



NATIONAL LAW UNIVERSITY AND JUDICIAL ACADEMY, ASSAM

PROGRAMME: B.A., LL.B.(HONS.)FYIC

DETAILS OF THE COURSE OFFERED

ODD SEMESTER (VII) -- ACADEMIC YEAR :.....

SL. NO	COURSE CODE	COURSE TITLE	L	T/P	CR	CH
1	BL703.8 (BUSINESS LAW, OPTIONAL PAPER- I)	AN INTRODUCTION TO CORPORATE GOVERNANCE	4 PER WEEK	1 PER WEEK	4	

- A. CODE AND TITLE OF THE COURSE: BL703.8 (BUSINESS LAW, OPTIONAL PAPER- II), AN INTRODUCTION TO CORPORATE GOVERNANCE
- B. COURSE CREDIT: 4 (TOTAL MARKS 200)
- C. MEDIUM OF INSTRUCTION: ENGLISH
- D. COURSE COMPILED BY: MONMI GOHAIN
- E. COURSE INSTRUCTOR: MONMI GOHAIN

1. COURSE OBJECTIVES

Corporate governance is concerned with the management of interactions between dispersed investors and the reconciliation of possible conflicts of interest between various corporate stakeholders. The literature on corporate governance discusses, among other things, the role and responsibility of owners, the role and responsibility of boards, executive compensation, internal control, disclosure of governance arrangements as well as historical explanations about different corporate governance systems. After participating in the course the student will have good knowledge about various facets of corporate governance. With this knowledge the student will be able to:

- a. Have an in-depth study of the evolution and development of Corporate Governance.
- b. To get a detailed insight into the concept, issues and practices that governs the corporate sector.
- c. To have an expert knowledge of the legal and regulatory framework in respect of corporate governance in India and abroad.
- d. To provide thorough knowledge of the global trends and developments so as to have an integrated view of the entire framework for corporate governance.

2. TEACHING METHODOLOGY

The teaching methodology for the above subject will be aim at gaining maximum theoretical as well as practical knowledge about the above subject. Different methods will be used which will help the students to be engaged in the subject apart from classroom teaching. The engagement of the students in the teaching learning process will be helpful for both the student and the teacher to carry on with the subject. It will be in the form of class room teaching and explanation of basic concepts by the teacher. It will also consist of assignment of seminar topics to the students, presentation assignment to the students, group discussions, organization of quiz etc.

3. EXPECTED OUTCOMES OF THE COURSE:

After completing this course, students should be able to:

1. Analyze the purpose and the limits of corporate governance. Evaluate the primary roles of various groups tasked with responsibilities for corporate governance (e.g. boards of directors, internal committees).
2. Compare the responsibilities of companies to different stakeholder groups and explain the role of stakeholders in corporate governance.
3. Contrast regulatory systems guiding approaches to corporate governance emphasizing the advantages and disadvantages of each system from various theoretical perspectives.
4. Evaluate corporate governance practices and regulatory schemes from an ethical perspective.

4. COURSE EVALUATION METHOD

The course evaluation method for the above subject is given as under

Internal Assessment: 70% (140 marks)

Semester End Examination: 30% (60 marks)

Sl. No.	Marks Distribution	
1	Project Work	40 marks
2	Seminar/Group Discussion	20 marks
3	Assignment/Assessment	30 marks
4	Mid-Semester Test	40 marks
5	Attendance in class	10 marks
6	Semester End Examination	60 marks

5. DETAILED S5.DETAILED STRUCTURE OF THE COURSE
(SPECIFYING COURSE MODULES AND SUB-MODULES)

MODULE I

Conceptual Framework for Corporate Governance

Definition of Corporate Governance, Theories of Corporate Governance, Principles/Four Pillars of Corporate Governance, Models of Corporate Governance

Corporate Governance Codes and Standards

Sarbanes – Oxley Act 2002, OECD Principles on Corporate Governance, Cadbury Report (UK), Greenbury Report (UK), Hampel Report (UK), 1998.

