

Name of the Program: Bachelor of Commerce (B.Com.)		
Course Code: B.Com. OEC		
Name of the Course: Corporate Governance		
Course Credits	No. of Hours per Week	Total No. of Teaching Hours
3 Credits	3 Hrs	42 Hrs
Pedagogy: Classroom lectures, Case studies, Group discussion & Seminar etc.,		
Course Outcomes: On successful completion of the course, the Students will be able to		
a. Identify the importance of corporate governance. b. Know the rights, duties and responsibilities of Directors. c. Analyse the legal & regulatory framework of corporate governance. d. Outline the importance and role of board committee. e. Understand the major expert committees' Reports on corporate governance.		
Syllabus		Hours
Module No. 1: Corporate Governance (CG)		10
Introduction: Meaning, Definition, Principles and need of CG. OECD Principles of CG. Theories of CG-Agency theory and stewardship theory. Models of CG around the world, Evolution of CG (Ancient and Modern). Generation of Value from Performance - Principles of CG.		
Module No. 2: Corporate and Board Management		10
Corporate Business Ownership Structure - Board of Directors – Role, Composition. Types of Directors- Promoter, Nominee, Shareholder, Independent. Rights, Duties and Responsibilities of Directors. Role of Directors and Executives – Responsibility for Leadership, Harmony between Directors and Executives. Executive Management Process, Executive Remuneration - Functional Committees of Board - Rights and Relationship of Shareholders and Other Stakeholders.		
Module No. 3: Legal and Regulatory Framework of Corporate Governance		08
Need for Legislation of Corporate Governance - Legislative Provisions of Corporate Governance in Companies Act 1956, Securities (Contracts and Regulations) Act, 1956 (SCRA), Depositories Act 1996, Securities and Exchange Board of India Act 1992, Listing Agreement, Banking Regulation Act, 1949 and Other Corporate Laws - Legal Provisions relating to Investor Protection.		
Module No. 4: Board Committees and Role of Professionals		08
Board Committees - Audit Committee, Remuneration Committee, Shareholders' Grievance Committee. Need, Functions and Advantages of Committees. Constitution and Scope of Board Committees. Board Committees' Charter - Terms of Reference and Accountability and Performance Appraisals. Independence of Members of Board Committees. Role of Company Secretaries in compliance of Corporate Governance.		
Module No. 5: Corporate Governance - Codes and Practices		06
Introduction - Major Expert Committees' Reports of India - Study of Codes of Corporate Governance - Best Practices of Corporate Governance - Value Creation through Corporate Governance - Corporate Governance Ratings.		



Skill Development Activities:

1. Collect the annual reports of any two companies, find out the corporate governance aspects in the reports.
2. Collect any two companies Board of Directors names and find out their nature of directorship.
3. Prepare report on the applicability of different models of Corporate Governance.
4. Critically compare the recommendations of various corporate governance committees.
5. Any other activities, which are relevant to the course.

Text Books:

1. Bairs N. and D Band, Winning Ways through Corporate Governance, Macmillan London.
2. Charkham J, Keeping Good Company: A Study of Corporate Governance in Five Countries, Oxford University Press, London.
3. Subhash Chandra Das, Corporate Governance in India – An Evaluation (Third edition), PHI Learning Private Limited.
4. Clark T. and E Monk House, Rethinking the Company, Pitman, London.
5. Fernando A.C, Corporate Governance, Pearson Education.
6. Prentice D.D. and PRJ Holland, Contemporary Issues in Governance, Clarendon Press.
7. Report of the Cadbury Committee on Financial Aspects of Corporate Governance, London Stock Exchange, London.
8. Report on Corporate Governance, Confederation of India Industries and Bombay.

Note: Latest edition of text books may be used.



	B.COM V SEMESTER	Hours
	5.2 SOFT SKILLS FOR PERSONALITY DEVELOPMENT OBJECTIVE: To familiarize the students about the importance of soft skills and personality development.	
Unit-1	CONCEPTUAL FRAMEWORK OF PERSONALITY Meaning and definition of personality, nature of personality, determinants of personality and stages in development of personality.	10
Unit -2	ATTITUDE & EMOTIONAL INTELLIGENCE Meaning and definition of attitude, importance of attitude. Meaning of positive thinking and positive attitude. Steps in developing positive attitude, effects of negative attitude and measures to overcome them. Meaning and definition of EMOTIONAL INTELLIGENCE.	12
Unit-3	GOAL SETTING, VISION AND TIME MANAGEMENT Meaning of vision, importance of goal setting, activity in goal setting and it's achievement. Techniques and principles of stress management and time management.	10
Unit-4	CREATIVITY AND CAREER PLANNING Importance of creativity, elements of creativity, factors influencing creativity, techniques of creativity-Brainstorming. Meaning of career planning, awareness of career and sources of information.	08
Unit-5	COMMUNICATION SKILLS Definition, importance ,process of communication, forms of communication, communication gap, listening skills-benefits of listening-body language, preparation of resume and preparing students for group discussion.	10
Unit-6	PERSONALITY ATTRIBUTES External appearance, international skills and theories of personality viz traits theory, social learning theory, psycho-analytical theory.	10



