-19 and onwards

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Unit III: Corporate Governance and the Role of Law

- 2.1. Need for Legislation of Corporate Governance
- 2.2. Corporate Governance in Companies Act 2013
- 2.3. Securities (Contracts and Regulations) Act, 1956 (SCRA)
- 2.4. Securities and Exchange Board of India Act 1992
- 2.5. Listing Agreement
- 2.6. Banking Regulation Act, 1949
- 2.7. Statutory standards and procedures
- 2.8. Electronic Data Information Filing and Retrieval System

Unit IV: Corporate and Board Management

12 Hours

- 4.1. Corporate Business Ownership Structure
- 4.2. Board of Directors – Role, Composition, Systems and Procedures
- 4.3. Executive Management Process, Executive Remuneration
- 4.4. Functional Committees of Board
- 4.5. Internal Control System
- 4.5. SEBI LORD

Unit V: International Governance

09 Hours

- 5.1. Globalization Corporate Governance
- 5.2. Crisis-Driven Reforms in Emerging Markets
- 5.3. Reforms in the Developed World
- 5.4. The Case of Daimler Chrysler
- 5.5. Corporate Governance in US & UK

Unit VI: Corporate Governance Codes

07 Hours

- 6.1. The OECD Principles (1999-2004)
- 6.2. The International Corporate Governance Network (ICGN) Principles
- 6.3. United Nations Intergovernmental Working Group of Experts on International Standards of Accounting and Reporting
- 6.4. World Business Council for Sustainable Development
- 6.5. Sarbanes-Oxley (SOX) Act, 2002
- 6.6. UN Global Compact

Unit VII: Emerging Issues in Corporate Governance & Ethics

06 Hours

- 7.1. whistle - blower policy
- 7.2. Corporate Social Responsibility
- 7.3. Sustainability & Corporate Governance
- 7.4. Strengthening Independent Directors
- 7.5. Role of Institutional Investors and Proxy Advisory Firms
- 7.6. Corporate Governance Forums

Suggested Readings:

1. Mallin, C. A. (2015) *Corporate Governance* (Indian Ed). New Delhi : Oxford University Press.
2. Bhattacharyya A. (2016) *Corporate Governance in India*. (1ST ed.), New Delhi : Oxford University Press.
3. IICA (2015) *Corporate Governance*. New Delhi: Taxmann.

w.e.f. academic year 2018-19 and onwards

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