

# Table of Contents

<i>Preface</i> .....	<i>iii</i>
<i>Introduction</i> .....	<i>xi</i>
<b>Chapter 1: Introduction to Corporate Governance</b> .....	<b>1</b>
1.1 Introduction .....	2
1.2 Defining Corporate Governance.....	2
1.3 Historical Perspective of Corporate Governance .....	3
1.4 Guidelines of Corporate Governance.....	3
1.5 Need for Corporate Governance.....	3
1.6 Corporate Governance in India .....	4
1.6.1 Corporate Misgovernance and Scams in India .....	5
1.6.2 Illegal Practices in Indian Organizations.....	6
1.7 Issues in Corporate Governance .....	6
1.8 Effects of Public Policies on Organizations .....	7
1.8.1 Economic Policy .....	8
1.8.2 Monetary Policy .....	8
1.8.3 Fiscal Policy .....	8
1.8.4 Physical Controls.....	8
1.9 Summary.....	12
1.10 Key Terms .....	12
1.11 Exercise .....	13
Multiple Choice Questions.....	13
Short Answer Type Questions .....	15
Long Answer Type Questions .....	21
<b>Chapter 2: Emergence of Corporate Governance – Turning Points</b> .....	<b>23</b>
2.1 Introduction .....	24
2.2 Corporate Governance Committees .....	24
2.2.1 Cadbury Committee, 1992.....	24
2.2.2 Greenbury Committee, 1995 .....	26
2.2.3 Hampel Committee, 1998.....	26
2.2.4 Combined Code, 1998 .....	27
2.3 World Bank on Corporate Governance .....	27
2.4 OECD on Corporate Governance.....	27
2.5 Sarbanes Oxley (SOX) Act, 2002.....	28
2.6 Securities and Exchange Board of India (SEBI).....	29
2.6.1 Functions of SEBI.....	30

2.6.2	Powers of SEBI.....	31
2.6.3	Role of SEBI in Promoting Corporate Governance.....	32
2.6.4	Ways of Improvement for SEBI.....	32
2.7	Working Group on the Companies Act, 1996.....	32
2.7.1	Financial Recommendations.....	32
2.7.2	Non-financial Recommendations.....	33
2.8	Confederation of Indian Industry's Initiative and its Recommendations.....	33
2.9	Committee Reports on Corporate Governance.....	35
2.9.1	Report of Kumar Mangalam Birla Committee, 1999.....	35
2.9.2	Report of Naresh Chandra Committee, 2002.....	36
2.9.3	Report of Narayan Murthy Committee, 2003.....	37
2.9.4	Report of Dr. J.J. Irani Committee on Company Law, 2005.....	37
2.10	Summary.....	39
2.11	Key Terms.....	39
2.12	Exercise.....	39
	Multiple Choice Questions.....	39
	Short Answer Type Questions.....	42
	Long Answer Type Questions.....	47
<b>Chapter 3: Theories and Practices of Corporate Governance .....</b>		<b>49</b>
3.1	Introduction.....	50
3.2	Theoretical Basis of Corporate Governance.....	50
3.2.1	Agency Theory.....	50
3.2.2	Stewardship Theory.....	51
3.2.3	Stakeholder Theory.....	51
3.2.4	Sociological Theory.....	52
3.3	The Models of Corporate Governance.....	52
3.3.1	The Anglo-American Model.....	52
3.3.2	The German Model.....	53
3.3.3	The Japanese Model.....	54
3.3.4	The Indian Model.....	54
3.4	Obligations of Corporate Governance.....	55
3.4.1	Obligations towards Society.....	56
3.4.2	Obligations towards Investors.....	56
3.4.3	Obligations towards Employees.....	57
3.4.4	Obligations towards Customers.....	58
3.5	Managerial Obligations.....	58
3.6	Summary.....	59
3.7	Key Terms.....	60
3.8	Exercise.....	60
	Multiple Choice Questions.....	60
	Short Answer Type Questions.....	63
	Long Answer Type Questions.....	68
<b>Chapter 4: Ownership Structure .....</b>		<b>71</b>
4.1	Introduction.....	72
4.2	Concept of Ownership Structure.....	72
4.2.1	Ownership Concentration.....	72
4.2.2	Ownership Composition.....	74