	<p>SKILL DEVELOPMENT ACTIVITIES</p> <ol style="list-style-type: none"> 1. Innovation of new product and launch of new product. 2. Conduction of stress interviews. 3. Conduction of group discussions. 4. Pick and speech and time management activities. 5. Role play and career counseling. 6. Creativity in organizational problem solving. 7. HEAD HAUNTING-Game. <p>BOOKS RECOMMENDED</p> <ol style="list-style-type: none"> 1. Public speaking-Collins. 2. Self development- Devesh. 3. Handbook of personality theory and research- L.A. pervin (Ed), Guilford press, NEWYORK. 4. C.G.G Krishnamurthy acharyalu and Lalitha- Soft skills of personality development. 5. Basics of business communication-Rajkumar 6. Soft skills and personality Development – Dr.K.C.Jayaswamy and DR. P. Paramashivaiah. 	



CPT 4.2 BUSINESS ETHICS AND CORPORATE GOVERNANCE

Objectives

Teaching Hours: 64

1. Make students conscious about ethical values in real life and in business.
2. Familiarise gamut of corporate governance practices in modern business world.

Unit 1

12 hrs

Ethics in Business: Meaning, Nature, Scope, Need/Importance of business ethics, Types of ethics Factors influencing ethical decisions. Model of ethics; Ethical performance in business; Ethical Congruence; Managerial Values and Attitudes; Managerial philosophy and Code of ethics.

Unit 2

12 hrs

Ethical Theories: Cognitivism and Non-cognitivism; Consequentialism vs. Non-consequentialism, Utilitarianism; Kantianism vs. Utilitarianism; Religion & Ethics; Business and Religion; Diagnostics model of social responsiveness; Four faces of social responsibility, Ethical climate in companies.

Unit 3

16 hrs

Ethics Dilemmas in various Disciplines: Marketing - Ethical dilemmas and Unethical / Deceptive marketing practices; Ethical and Social issues in advertising, Role of consumerism. Finance - Ethics in Finance, Unethical financial practices, Creative accounting, Hostile takeovers, Tax evasion-Corporate crimes. HRM - HR system, Psychological expectancy model, Ethical dilemmas and Unethical HRM practices. Information Technology – Ethical dilemmas IT, Unethical issues in computer applications; Software piracy and Hacking. Ethical issues – Suppliers and Competitors.

Unit 4

14 hrs

Corporate Governance (CG): Origin, Nature, Scope, Objectives, Factors influencing and Mechanisms of CG. CG and Agency theory, Elements and Benefits of good CG. Reports of Committees on CG - Cadbury, Birla, Naresh Chandra, and Narayana Murthy Committee (summary). Listing agreement and Stock exchange, Role of SEBI, Constitution of Board, Board Committees, Constitution, Need, Duties and Responsibilities.

Unit 5

10 hrs

Company Law and Governance Practices: Companies Act 2013 and recent amendments, Governance practices in buy-back of shares, Business mergers and amalgamations, Takeovers, Corporate Restructuring, Role of financial institutions in enforcing code of corporate governance.

Suggested References

1. Buckholz, Rogene A, *Fundamental Concepts and Problems in Business Ethics*, PHI.
2. Fernando A.C, *Corporate Governance – Principles, Policies, and Practices*, Pearson Education.
3. Andrew Crane and Dirk Matten, *Business Ethics*, Oxford University Press.
4. Hartman Laura P, *Perspectives in Business Ethics*, TMH.
5. Desjardins, Joseph R, *Contemporary Issues in Business Ethics*, Wadsworth Publishing Co.
6. S K Charkraborty, *Ethics in Management: Vedantic Perspective*, Oxford University Press.
7. Theophane A. Mathias, *Corporate Ethics*, (Ed) Allied. Publishers.
8. Beauchamp Tom L, *Ethical Theory and Business*, Prentice Hall.
9. R.A.G. Monks and N. Minow, *Corporate Governance*, Blackwell Publishing.
10. C.V. Baxi, *Corporate Governance*, Excel Books.
11. Singh S, *Corporate Governance-Global Concepts and Practices*, Excel Books.
12. Sanjiv Agarwal, *Corporate Governance-Concept and Dimensions*, Snow White Publications.
13. Fernando A.C, *Corporate Governance*, Pearson Education.
14. L. T. Hosmer, *The Ethics of Management*, Universal Books.
15. C.S.V Murthy, *Business Ethics*, HPH.
16. *Report on Corporate Governance*, Confederation of India Industry.
17. *Report of the Cadbury Committee on Financial Aspects of Corporate Governance*, London Stock Exchange.

