

<b>Course Code</b>	<b>MB18SM08</b>	<b>Course Name</b>	<b>CORPORATE GOVERNANCE</b>	<b>Course Category</b>		<b>L</b>	<b>T</b>	<b>P</b>	<b>C</b>
						<b>2</b>	<b>0</b>	<b>2</b>	<b>3</b>

<b>Pre-requisite Courses</b>		<b>Co-requisite Courses</b>		<b>Progressive Courses</b>	
<b>Course Offering Department</b>		<b>Data Book / Codes/Standards</b>			

<b>Course Learning Rationale (CLR):</b>	<i>The purpose of learning this course is to:</i>	<b>Learning</b>	<b>Program Learning Outcomes (PLO)</b>
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<b>CLR-1:</b>	To understand the fundamentals of corporate governance																	
<b>CLR-2:</b>	To understand the role and responsibilities of the board of directors																	
<b>CLR-3:</b>	To explore the trends in corporate governance.																	
<b>CLR-4:</b>	To understand shareholders activism																	
<b>CLR-5:</b>	To appreciate the role of executive leadership in corporate governance																	

<b>Course Learning Outcomes (CLO):</b>	<i>At the end of this course, learners will be able to:</i>																	
<b>CLO-1:</b>	Identified the distinctive features of platforms																	
<b>CLO-2:</b>	Described the disconnect that exists between platforms and corporate governance																	
<b>CLO-3:</b>	Identified the core strategies that the successful platform of the future needs to adopt																	
<b>CLO-4:</b>	Analyzed the specific regulatory mechanisms that can best incentivize firms to engage.																	
<b>CLO-5:</b>	Understood the different phases of strategies.																	

Duration (hour)	12	12	12	12	12
<b>S-1</b>	SLO-1 Introduction to Corporate Governance , Company Types & The Creation of a Corporation	Shareholder activism	Boards of Directors	Management Ownership and firm performance	Cross-country comparison
	SLO-2				
<b>S-2</b>	SLO-1 The Liquidation of a Corporation, Corporate Governance and the Board of Directors, Bad Corporate Governance	Corporate Governance and Shareholder Activism	Types of Company Director	Theory of financial contracting	Cross-country difference vs. firm-level difference
	SLO-2				
<b>S-3</b>	SLO-1 Shareholder Rights & Roles of a Shareholder, Types of Shareholders	Ownership structure and firm performance, Firm Performance	Role, fiduciary duties and responsibilities	Executive compensation	Cross-border investment by foreign investors
	SLO-2				
<b>S-4</b>	SLO-1 General Board Structure, Election and Removal Methods of Board Members	Market for Corporate Control	Fiduciary Duty (Cornell University, American Context)	Case Study	The upside case for cross-border investments
	SLO-2				
<b>S-5</b>	SLO-1 Proxy Statements & What is a Ballot?, What Is an Annual General Meeting (AGM)? & Securities and Exchange Commission (SEC)	Proxy fights and takeover bids, Types of Takeover Bids	Case Study	Stock options	Context for transactions
	SLO-2				
<b>S-6</b>	SLO-1 Articles of Organisation & Articles of Incorporation	Components of a Friendly Takeover, Hostile takeover (tug of war), Breaking Down Reverse Takeover.	Independent director (Indian View)	Controlling Shareholders	Inbound investment reviews
	SLO-2				
<b>S-7</b>	SLO-1 Incumbency Certificate, Fiduciary, Board Member/Shareholder	Hedge fund activism	Applicability on Appointing an Independent Director	Opportunism by the controlling shareholder	Publicly Debated Transactions
	SLO-2				
<b>S-8</b>	SLO-1 Investment Fiduciary Guidelines, Charters for Nonprofit Organizations, Understanding Corporate Charters	Monitor Trading, Volume and Other Indicia of Activity	Duties of an Independent Director	How did this practice even come into being?	Investor protection and home bias
	SLO-2				
<b>S-9</b>	SLO-1 The OECD (Organization for Economic Co-operation & Development) Principles of Corporate Governance.	The Activist White Paper, Responding to an Activist Approach	Case study	Case Study	Political Economy Models of Corporate Governance Arrangements
	SLO-2				
<b>S-10</b>	SLO-1 Key Impact areas in Corporate Governance as per Companies Act 2013	Role Played by Institutional Investors			
	SLO-2				
<b>S-11</b>	SLO-1 Case Study	The Importance of	Sarbanes-Oxley	Corporate pyramids or	Political Economy

	SLO-2		Reliable Information – How the JOBS Act Affects Institutional Investors	Compliance, Provisions related to Independent Directors under Companies Act, 2013	cross-holdings	Theory
S-12	SLO-1	Agency theory and corporate governance, Shareholders and auditors & Stakeholder theory	Empowering Investors to Exercise Rights as Shareowners	Sarbanes-Oxley Act of 2002 – SOX	Family-owned firms and governance	Corporate Governance Arrangement
	SLO-2					

<b>Learning Resources</b>	<ol style="list-style-type: none"> <li>1. G.N. Bajpai, The Essentials of Corporate Governance, Sage Publications 2016</li> <li>2. Jayanti Sarkar, Subrata Sarkar, Corporate Governance in India, Sage Publications 2012</li> <li>3. Bob Tricker, Corporate Governance– Principles, Policies, and Practices, Oxford University Press</li> </ol>
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<b>Learning Assessment</b>													
	Bloom's Level of Thinking	Continuous Learning Assessment (50% weightage)										Final Examination (50% weightage)	
		CLA -1 (5marks)		CLA -2 (5marks)		CLA-3 (10marks)		CLA -4 (15marks)		CLA -5(15marks)		Marks -100 which will be weighted at 50%	
		Theory	Practice	Theory	Practice	Theory	Practice	Theory	Practice			Theory	Practice
Level 1	Remember Understand												
Level 2	Apply Analyze												
Level 3	Evaluate Create												
	<b>Total</b>	100 %		100 %		100 %		100 %		100%		100 %	

# CLA – 1-5: can be from any combination of these: Class Participation, Surprise Test, Cycle test, Model Examination, Mini-Projects etc.,

<b>Course Designers</b>		
Experts from Industry	Experts from Higher Technical Institutions	Internal Experts
		<i>Dr.K.Santhana Lakshmi</i>