

**Guidelines for NEP UGCF Syllabus w.e.f. 2022-23**

for the paper titled

***"Corporate Governance" of B.Com (Hons.)***

***DSC 6.2, Semester VI***

**JOINTLY ORGANISED BY**

Department of Commerce, Delhi School of Economics, University of Delhi,

Shyama Prasad Mukherji College for Women, University of Delhi, and

Shri Ram College of Commerce, University of Delhi

**Date: 25<sup>th</sup> January, 2025**

**Time: 5:00 PM**

**Venue: Online via Google Meet**

**MINUTES OF THE MEETING**

*Guidelines for Corporate Governance [B.Com (Hons), DSC 6.2, Semester VI (NEP Syllabus)]*

An online meeting to discuss and finalize the guidelines for the paper titled **"Corporate Governance"** [B.Com (Hons.), DSC 6.2, Semester VI (NEP Syllabus)] was held on **25<sup>th</sup> January 2025, at 5:00 PM**. The meeting was jointly organized by the **Department of Commerce, Delhi School of Economics, University of Delhi, Shyama Prasad Mukherji College for Women, University of Delhi, and Shri Ram College of Commerce, University of Delhi**.

The meeting was convened by **Dr. Priti Rai**, Department of Commerce, Shyama Prasad Mukherji College for Women and co-convened by **Dr. Rutika Saini**, Department of Commerce, Shri Ram College of Commerce. **Prof. Anil Kumar** represented the Department of Commerce, Delhi School of Economics, University of Delhi.

The discussion focused on setting teaching guidelines, lecture distribution, and marks allocation for the course under the NEP syllabus.

The following members were present at the meeting:

<b>S. NO.</b>	<b>NAME OF THE FACULTY</b>	<b>DEPARTMENT/AFFILIATED COLLEGE NAME</b>
1	PROF. ANIL KUMAR (DEPARTMENT REPRESENTATIVE)	DEPARTMENT OF COMMERCE, DELHI SCHOOL OF ECONOMICS
2	DR. PRITI RAI (CONVENOR)	SHYAMA PRASAD MUKHERJI COLLEGE FOR WOMEN
3	DR. RUTIKA SAINI (CO-CONVENOR)	SHRI RAM COLLEGE OF COMMERCE



4	MS. JYOTI GUPTA	DEEN DAYAL UPADHYAYA COLLEGE
5	DR. VANDANA GOSWAMI	SATYAWATI COLLEGE
6	DR SHWETA SHARDA	IPCW
7	MS. MONICA CHHABRA	JESUS AND MARY COLLEGE
8	PROF.SANGEETA DODRAJKA	SGGSCC
9	PROF. J. K. SINGH	ARYABHATTA COLLEGE
10	PROF LOVLEEN GUPTA	HINDU COLLEGE
11	PROF. ANITA	DCAC
12	MS. SUPRIYA KAMNA	RAM LAL ANAND COLLEGE
13	PROF. ANITA BAJAJ	PGDAV COLLEGE (E)
14	MRS. SONIA MUDEL	SHYAM LAL COLLEGE (M)
15	MS. VRINDA KAPUR	JANKI DEVI MEMORIAL COLLEGE
16	DR. VIJAY VRAT ARYA	SHAHEED BHAGAT SINGH COLLEGE
17	DR. SUNITA	DAULAT RAM COLLEGE
18	DR. POONAM	BHARATI COLLEGE
19	PROF. DEEPTI SINGH	MOTILAL NEHRU COLLEGE
20	DR KIRAN YADAV	PGDAV
21	DR. SAHIL RAMCHANDANI	SHAHEED BHAGAT SINGH COLLEGE
22	DR HARSHDEEP KAUR	S.G.T.B KHALSA COLLEGE
23	MS. SNEHA	INDRAPRASTHA COLLEGE FOR WOMEN, UNIVERSITY OF DELHI
24	DR.ANJALI BENNET	DAULAT RAM COLLEGE
25	MS. RADHA BHOLA	SHYAM LAL COLLEGE (MORNING)
26	DR.PRIYANKA SAROHA	COLLEGE OF VOCATIONAL STUDIES,DELHI UNIVERSITY
27	DR NAVEEN DUA	SRI GURU GOBIND SINGH COLLEGE
28	DR RAVI KANT	SHAHEED BHAGAT SINGH COLLEGE, UNIVERSITY OF DELHI
29	PROF. NITU RANA	ADITI MAHAVIDYALAYA
30	DR ANKITA	VIVEKANANDA COLLEGE
31	DR. SUDESH KUMARI	HANSRAJ COLLEGE
32	MR. ANUJ VIJAY BHATIA	SHRI RAM COLLEGE OF COMMERCE
33	DR. NEHA SINGHAL	SRI VENKATESWARA COLLEGE
34	DR. GIRA SINGH	DAULAT RAM COLLEGE
35	PROF.MANISHA VERMA	HANSRAJ COLLEGE
36	DR.PRIYANKA SAROHA	COLLEGE OF VOCATIONAL STUDIES,DELHI UNIVERSITY
37	DR. SHIKHA RAJPUT	SHRI RAM COLLEGE OF COMMERCE
38	PROF. ANITA	DCAC
39	MS. PRIYA GOYAL	MOTILAL NEHRU COLLEGE EVENING
40	DR. ROOPA JOHRI	BHARATI COLLEGE
41	MS. LEENA	SRI AUROBINDO COLLEGE (EVENING)
42	DR. J SOPAN	KIRORI MAL COLLEGE
43	DR. VINAMRATA AKASH	MOTILAL NEHRU COLLEGE, UNIVERSITY OF DELHI
44	PROF. ANJALI BHATNAGAR	SRI AUROBINDO COLLEGE
45	MR. BRIJESH YADAV	DELHI COLLEGE OF ARTS AND COMMERCE
46	MS ANJALI R MEENA	SATYAWATI COLLEGE M



