

\*\*\*\*\*UNDERGRADUATE PROGRAMME IN COMMERCE

SEMESTER IV

\*\*\*\*\*PAPER PQ - : : CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY

**Marks: 100 (Theory = 75, Internal Assessment = 25)**

**Objectives:** To familiarize the students with the understanding of issues and practices of corporate governance in the global and Indian context.

**Lectures: 48**

**Unit I: 12 Lectures**

**Conceptual Framework of Corporate Governance** – Meaning, Theories of Corporate Governance, Models of Corporate Governance, Benefits Of Good Corporate Governance, Concept of Corporate Excellence; Business Ethics; Ethical Governance, Code of Ethics; Insider Trading, Rating Agencies, Green Governance/ E-governance.

**Unit II: 12 Lectures**

**Corporate Governance Framework in India** – Corporate Boards and its powers, Responsibilities, Disqualifications; Board Committees and their Functions, Remuneration Committee, Nomination Committee, Compliance Committee, Shareholders Grievance Committee, Investors Relation Committee, Investment Committee, Risk Management Committee, and Audit Committee; Clause 49 of Listing Agreement; Corporate Governance in Public Sector Undertakings.

**Unit III: 10 Lectures**

**Major Corporate Governance Failures** –Bank of Credit and Commerce International (UK), Maxwell Communication Corporation and Mirror Group Newspapers (UK), Enron (USA), World.Com (USA), Andersen Worldwide (USA), Vivendi (France), and Satyam Computer Services Ltd (India); Common Governance Problems Noticed in various Corporate Failures.

**Unit IV: 5 Lectures**

**Major Codes & Standards on Corporate Governance** – Sir Adrian Cadbury Committee (UK), 1992, OECD Principles of Corporate Governance, 1999, and Sarbanes-Oxley (SOX) Act, 2002 (USA)

**Unit V: 4 Lectures**

**Whistle-Blowing and Corporate Governance** – The Concept of Whistle-Blowing; Types of Whistle-Blowers; Whistle-Blower Policy; the Whistle-Blower Legislation across Countries.

**Unit VI: 5 Lectures**

**Corporate Social Responsibility (CSR)** –Meaning, Corporate Philanthropy, CSR and CR, CSR and Corporate Sustainability, CSR and Business Ethics, CSR and Corporate Governance, Environmental Aspect of CSR, CSR Models, Drivers of CSR, Global Reporting Initiatives, ISO 26000

### **READINGS:**

#### **Essential Readings:**

1. Mallin, Christine A., *Corporate Governance (Indian Edition)*, Oxford University Press, New Delhi.
2. Blowfield, Michael, and Alan Murray, *Corporate Responsibility*, Oxford University Press.

#### **Suggested Readings**

1. Rani, Geeta D., and R.K. Mishra, *Corporate Governance-Theory and Practice*, Excel Books, New Delhi
2. Sharma, J.P., *Corporate Governance, Business Ethics & CSR*, Ane Books Pvt Ltd, New Delhi
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*, Taxmann, New Delhi

**Note: Latest edition of text book may be used.**