



Model Institute of Engineering
& Technology (Autonomous)
Course Handout

Kot, Bhalwal, Jammu

COURSE HANDOUT

INTRODUCTION TO CORPORATE GOVERNANCE (BBALLB-507) (E)
(BL1)

BBALLB-5TH SEMESTER

ACADEMIC YEAR (2024-25)

Dr. Rohini Sharma

Assistant Professor

School of Law



School of Law

Model Institute of Engineering & Technology (Autonomous)

Kot-Bhalwal, Jammu - 181122

www.mietjmu.in



Dr. Arun K. Gupta Teaching-Learning Centre

Version 1.1



Please Do Not Print Unless Necessary



Course Code	Course Name	Course Type	Cd	L	T	P	Marks		
							Sessional	Final Exam	Total
BBALLB-507 (E) (BL1)	Introduction to Corporate Governance	Generic Core	4	4	0	0	30	70	100

COURSE OUTCOMES

At the end of the course the student will be able to:	
CO1	Discuss the purpose and the limits of corporate governance
CO2	Analyse the primary roles of various groups tasked with responsibilities for corporate governance.
CO3	Compare the responsibilities of companies to different stakeholder groups.
CO4	Examine regulatory systems guiding approaches to corporate governance.
CO5	Evaluate corporate governance practices and regulatory schemes.

Unit-I Conceptual Framework for Corporate Governance

- 1.1 Definition of Corporate Governance
 - 1.2 Theories of Corporate Governance
 - 1.3 Principles/Four Pillars of Corporate Governance, Models of Corporate Governance
 - 1.4 Corporate Governance Codes and Standards
 - 1.5 Sarbanes – Oxley Act 2002, OECD Principles on Corporate Governance, Cadbury Report (UK), Greenbury Report (UK), Hampel Report (UK), 1998
- (08 Hours)

Unit-II Directors and Board Committees Role in Effective Corporate Governance

- 2.1 Type of Directors
 - 2.2 Board of Directors - Role, Composition, Rights, Duties and Responsibilities of Directors
 - 2.3 Definition of Board Committees
 - 2.4 Functions of Board Committees
 - 2.5 Mandatory and Non-Mandatory Board Committees under the Companies Act, 2013
- (10Hours)

Unit-III Shareholders and Auditors role in Corporate governance

- 3.1 Definition, Advantages and Disadvantages of ShareHolder Activism and Its Current Position in India
 - 3.2 Important changes introduced by the Companies Act, 2013
 - 3.3 Role of Auditor in Corporate Governance
 - 3.4 Need and importance of Auditor's report
 - 3.5 Types of Auditors Report and Types of Liabilities of Auditor under the Companies Act, 2013
- (08 Hours)

Unit- IV Corporate Governance and Its Legal Framework in India

- 4.1 Important Provisions of the Companies Act, 2013
 - 4.2 Securities (Contracts and Regulations) Act, 1956 (SCRA)
 - 4.3 Depositories Act, 1996 and Securities and Exchange Board of India Act, 1992(Clause 49 of Listing Agreement),
 - 4.4 Banking Regulation Act, 1949
 - 4.5 Corporate Social Responsibility
- (10 Hours)

Unit-V Corporate Governance: Issues and Recent Developments

- 5.1 Role of an Independent Director
- 5.2 Conflict of Promoters and Management
- 5.3 Insider Trading, Whistle-blowing





5.4 Minority Share Holder Protection and Class Action Suits

5 Electronic – Governance and Corporate Governance Corporate Governance and Management

(12 Hours)

Textbooks

S.No	Name of the Books	Name of the Author	Publisher Name	Edition (Pub.Yr.)
1	Company Law	Avtar Singh	Eastern Book	17 th (2024)
2	The Essential Book of Corporate Governance	G.N. Bajpai	Sage Publications India Pvt. Ltd.	1st (2016)
3	Corporate Governance in India	Subhash Chandra Das	Prentice Hall Of India	5th (2021)
4	Corporate Governance principles, Policies and Practices	A.C. Fernando, K.P. Muraleedharan, E.K. Satheesh	Pearson India Education services Pvt. Ltd.	2 nd (2020)

Reference Books

S.No	Name of the Books	Name of the Author	Publisher Name	Edition (Pub.Yr.)
1	Company Law and Practice	G.K. Kapoor, Sanjay Dhamija	Taxmann	27 th (2024)
2	Palmer's Company Law	Professor Geoffrey Morse	Cambridge University Press	9 th (2021)
3	Company Law Manual	Taxmann	Eastern Book Company	22nd (2024)