4.3	History of Ownership Structure .....	75
4.4	Types of Ownership Structure .....	76
4.5	Relationship between Corporate Governance and Ownership Structure.....	76
4.6	Factors Affecting Ownership Structure .....	77
4.7	Summary.....	77
4.8	Key Terms .....	78
4.9	Exercise .....	78
	Multiple Choice Questions.....	78
	Short Answer Type Questions .....	81
	Long Answer Type Questions.....	84
<b>Chapter 5: Capital Structure .....</b>		<b>87</b>
5.1	Introduction .....	88
5.2	Concept of Capital Structure .....	88
5.3	Determinants of Capital Structure .....	89
5.4	Cost of Capital .....	90
	5.4.1 Cost of Debt .....	91
	5.4.2 Cost of Preference Capital.....	91
	5.4.3 Cost of Equity Capital.....	92
	5.4.4 Cost of Retained Earnings.....	94
	5.4.5 Weighted Average Cost of Capital .....	95
	5.4.6 Marginal Cost of Capital.....	95
5.5	Tools of Analysis for Capital Structure .....	95
	5.5.1 Leverages.....	95
	5.5.2 Break-Even Analysis.....	97
5.6	Theories of Capital Structure Management.....	98
	5.6.1 Net Income Approach.....	99
	5.6.2 Net Operating Income Approach .....	100
	5.6.3 Modigliani-Miller Approach .....	100
	5.6.4 Traditional Approach.....	101
5.7	Summary.....	102
5.8	Key Terms .....	102
5.9	Exercise .....	103
	Multiple Choice Questions.....	103
	Short Answer Type Questions .....	105
	Long Answer Type Questions.....	118
<b>Chapter 6: Shareholder's Rights and Privileges .....</b>		<b>125</b>
6.1	Introduction .....	126
6.2	Rights of Shareholders .....	126
6.3	Views of Various Committees on the Protection of Shareholder Rights .....	127
	6.3.1 Views of Working Group on Companies Act, 1996.....	127
	6.3.2 Views of Confederation of Indian Industry (CII), 1996.....	128
	6.3.3 Views of Kumar Mangalam Birla Committee, 1999.....	128
	6.3.4 Views of Naresh Chandra Committee .....	129
	6.3.5 Views of Narayan Murthy Committee, 2003 .....	130
6.4	Guidelines for the Protection of Shareholders' Rights and Responsibilities .....	132
6.5	Trading of Securities .....	133
6.6	Transfers of Securities .....	133

6.7	Poor Record of Shareholders' Protection in India .....	134
6.8	Summary.....	134
6.9	Key Terms .....	135
6.10	Exercise .....	135
	Multiple Choice Questions.....	135
	Short Answer Type Questions .....	138
	Long Answer Type Questions.....	141
<b>Chapter 7: Investor Protection and Corporate Governance .....</b>		<b>143</b>
7.1	Introduction .....	144
7.2	Defining Investor Protection .....	144
7.3	Relationship between Investor Protection and Corporate Governance.....	144
	7.3.1 Stealing the Investors' Funds.....	144
	7.3.2 Rights of Investors.....	145
7.4	Protecting Investors' Rights.....	146
	7.4.1 Investor Protection and Ownership Control .....	146
	7.4.2 Investor Protection and the Financial Market.....	147
7.5	Investor Protection in the Indian Scenario.....	147
	7.5.1 Views of N.K. Mitra Committee on Investor Protection.....	147
	7.5.2 Investors' Problems in India .....	148
	7.5.3 Issues in Investor Protection .....	149
7.6	Scams affecting Investor Protection .....	150
7.7	The Evaluation of SEBI's Performance .....	151
7.8	Summary.....	152
7.9	Key Terms .....	152
7.10	Exercise .....	152
	Multiple Choice Questions.....	152
	Short Answer Type Questions .....	155
	Long Answer Type Questions.....	158
<b>Chapter 8: Board of Directors .....</b>		<b>159</b>
8.1	Introduction .....	160
8.2	Role of Board of Directors .....	160
	8.2.1 Corporate Management Structure .....	160
	8.2.2 Definition of a Director .....	161
	8.2.3 Types of Directors.....	161
	8.2.4 Eligibility of a Director .....	162
	8.2.5 Duties of a Director .....	162
	8.2.6 Responsibilities of a Director.....	162
	8.2.7 Liabilities of a Director .....	163
	8.2.8 Remuneration of a Director .....	163
	8.2.9 Limitations of a Director .....	165
	8.2.10 Role of Directors in Corporate Governance .....	165
	8.2.11 Power of the Board.....	166
	8.2.12 Role of the Board .....	166
8.3	Concept of Audit.....	168
	8.3.1 Objectives of Audit.....	168
	8.3.2 Types of Audit.....	168
	8.3.3 Responsibilities of an Audit Firm .....	168