47	MS. RUPAL ARORA	GARGI COLLEGE, UNIVERSITY OF DELHI
48	PROF SURABHI DHINGRA	DESHBANDHU
49	PROF. SONALI AHUJA DUA	GARGI COLLEGE
50	DR. SUCHETA GAUBA	LAKSHMIBAI COLLEGE
51	PROF. ANITA BAJAJ	PGDAV COLLEGE (E)
52	DR. BALJEET KAUR	ATMA RAM SANATAN DHARMA COLLEGE, UNIVERSITY OF DELHI
53	PROF RACHNA JAWA	SHRI RAM COLLEGE OF COMMERCE
54	PROF. ANJU JAIN	SHYAMA PRASAD MUKHERJEE COLLEGE

The meeting commenced with a welcome note by **Dr. Priti Rai**, who extended her greetings to **Prof. Anil Kumar** and all participants from various colleges of the University of Delhi. After discussions, the following guidelines were unanimously agreed upon by all present, including the representative from the Department of Commerce, Delhi School of Economics:

### Teaching Hours and Marks Allocation

The total number of theory lectures and tutorials assigned for this paper, as per the NEP syllabus, are 3 lectures and 1 tutorial per week over a 15-week period in Semester VI.

A unit-wise breakup of the 45 lectures, as outlined in the syllabus, was decided, along with the corresponding marks allocation for each unit:

<i>Unit</i>	<i>Marks Allocation</i>
<b>Unit 1: Conceptual Framework of Corporate Governance (9 hours)</b> Corporate Governance: Meaning, significance and principles; Management and corporate governance; Theories of Corporate Governance: Agency Theory, Stewardship theory, Stakeholder Theory, Resource Dependency Theory, Managerial Hegemony Theory; Models of Corporate Governance; Art of Governance as per Kautilya's Arthashastra.	18
<b>Unit 2: Recent Issues and Challenges of Corporate Governance (9 hours)</b> Board structure and Directors; Role of Board; Board Committees and their functions; Insider Trading; Whistle Blowing; Shareholders Activism; Role of institutional investors; Class Action suits. CSR and Corporate Governance. Concept of Gandhian Trusteeship.	18
<b>Unit 3: Global Corporate Failures and International Codes (9 hours)</b> BCCI (United Kingdom), Maxwell (United Kingdom), Enron (USA), World.Com (USA), Vivendi (France), Lehman Brothers; Sir Adrian Cadbury Committee 1992, SOX 2002, OECD Principles of Corporate Governance.	18
<b>Unit 4: Corporate Governance Regulatory Framework in India (9 hours)</b> Regulatory framework in India: Kumar Mangalam Birla (1999), NR Narayana Murthy Committee (2005), Relevant provisions of Companies Act, 2013, SEBI: Listing Obligations and Disclosure Requirements Regulations (LODR), 2015 and Uday Kotak	18



