



MARRI LAXMAN REDDY INSTITUTE OF TECHNOLOGY AND MANAGEMENT

(AN AUTONOMOUS INSTITUTION)

(Approved by AICTE, New Delhi & Affiliated to JNTUH, Hyderabad)

Accredited by NAAC with 'A' Grade & Recognized Under Section 2(f) & 12(B) of the UGC act, 1956

COURSE CONTENT

CORPORATE GOVERNANCE								
II SEMESTER								
Course Code	Category	Hours/Week			Credits	Maximum Marks		
20MBA015B	ELECTIVE	L	T	P	C	CIE	SEE	Total
		4	-	-	4	40	60	100
Contact Classes:60	Tutorial Classes: Nil	Practical Classes: Nil			Total Classes: 60			
Prerequisite: Basic Management Principles								

COURSE OVERVIEW:

This course is designed to provide students with a comprehensive understanding of the growing importance of corporate governance in both Indian and global contexts. It examines the structural and ethical frameworks that guide modern corporations, focusing on the roles and responsibilities of the board of directors, the rights of stakeholders, and the regulatory environment. Students will explore major corporate failures, the evolution of governance codes, and the integration of Corporate Social Responsibility (CSR) and whistle-blowing policies into strategic management. By analyzing different global models, the course prepares future leaders to navigate complex governance challenges and leverage ethical practices for long-term competitive advantage.

COURSE OBJECTIVES:

- To understand the fundamentals of Corporate Governance, including its importance, theories such as Agency, Stewardship, and Stakeholder theories, and key governance challenges in companies.
- To analyze major corporate governance frameworks and committees, including global standards like the OECD Principles and Indian regulatory guidelines issued by SEBI.
- To examine the structure and functioning of the Board of Directors, including roles, responsibilities, types of directors, leadership practices, and governance ratings.
- To compare different models of corporate governance across countries, such as the Anglo-Saxon, German, Japanese, and Indian models, and understand their cultural and contextual influences.
- To evaluate ethical practices in corporate governance, including whistle-blowing mechanisms, Corporate Social Responsibility (CSR), sustainability reporting, and recent governance reforms in India

COURSE OUTCOMES: After Completion of the course, students should be able to

1. Explain major failures, theories and issues in corporate governance.

2. Analyze global codes, reports and regulatory guidelines for governance practices.
3. Evaluate board structures, director responsibilities and governance ratings.
4. Compare Anglo-Saxon, German, Japanese, Indian and Commonwealth models of governance.
5. Assess whistle-blowing policies, CSR frameworks and sustainability initiatives.

Unit – I: Corporate Governance: Introduction to Corporate Governance - Major Corporate Governance Failures- Need for Corporate Governance - Corporate Governance in India, Theories of Corporate Governance - Agency Theory, Stewardship Theory, and Stakeholder Theory – Convergence- Problems of Governance in Companies.

Unit – II: Corporate Governance Codes and Committees: Global reporting initiative – OECD Principles - Cadbury Committee Report - Kumara Mangalam Birla Committee Report - Naresh Chandra Committee Report - Narayana Murthy Committee Report - SEBI Clause 49 Guidelines - Corporate Governance Committees - Role of capital Markets, Regulator, Government in Corporate Governance.

Unit – III: Board and Leadership: The board of Directors, Structure of the Board, role of the board, Role, duties and responsibilities of Directors, Types of Directors, Board as a learning organization, Leveraging Good Governance for Competitive Advantage. Conflicts of Interest, Remedial Actions. Governance Ratings- Merits and Demerits.

Unit – IV: Models of Corporate Governance: Affect of Context and culture on corporate governance - Anglo Saxon Model - The UK Commonwealth principles based Model - The German Model - The Japanese Business Network Model - Indian Model of corporate governance - forces for convergence and differentiation in corporate governance.

Unit – V: Whistle-Blowing and CSR in Corporate Governance: The Concept of whistle-blowing; types of whistle-blowers; whistle-blower policy; the whistle-blower legislation across countries; developments in India. Corporate Social Responsibility (CSR): Corporate philanthropy; CSR-an overlapping concept; corporate sustainability reporting; CSR through triple bottom line; relation between CSR and corporate governance; environmental aspect of CSR; CSR initiatives in India. Latest Amendments in Corporate Governance.

TEXT BOOKS:

1. Sateesh Kumar, Corporate Governance, Oxford University Press, 2015.
2. Christine A. Mallin, Corporate Governance, Oxford University Press, 4e, South Asia Edition, 2016.
3. Bob Tricker, Corporate Governance Principles, Policies, and Practices, Oxford University Press, 2015.

REFERENCE BOOKS:

1. N. Balasubramanian, Corporate Governance and Stewardship, TMH, 2012.A. C.
2. Fernando, Corporate Governance, Principles, Policies and Practices, Pearson, 2012.

ELECTRONIC RESOURCES:

1. http://ocw.mit.edu/ans7870/9/9.00SC/MIT9_00SCF11_text.pdf

2. https://www.ivcc.edu/uploadedFiles/faculty/dockins/PSY_chapter_1.pdf
3. <http://www.blackwellpublishing.com/intropsych/pdf/chapter15.pdf>
4. http://college.cengage.com/psychology/sue/abnormal/8e/instructors/sue_irm.pdf

MATERIALS ONLINE:

1. Course template
2. Tutorial question bank
3. Tech talk and Concept Video topics
4. Open-ended experiments
5. Definitions and terminology
6. Assignments
7. Model question paper – I
8. Model question paper – II
9. Lecture notes
10. PowerPoint presentation
11. Drishya Siksha Sangrah (DSS) Videos

