



<b>Semester: VI</b>
<b>Course name: Ethics and Corporate Governance</b>
<b>Course code: C3BC230611T</b>
<b>Course Credits: 4</b>
<b>Pedagogy:</b> Classrooms lecture, Case studies, Assignments, Group Discussion & Seminar
<b>Course Description:</b> This course introduces ethics and related concepts such as morality and values. It analyses the alternative approaches to ethical decision making based on various schools of ethical thought and apply ethical principles to resolving ethical dilemmas and in decision making in various functional areas of business. The course also dwells the allied areas of Corporate Social Responsibility (CSR) and Corporate Governance (CG) in terms of their underlying theoretical frameworks as well as statutory and regulatory aspects thereof as applicable in India.
<b>Learning Objectives:</b> The course aims to help learners to acquire conceptual knowledge of: <b>LO1.</b> Morality, moral development, values, ethics, business ethics. <b>LO2.</b> Various schools of ethical thought and alternative approaches to ethical decision making and resolving ethical dilemmas. <b>LO3.</b> Application of ethical principles to various business functions, such as marketing, human resource management, finance, information technology and innovation. <b>LO4.</b> Various theories underlying Corporate Social Responsibility (CSR) and the key aspects thereof influencing business strategy. <b>LO5.</b> Various models of Corporate Governance (CG) and key aspects of CG with reference to statutory and regulatory considerations for India.
<b>Course Outcomes:</b> On successful completion of the course, students will be able to: <b>CO1.</b> Understand the foundations of ethics viz. morality, theories of moral development, values and their application in the business domain. <b>CO2.</b> Analyse the various schools of ethical thought and approaches to ethical decision making and apply the same in ethical dilemmas. <b>CO3.</b> Apply ethical principles to aid in decision-making in functional areas of business, such as marketing, human resource management, and finance. <b>CO4.</b> Understand the role of various stakeholders in organizational functioning and the imperative for corporations to behave in a socially responsible manner. Analyse framework of corporate social responsibility (CSR) and key regulatory aspects of CSR in India. Understand and appreciate the role of sustainability in business operations.



<b>CO5.</b> Understand basic concepts of Corporate Governance (CG). Analyse alternative CG Models and understand key aspects of CG in India, including Board Composition, Board Committees and Whistleblowing Mechanism.		
<b>Unit (No. and Name)</b>	<b>Details</b>	<b>No. of Lectures</b>
<b>1. Foundations of Ethics</b>	(a) <b>Ethics</b> – Meaning and Nature (b) <b>Morality</b> – Meaning, Moral Standards and Non-Moral Standards, Relationship between Morality and Ethics, Theories of Moral Development: Lawrence Kohlberg's Stages of Moral Development, Carol Gilligan's Care Theory. (c) <b>Values</b> – Meaning, Instrumental v. Terminal values (d) <b>Business Ethics</b> – Meaning, Scope, Arguments for Business Ethics, Objections to Business Ethics	<b>12</b>
<b>2. Approaches to Ethical Decision-making</b>	(a) <b>Theories of Ethics:</b> Teleological v. Deontological approaches. Egoism, Utilitarianism, Kantian Ethics, Virtue Ethics, Ethics of Rights (b) <b>Ethics in Decision-making:</b> Nature and Characteristics of Ethical Dilemmas, Stages in resolving ethical dilemmas,	<b>12</b>
<b>3. Application of Ethics in Business Functions</b>	Application of ethical principles in various functional areas of business: Marketing, Human Resource Management & Finance.	<b>8</b>
<b>4. Corporate Social Responsibility (CSR)</b>	(a) <b>Stakeholder Theory of the Firm:</b> Concept of stakeholder, Internal and External Stakeholders of the firm. (b) <b>Corporate Social Responsibility:</b> Concept, Need and Significance, CSR and Corporate Strategy, Key Regulatory aspects of CSR in India (Overview), Archie Carroll's Pyramid of CSR (c) <b>Sustainability:</b> Meaning and scope, Triple Bottom Line, Integrated Reporting (Overview)	<b>10</b>
<b>5. Corporate Governance</b>	(a) <b>Corporate Governance:</b> Concept and Definition, Governance v. Management, Corporate misconduct – contributing factors. (b) <b>Theories underlying Corporate Governance:</b> Agency Theory – Assumption, Conflicts, Agency Costs and Criticisms, Stewardship Theory, Stakeholder Theory – Assumptions and criticisms.	<b>18</b>



	<p><b>(c) Models of Corporate Governance:</b> Anglo-American Model, German Model, Japanese Model, CG Model suited for Family Business (Indian Model).</p> <p><b>(d) Major Issues in Corporate Governance:</b></p> <p><i>(i) Board Composition</i> – Types of Boards, Role of Non-executive directors/Independent directors, Women Directors and Nominee Directors, Regulatory Requirements in India</p> <p><i>(ii) Board Committees (Overview)</i> – Audit Committee, Nomination and Remuneration Committee, Stakeholder Relationship Committee, Corporate Social Responsibility Committee.</p> <p><i>(iii) Whistleblowing Mechanism</i> – Concept of Whistleblowing, Types of whistle blowers, Benefits and Challenges of whistleblowing, Whistleblowing Policy.</p>	
<p><b>Case studies applicable to all units (1 to 5)</b></p>		
<p><b>Note:</b> All statutory and regulatory aspects of topics in Unit 4 and Unit 5 are with reference to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended till date).</p>		
<p><b>Practical Exercises/Skill Development Activities:</b> Class seminars, group discussions, analysis of cases and scenario construction.</p>		
<p><b>Suggested Readings/References:</b></p> <ol style="list-style-type: none"><li>1. Manuel G. Velasquez, Business Ethics: Concept and Cases, Seventh Edition, Pearson</li><li>2. Joseph A. Petrick &amp; John F. Quinn, Management Ethics: Integrity at Work, Sage Series on Business Ethics, Sage Publications</li><li>3. A. C. Fernando, K. P. Muraleedharan, K. K. Shatheesh, Business Ethics – An Indian Perspective, Third Edition, Pearson</li><li>4. John R. Boatright &amp; Bibhu Prasad Patra, Ethics and the Conduct of Business, 6<sup>th</sup> Edition (2011), Pearson Education India</li><li>5. K. Viyyanna Rao &amp; G. Naga Raju, Business Ethics and Corporate Governance, I.K. International Publishing House Pvt. Ltd.</li><li>6. S. S. Khanka, Business Ethics and Corporate Social Responsibility, S Chand &amp; Company Pvt. Ltd.</li><li>7. Sandeep Goel, Corporate Governance: Theory and Practice, First Edition (2024), Wiley India Pvt. Ltd.</li><li>8. Arindam Das, Routledge Studies in Corporate Governance, First Edition (2021), Taylor &amp; Francis Ltd.</li><li>9. The Institute of Company Secretaries of India, Corporate Governance – From Compliance to Excellence (Handbook on Best Practices) Version 3.0, ICSI</li></ol>		



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10. Jyotsna G. B. & R. C. Joshi, Business Ethics and Corporate Governance, First Edition (2019), McGraw Hill
11. Dr. Tridib Sengupta, CMA Bivas Acharyya & Dr. Asish Kumar Pal, Business Ethics, Success Mantra Publications.