

## Programme..Master of Commerce (MCom)

### MCM5302 CORPORATE GOVERNANCE AND BUSINESS ETHICS

Course Code	MCM5302	Semester	III
Course Title	CORPORATE GOVERNANCE AND BUSINESS ETHICS		
Credits	4	Type	Core

#### Learning/Course Objective

- To providing the students the understanding of ethical issues related to business and good governance necessary for long term survival of business
- To develop a candidate's ability to critically analyses ethical issues in business
- To Identify different stakeholders and understand why they may hold differing perspectives on ethical issues

#### Course Structure

##### UNIT I

Meaning and Definition of Corporate Governance- Evolution of Corporate Governance- Major Stakeholders of a Corporate Body and their goals- Communication mechanism of corporate organisation with stake holders-Objectives Corporate Governance- Principles of Corporate Governance.

**15 Hours**

##### UNIT II

Theories and Models of Corporate Governance- Conceptual Framework of Corporate Governance- Legal framework of Corporate and administrative framework- regulatory framework of corporate governance in India- SEBI guidelines and clause 49- Reforms in the Companies Act-Secretarial Audit-Class action-NCLT- Insider trading- rating agencies- green governance- shareholders' activism- corporate governance in PSUs and banks- Legislative framework of corporate governance- an international perspective ( UK, USA, Australia, China, Russia, South Africa)

**20 Hours**

##### UNIT III

Various Committees on Corporate Governance- International- Blue riband Committee-Cadbury Committee- Greens burry Committee- Kings Committee- Securities and Exchange Commission Report- Indian; Birla Committee, Narayanamurthy Committee- JJ Irani Committee, Naresh Committee Report. Uday Kodak Committee Report Corporate Reporting Framework- Reporting of Remuneration- Service Contract of Directors- Financial Reporting of the activities of the company asper clause 49 of the Companies and SEBI Act. IFRS- Need- Importance- Significance-Use.

**15 Hours**

##### UNIT IV

Elements of Corporate Governance- Board of Directors- Executive Directors- Independent Directors- Appointment, Remuneration- Powers, Duties and Responsibilities- Audit Committee- Composition Power and Responsibilities- Statutory Officers- Duties, Board Committees- Responsibilities and Powers- Board meetings- Whistleblowing and

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Corporate Governance- The Concept of Whistle blowing-Types of whistle blowers- Whistle blower policy- the Whistle Blower Legislation across countries- Developments in India.

**20 Hours**

### UNIT V

**Business Ethics-** Meaning-Scope-Importance-Dimensions-Role of ethics in Business-Law &ethics- Ethics and Values- Important ethical principles in business-The new management Philosophy-Ethics in business functional Areas- Integrity-Sales-HRM-Management of quality.Corporate excellence-corporate culture- Styles &values of management-managing cultural diversity in organization- Building corporate image-knowledge workers &knowledge mgt.

**10 Hours**

### Learning/Course Outcome

- Explain and evaluate the importance of corporate and professional responsibility and ethical behaviour
- Evaluate responsibilities of governance and how they are operating in complex environment
- Demonstrate an ability to write and debate about aspects of business ethics and corporate governance in a manner that is analytical, logical and critical.

### Books for reference:

1. Mallin, Christine A., Corporate Governance (Indian Edition), Oxford University Press, New Delhi.
2. Blowfield, Michael, and Alan Murray, Corporate Responsibility, Oxford University Press.
3. Francesco Perrini, Stefano and Antonio Tencati, Developing Corporate Social Responsibility- A European Perspective, Edward Elgar.
4. Sharma. J.P., Corporate Governance and Social Responsibility of Business., Ane Books Pvt Ltd, New Delhi
5. JawaharLal Corporate Financial Reporting Theory and Practice- Taxman
6. Singh S: Corporate Governance-Global Concepts and Practices- Excel Books
7. Robert A.G Monks & Nell Minow: Corporate Governance: Wiley
8. Bob Tricker: Corporate Governance: Principles, Policies and Practices- Oxford University Press.
9. Fernando.AC: Corporate Governance: Principles, Policies and Practices: Pearson Education
10. Indian Institute of Corporate Affairs- Corporate Governance: Taxman
11. Satheesh Kumar. T.N: Corporate Governance: Principles and Practices: Oxford University Press
12. Ghosh.B.N. Business Ethics and Corporate Governance- McGraw Hill Education

### Cases-International

1. Bank of Credit and Commerce International – UK
2. Maxwell Communication Corporation and Mirror Group Newspapers (UK)
3. Enron (USA)
4. Anderson worldwide (USA)
5. Vivendi (France), Lehman Brothers (USA)

### Cases-Indian

- 1.Satyam Computer Services Ltd
- 2.Sahara
3. Kingfisher Ltd

(Common governance problems noticed in various corporate failures; policy actions including major codes and standards.

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