MODULE II

Directors and Board Committees their role in an effective Corporate Governance

Type of directors, Board of directors- Role, Composition, Rights, Duties and responsibilities of Directors, Definition of Board Committees, Functions of Board Committees, Mandatory and Non-Mandatory Board Committees under the Companies Act, 2013.

Share Holders and Auditors and their effective role in Corporate Governance

Definition, Advantages and Disadvantage of Share Holder Activism and its current position in India, Important changes introduced by the Companies Act, 2013, Role of Auditor in Corporate Governance, Need and importance of Auditors report, Types of Auditors report and Types of Liabilities of Auditor under the Companies Act, 2013

MODULE III

Corporate Governance and its legal framework in India

Important provisions of the Companies Act, 2013. Securities (Contracts and Regulations) Act, 1956 (SCRA), Depositories Act 1996, Securities and Exchange Board of India Act 1992(Clause 49 of Listing Agreement), Banking Regulation Act, 1949, Kotak Committee Recommendations, Corporate Social Responsibility and Corporate Governance in India.

Corporate Governance and Issues in India

Role of an Independent Director, Conflict of promoters and Management, Executive Compensation, Transparency, Role of stakeholders and corporate governance

Module IV

Corporate Governance: Recent Developments

Insider Trading, Whistle blowing, Related Party Transactions, Minority Share Holder Protection, Class Action Suits, Electronic – Governance and Corporate Governance

Corporate Governance and Management

Ownership and Management, Company and its performance, Financial Management, Theory of Financial Contracting, Executive Compensation, Stock options

6. PRESCRIBED READINGS:

1. Amiram Gill, "*Corporate Governance as Social Responsibility: A Research Agenda*", Berkeley Journal of International Law, 2008
2. Santosh Pande, "*Study of Corporate Governance in India: Evolution, Issues and Challenges for the Future*", Institute of Corporate Affairs
3. Jayati Sarkar and Subrata Sarkar, "*Corporate Governance in India*", 2012.
4. G. N. Bajpai, "*The Essential Book of Corporate Governance*", 2016
5. Vasudha Joshi, "*Corporate Governance: The Indian Scenario*", 2004
6. Brian Tayan and David F. Larcker, "*Corporate Governance Matters*", 2011
7. Robert Ian Tricker, "*Corporate Governance: Principles, Policies, and Practices*", 2009
8. Marc Goergen, "*International Corporate Governance*", 2012
9. Ramaiya, *Guide to The Companies Act (Providing Guidance on The Companies Act, 2013)* LexisNexis; Eighteenth edition (1 December 2014)
10. G.K Kapoor and Sanjay Dhamija, *Company Law and Practice, A Comprehensive textbook on Companies Act, 2013*, Nineteenth Edition, Taxmann's, pg. 1 to 162

11. Hart (1995), *Corporate Governance: Some Theory and Implications*, Economic Journal, Vol. 105, No. 430 (May, 1995), pp. 678-689
12. Shleifer and Vishny, "*Large Shareholders and Corporate Control*", Journal of Political Economy. 1986

STATUTORY REFERENCES:

1. Companies Act 2013
2. Securities and Exchange Board of India Act 1992
3. Depositories Act 1996,
4. Banking Regulation Act, 1949

CASE LAWS

1. *Saurashtra Cement Ltd. And Anr. vs Union of India (UoI) And 3 Ors, 2006*
2. *N.Ram vs N.Ravi on 1 July, 2011*
3. *Andrew Yule Head Office Retired. vs Union of India And Anr. 2019*
4. *Snowcem India Ltd. And Ors. vs Union of India (UoI) And Ors. September, 2004*
5. *Salil Dinkarrai Gandhi vs Osmanabad District Central, 2014*
6. *Hitesh Babbar vs Punjab National Bank, 2014*
7. *Mrs. Bhavna A. Patel & Anr. vs Mr. Krishnamurthy Venkatraman, 2009*
8. *Surender Babbar vs Delhi Transco Ltd. & Ors, 2017*