HIMACHAL PRADESH NATIONAL LAW UNIVERSITY, SHIMLA

SEMESTER-VIII

B.A./B.B.A.LL.B.   **PAPER CODE: LB-805 (SPB-1)**

COURSE TITLE: Corporate Governance and Finance   **CREDITS-04**

Module-1
Conceptual Framework

1.1 Evolution of Corporate Governance; Ancient and Modern Concept
1.2 Meaning, theories and models of Corporate Governance
1.3 Various approaches to business Ethics
1.4 Key Managerial Personnel
1.5 Green Governance share-holder activism

Module-2
Corporate Governance Mechanism, Legal & Regulatory Framework

2.2 Procedural Aspects of Corporate Governance; clause 49 of Listing Agreement
2.2 Share Holder: Ownership and voting Rights
2.3 Various facets of Agency Problems
2.4 Role of Securities and Exchange Board of India (SEBI)
2.5 Banking Regulations

Module-3

Corporate & Board Management

3.1 Board of Directors; Types, duties, Role and Position
3.2 Prevention of Oppression & Mismanagement
3.3. Class Action NCLT insider trading;
3.4 Audit Committee, accountability and authorities of the committee and its members;
3.5 Role of Auditor in strengthening the business of the Company (Kumaramangalam Report on Ethics and Corporate Governance)

Module-4

Case Study of Major Corporate Governance Failures

4.1 Bank of credit and commerce Internationals (U,K,),

4.2 Maxwell Communication Corporations & Mirror Group Newspapers (U.K.)

4.3 Satyam Computers Services Ltd (India)

4.4 Sahara & Kingfishers (India)

4.5 Punjab National Bank Scam (India)

Prescribed Legislations:

1. The Companies Act, 2013
2. The Banking Regulations Act, 1949
3. The SEBI Act, 1992
4. The Depositories Act, 1956

Prescribed Books:

1. Richard Smerdon, A Practical Guide to Corporate Governance, Sweet & Maxwell
2. N. Balasubramaniam, Corporate Governance and Stewardship: Emerging Role and Responsibilities of Corporate Boards and Directors, Tata McGraw Hill
3. Ministry of Corporate Affairs; Voluntary Guidelines on Corporate Governance.