Committee (2017).	
<b>Unit 5: Corporate Failures and Scams in India (9 hours)</b> Satyam Computer Services Ltd, Kingfisher Airlines, PNB Heist, IL&FS Group Crisis; ICICI Bank, Yes Bank; Common Governance Problems in various corporate failures in India and abroad.	18
<b>Total</b>	<b>90</b>

### Examination-Related Guidelines

1. The paper-setting board must design the Question Paper and Marking Scheme to ensure objective and consistent evaluation throughout the assessment process.
2. The Question Paper must adhere strictly to the prescribed guidelines.
3. The paper should consist of 5 questions, numbered sequentially from 1 to 5, each carrying 18 marks. Each question should offer an internal choice.

### Teaching-Related Guidelines

Detailed scope and suggested cases/activities are as follows:

<b>Unit 1: Conceptual Framework of Corporate Governance (9 hours)</b>		
<b>Syllabus of the Unit</b>	<b>Scope of the Unit</b>	<b>Suggested Cases/Activities/Exercise</b>
Corporate Governance: Meaning, significance and principles	<ul style="list-style-type: none"> <li>• Definition of Corporate Governance and benefits of Good Corporate Governance</li> <li>• Pillars of Corporate Governance</li> </ul>	<ul style="list-style-type: none"> <li>• Identify and analyse corporate governance models followed by companies incorporated in India and abroad</li> <li>• Toyota and Mitsubishi – Japanese Model</li> <li>• CG Report of Infosys and Tata Chemicals– Indian Model</li> </ul>
Management and corporate governance	Relationship between Corporate Governance (Board) and Management	
Theories of Corporate Governance: Agency Theory, Stewardship theory, Stakeholder Theory, Resource Dependency Theory, Managerial Hegemony Theory	<ul style="list-style-type: none"> <li>• Basis tenants of theories, significance and criticism of theories.</li> </ul>	
Models of Corporate Governance	Anglo-Saxon Model, Japanese Model, German Model, and Indian Model of Corporate Governance. Comparison of these Models	



Art of Governance as per Kautilya's Arthashastra.	<ul style="list-style-type: none"> <li>Ideas of Governance by Kautilya and their relevance today in the field of corporate governance</li> </ul>	
<b>Unit 2: Recent Issues and Challenges of Corporate Governance (9 hours)</b>		
<b>Syllabus of the Unit</b>	<b>Scope of the Unit</b>	<b>Suggested Cases/Activities/Exercise</b>
Board structure and Directors	Relevant provisions regarding composition of Board as per the relevant provisions of SEBI (LODR) 2015.	<ul style="list-style-type: none"> <li>Analyse Board composition and Board committees of different companies</li> <li>Analyse cases on the topic of Whistle blowing/ Shareholder activism/ Insider trading</li> <li>Case of Rajat Gupta – Insider Trading</li> <li>Case of Cynthia Cooper and Sherron Watkins – Whistle Blower</li> <li>Role of Institutional investors in Satyam Case</li> <li>CSR in Indian Companies</li> </ul>
Board Committees and their functions	Types of Board Committees, Composition, and their functions/Terms of Reference	
Insider Trading	Meaning, Regulations in India	
Whistle Blowing	Meaning, Types, Whistle Blower Policies, Regulation in India	
Shareholder Activism	Meaning, Features, Pros and Cons, Regulation in India and relevant cases	
Role of Institutional Investors	Meaning, Types, Role of Institutional Investors in India, SEBI's Stewardship Code for Institutional Investors	
Class Action Suits	Meaning, Features, Challenges, Pros and Cons, Regulation in India	
CSR and Corporate Governance	Meaning of CSR, Relationship of Corporate Governance and CSR, CSR regulations, Trusteeship Model of Gandhiji in context of CSR	
Concept of Gandhian Trusteeship		