COURSE PLAN

Unit-I Conceptual Framework for Corporate Governance

S.No	Topics	Recommended Books
1	Definition of Corporate Governance	Book 4, Ch. 2
2	Theories of Corporate Governance	Book 4, Ch. 3
3	Principles/Four Pillars of Corporate Governance, Models of Corporate Governance	Book 4, Ch. 3
4	Corporate Governance Codes and Standards	Book 4, Ch. 4
5	Sarbanes – Oxley Act 2002	Book 4, Ch. 4
6	OECD Principles on Corporate Governance	Book 4, Ch. 4
7	Cadbury Report (UK), Greenbury Report (UK), Hampel Report (UK), 1998	https://rajdhnicollege.ac.in/admin/ckeditor/ckfinder/userfiles/files/Codes%20and%20Standards%20on%20CG.pdf

Unit-II Directors and Board Committees Role in Effective Corporate Governance

8	Definition and liabilities of Director	Book 4, Ch. 8
9	Type of Directors	Book 1, Ch.10
10	Definition of Board Committees	https://www.icsi.edu/media/webmodules/companiesact2013/BOARD%20COMMITTEES.pdf



11	Functions of Board Committees	https://www.icsi.edu/media/webmodules/companiesact2013/BOARD%20COMMITTEES.pdf
Unit-III Shareholders and Auditors role in Corporate governance		
12	Important Provisions of the Companies Act, 2013	https://www.scribd.com/document/401799929/Companies-Act-2012
13	Securities (Contracts and Regulations) Act, 1956 (SCRA)	https://egyankosh.ac.in/bitstream/123456789/6337/1/Unit-5.pdf
14	Depositories Act, 1996	https://www.scribd.com/document/483554577/156545-1-1
15	Securities and Exchange Board of India Act, 1992(Clause 49 of Listing Agreement),	Book 4, Ch. 5
16	Banking Regulation Act, 1949	https://www.legalserviceindia.com/legal/article-13218-banking-regulation-act-1949.html#google_vignette
17	Corporate Social Responsibility	Book (Ref.)4, Ch. 2, 3, 4, 5 & 6
Unit-IV Corporate Governance and Its Legal Framework in India		
18	Company meetings and procedure	Book (Ref.) 1, Ch.16, 17 & 18
19	Power, duties and kinds of director	Book 1, Ch.10
20	Prevention of oppression and mismanagement	Book (Ref.) 1, Ch. 22
21	Investor protection and insider trading	https://rajdhnicollege.ac.in/admin/ckeditor/ckfinder/userfiles/files/Investor%20Protection.pdf https://rajdhnicollege.ac.in/admin/ckeditor/ckfinder/userfiles/files/Concept%20of%20Insider%20Trading.pdf
22	Corporate Fraud	http://docs.manupatra.in/newsline/articles/Upload/1D2B5971-22D4-4345-8B20-24BD9F9ACF77. Menon 51-62.pdf
Unit-V Corporate Governance: Issues and Recent Developments		
23	Role of an Independent Director	Book 1, Ch. 10
24	Conflict of Promoters and Management	https://www.ijfmr.com/papers/2023/6/9986.pdf
25	Insider Trading, Whistle-blowing	Book 4, Ch. 11
26	Minority Share Holder Protection and Class Action Suits	https://jlrjs.com/wp-content/uploads/2024/03/75.-Nandini-Jain.pdf https://www.legalserviceindia.com/legal/article-7328-shareholder-derivative-action.html#google_vignette
27	Electronic – Governance and Corporate Governance Corporate Governance and Management	https://www.icsi.edu/media/webm



	odules/companiesact2013/E%20GOVERNANCE%20HANDBOOK%20REVISED%2029-01-15.pdf
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ADDITIONAL WEB RESOURCES

1.	MOOC: Commercial Law by Dr. Heena Bashart , Kashmir University https://onlinecourses.swayam2.ac.in/cec24_lw16/preview?user
2.	NPTEL: online Certificate Course on Business Law by Prof. S. Srinivasan, Prof. Kaushik, IIT Kharagpur https://archive.nptel.ac.in/noc/courses/noc20/SEM2/noc20-mg67/

GRADING AND ASSESSMENT

- **Sessional Test:** 15 marks
- **Assignment:** 10 marks
- **Attendance:** 5 marks
- **Final Examination:** 70 marks

COURSE POLICIES

- **Attendance:** Minimum 75% attendance is mandatory to appear in the final examination of the course.
- **Academic Integrity:** MIET's academic integrity policies apply. Plagiarism will not be tolerated.
- **Late Submissions:** Assignments and projects must be submitted by the specified timelines.

FACULTY INFORMATION

- **Office Hours**
Monday (12:05 PM - 12:55 PM)
Friday (12:05 PM - 12:55 PM)
- **Contact Information**
rohini.llb@mietjammu.in