8.3.4	Auditing in Indian Scenario .....	169
8.3.5	Naresh Chandra Committee .....	169
8.3.6	Companies (Amendment) Bill, 2003.....	170
8.3.7	Companies (Auditor's Report) Order (CARO), 2003.....	171
8.4	Role of an Auditor.....	171
8.4.1	Types of Auditors .....	171
8.4.2	Duties of an Auditor .....	171
8.4.3	Responsibilities of an Auditor.....	171
8.5	Audit and Corporate Governance.....	172
8.5.1	Cost Audit/ Internal Audit and Corporate Governance.....	172
8.5.2	Quality Audit and Corporate Governance.....	172
8.6	Summary.....	172
8.7	Key Terms .....	172
8.8	Exercise .....	173
	Multiple Choice Questions.....	173
	Short Answer Type Questions .....	176
	Long Answer Type Questions.....	182
<b>Chapter 9: Corporate Governance and Banks .....</b>		<b>185</b>
9.1	Introduction .....	186
9.2	Need of Corporate Governance in Banks .....	186
9.3	World Bank's Initiatives towards Corporate Governance.....	190
9.4	Role of Basel Committee on Banking Supervision.....	190
9.5	Basel-II and Risk Management.....	191
9.6	Corporate Governance and RBI.....	191
9.7	Sound Corporate Governance Practices .....	194
9.8	Summary.....	195
9.9	Key Terms .....	195
9.10	Exercise .....	196
	Multiple Choice Questions.....	196
	Short Answer Type Questions .....	198
	Long Answer Type Questions.....	201
<b>Chapter 10: Business Ethics, Corporate Social Responsibility, and Environmental Concerns.....</b>		<b>203</b>
10.1	Introduction .....	204
10.2	Concept of Business Ethics.....	204
10.2.1	Importance of Business Ethics .....	204
10.2.2	Ethics and the Indian Corporate Culture.....	205
10.2.3	Causes and Issues of Unethical Behavior .....	206
10.2.4	Corporate Governance and Ethics.....	206
10.3	Concept of Corporate Social Responsibility.....	207
10.3.1	Definition of Corporate Social Responsibility .....	207
10.3.2	Scope of Corporate Social Responsibility.....	207
10.3.3	Importance of Corporate Social Responsibility.....	207
10.3.4	Corporate Social Responsibility in the Indian Scenario.....	208
10.4	Concept of Environmental Concerns in Corporate Governance.....	208
10.4.1	Environmental Concerns for Organizations.....	209
10.4.2	Environmental Management in India .....	209
10.5	Summary.....	210

10.6	Key Terms .....	211
10.7	Exercise .....	211
	Multiple Choice Questions.....	211
	Short Answer Type Questions .....	214
	Long Answer Type Questions.....	219
<b>Chapter 11: Competition and Monopoly in Corporate Governance.....</b>		<b>221</b>
11.1	Introduction .....	222
11.2	Concept of Competition.....	222
	11.2.1 Benefits of Competition.....	222
	11.2.2 Types of Competition.....	222
	11.2.3 Restricting Competition .....	223
	11.2.4 Competition and Ownership Control .....	223
	11.2.5 Essentials of a Sound Competition Policy .....	223
11.3	Competition and Stakeholder's Benefits.....	224
11.4	Formation of Indian Competition Act, 2002.....	224
	11.4.1 Objectives of Competition Bill .....	225
	11.4.2 The Competition Act, 2002 .....	225
	11.4.3 Three Areas of Concern for Competition Act, 2002 .....	225
11.5	Monopoly and Corporate Governance .....	226
11.6	Difference between the Competition Act, 2002 and the MRTP Act .....	227
11.7	Summary.....	228
11.8	Key Terms .....	229
11.9	Exercise .....	229
	Multiple Choice Questions.....	229
	Short Answer Type Questions .....	232
	Long Answer Type Questions.....	235
<b>Chapter 12: Future of Corporate Governance .....</b>		<b>237</b>
12.1	Introduction .....	238
12.2	Corporate Governance in the Indian Scenario .....	238
12.3	The Future of Corporate Governance in India.....	238
12.4	Corporate Governance in the Global Scenario.....	239
12.5	Accounting Standards and Corporate Governance .....	239
12.6	The Foreign Exchange Regulation Act.....	240
12.7	Foreign Exchange Management Act.....	241
12.8	Corporate Communication.....	242
12.9	Summary.....	243
12.10	Key Terms .....	243
12.11	Exercise .....	243
	Multiple Choice Questions.....	243
	Short Answer Type Questions .....	246
	Long Answer Type Questions.....	249
<b>Case Studies and Mock Questions.....</b>		<b>251</b>
	Case Study-1 .....	251
	Case Study-2 .....	252
	Case Study-3 .....	253
	Case Study-4 .....	254
	Mock Questions .....	255