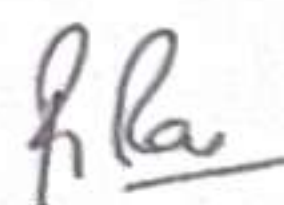
<b>Unit 3: Global Corporate Failures and International Codes (9 hours)</b>		
<b>Syllabus of the Unit</b>	<b>Scope of the Unit</b>	<b>Suggested Cases/Activities/Exercise</b>
BCCI (United Kingdom), Maxwell (United Kingdom), Enron ( USA), World.Com (USA), Vivendi (France), Lehman Brothers	<ul style="list-style-type: none"> <li>• Modus Operandi, issues of corporate governance and aftermath of the scandal.</li> </ul>	<ul style="list-style-type: none"> <li>• Critically analyse global issues in corporate governance and identify corporate governance issues therein</li> </ul>
Sir Adrian Cadbury Committee 1992, SOX 2002, OECD Principles of Corporate Governance.	<ul style="list-style-type: none"> <li>• Recommendations of Cadbury Committee, Important provisions of SOX 2002,</li> <li>• Principles of Corporate Governance by OECD.</li> </ul>	<ul style="list-style-type: none"> <li>• Discuss the Enron case with the movie “The smartest Guys in the room”</li> </ul>
<b>Unit 4: Corporate Governance Regulatory Framework in India (9 hours)</b>		
<b>Syllabus of the Unit</b>	<b>Scope of the Unit</b>	<b>Suggested Cases/Activities/Exercise</b>
Regulatory framework in India: Kumar Mangalam Birla (1999), NR Narayana Murthy Committee (2005), Relevant provisions of Companies Act, 2013, SEBI: Listing Obligations and Disclosure Requirements Regulations (LODR), 2015 and Uday Kotak Committee (2017).	<ul style="list-style-type: none"> <li>• Briefly explain the key recommendations of various Committee Reports.</li> <li>• Relevant provisions of The Companies Act, 2013</li> <li>• Main focus to be on the provisions of SEBI (LODR), 2015 relevant to Corporate Governance</li> </ul>	Comment on the latest corporate governance regulatory framework in India
<b>Unit 5: Corporate Failures and Scams in India (9 hours)</b>		
<b>Syllabus of the Unit</b>	<b>Scope of the Unit</b>	<b>Suggested Cases/Activities/Exercise</b>
Satyam Computer Services Ltd, Kingfisher Airlines, PNB Heist, IL&FS Group Crisis; ICICI Bank, Yes Bank;	Modus Operandi, Issues of corporate governance and aftermath of every scandal.	<ul style="list-style-type: none"> <li>• Identify corporate governance issues and concerns raised in context of Indian companies and their implications (from published sources newspapers or websites).</li> <li>• Critically analyse major corporate governance failure to suggest common governance problems in Indian context</li> </ul>
Common Governance Problems in various corporate failures in India and abroad.	Common governance problems.	



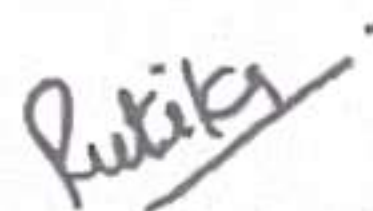
### **Internal Assessment and Continuous Assessment Related Guidelines**

- (i) *Internal Assessment – 30 Marks (as per University Rules/Guidelines)*
  - a. 12 Marks for Class Test
  - b. 12 Marks for Assignment
  - c. 6 Marks for Attendance
- (ii) *Continuous Assessment – 40 Marks (as per University Rules/Guidelines)*
  - a. 35 Marks for Continuous Assessment
  - b. 5 Marks for Attendance

The faculty members actively participated in the discussions and expressed their appreciation for the initiative taken by **Prof. Ajay Kumar Singh**, Head and Dean, Department of Commerce, Delhi School of Economics, University of Delhi. A heartfelt thanks was also conveyed to **Prof. Anil Kumar**, Department of Commerce, Delhi School of Economics, for his valuable contributions and unwavering support throughout the deliberations.



**Dr Priti Rai**  
Convenor  
Shyama Prasad Mukherji College  
for Women



**Dr Rutika Saini**  
Co-Convenor  
Shri Ram College of  
Commerce



**Prof. Anil Kumar**  
Representative,  
Department of Commerce, Delhi School of  
Economics