## Contents

<table>
<thead>
<tr>
<th>Sl. no</th>
<th>Title</th>
<th>Page. no</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td><strong>Corporate Governance: Preliminary Discussion</strong></td>
<td></td>
</tr>
<tr>
<td>1.1</td>
<td>Business Organization: An Introduction</td>
<td>4</td>
</tr>
<tr>
<td>1.2</td>
<td>Corporate Business and Societal Environment</td>
<td>6</td>
</tr>
<tr>
<td>1.3</td>
<td>Statement of the problem</td>
<td>9</td>
</tr>
<tr>
<td>1.4</td>
<td>Scope of the Study</td>
<td>10</td>
</tr>
<tr>
<td>1.5</td>
<td>Limitation of the Present Study</td>
<td>11</td>
</tr>
<tr>
<td>1.6</td>
<td>Methodology–Research Method</td>
<td>13</td>
</tr>
<tr>
<td>1.7</td>
<td>Identification of the Case</td>
<td>14</td>
</tr>
<tr>
<td>1.8</td>
<td>Selection of Divisions</td>
<td>15</td>
</tr>
<tr>
<td>1.9</td>
<td>Sample of the Study</td>
<td>16</td>
</tr>
<tr>
<td>1.10</td>
<td>Design of the Study</td>
<td>16</td>
</tr>
<tr>
<td>1.10.1</td>
<td>Unit of Analysis</td>
<td>18</td>
</tr>
<tr>
<td>1.10.2</td>
<td>Development of Descriptive Scenario</td>
<td>19</td>
</tr>
<tr>
<td>1.10.3</td>
<td>Research Questions</td>
<td>20</td>
</tr>
<tr>
<td>1.10.4</td>
<td>Propositions of the Present Study</td>
<td>20</td>
</tr>
<tr>
<td>1.10.5</td>
<td>Objectives of the Study</td>
<td>21</td>
</tr>
<tr>
<td>1.10.6</td>
<td>Techniques of Data Collection</td>
<td>22</td>
</tr>
<tr>
<td>1.10.6.1</td>
<td>Documentation</td>
<td>23</td>
</tr>
<tr>
<td>1.10.6.2</td>
<td>Archival records</td>
<td>24</td>
</tr>
<tr>
<td>1.10.6.3</td>
<td>Interviews</td>
<td>24</td>
</tr>
<tr>
<td>1.10.6.4</td>
<td>Direct Observation</td>
<td>25</td>
</tr>
<tr>
<td>1.11</td>
<td>Data Analysis</td>
<td>27</td>
</tr>
<tr>
<td>1.12</td>
<td>Scheme of Chapterization</td>
<td>28</td>
</tr>
<tr>
<td></td>
<td><strong>Corporate Governance: History, Systems, Models and Codes</strong></td>
<td></td>
</tr>
<tr>
<td>2.1</td>
<td>Definitions</td>
<td>31</td>
</tr>
<tr>
<td>2.2</td>
<td>Corporate Governance System</td>
<td>33</td>
</tr>
<tr>
<td>2.2.1</td>
<td>Share holders</td>
<td>34</td>
</tr>
<tr>
<td>2.2.2</td>
<td>Board of Directors</td>
<td>35</td>
</tr>
<tr>
<td>2.2.3</td>
<td>Top Management</td>
<td>37</td>
</tr>
<tr>
<td>2.3</td>
<td>External and Internal Mechanisms of Corporate Governance</td>
<td>40</td>
</tr>
<tr>
<td>2.4</td>
<td>International Codes and Regulations on Best Practices in Corporate Governance</td>
<td>44</td>
</tr>
<tr>
<td>2.4.1</td>
<td>Cadbury Committee on Financial Aspects of Corporate Governance (1992)</td>
<td>45</td>
</tr>
<tr>
<td>2.4.2</td>
<td>Kings Committee on Corporate Governance (1994)</td>
<td>46</td>
</tr>
</tbody>
</table>
2.4.3 Greensbury Committee on Characters Remuneration (1995) 46
2.4.4 Hampel Committee and the Combined Code (1998) 47
2.4.5 Turnbull Committee Guidelines on Corporate Governance (1999) 47
2.4.6 Higgs review on effectiveness of Independent Directors (2003) 48
2.4.7 Sarbanes – Oxley Act (2002) 48
2.5 Models of Corporate Governance: The Global Perspective
  2.5.1 Market Centric Governance Model 51
  2.5.2 Relationship based Governance Model 53
  2.5.3 Transition Governance Model 54
  2.5.4 Emerging Governance Model 55

Corporate Governance: Theoretical Perspectives

3.1 Corporate Governance Theorizing 59
3.2 The Shareholding Perspective 60
  3.2.1 Neo - Classical Economics and Theory of Firm 62
  3.2.2 Barle and Means - Separation Thesis 63
  3.2.3 Managerial Theory of the Firm 64
  3.2.4 Behavioral Theory of Firm 65
  3.2.5 Agency Theory 66
  3.2.6 Transaction Cost Economics 69
  3.2.7 Corporate Governance: Incomplete Contracts Approach 73
  3.2.8 Myopic – Market Approach 75
  3.2.9 The Abuse of Executive Power Approach 76
  3.2.10 Political Economy Approach 77
3.3 Sociological Approach to Corporate Governance 78
3.4 Stakeholders Approach to Corporate Governance 80
3.5 The Central Focus of Stakeholder Theory 82
3.6 Aspects of Stakeholder Theory: Dissipative, Empirical / Instrumental and Normative
  3.6.1 Descriptive Stakeholders Theory 84
  3.6.2 Instrumental Stakeholder Theory 86
  3.6.3 Normative Stakeholder Theory 88
3.7 Managerial Approach to Stakeholder Theory 90
3.8 Contrasting / Combining Approaches 91
### Corporate Governance: The Indian Context

4.1 Structural Characteristics of Indian Corporate Governance

4.1.1 The managing Agency Model of Corporate Governance

4.1.2 The Business House Model of Corporate Governance

4.1.3 The Anglo-American Model of Corporate Governance

4.2 Issue Central to Corporate Governance in India

4.3 Codes and Regulations of Corporate Governance in India

4.3.1 CII Desirable Code on Corporate Governance

4.3.2 Draft Report on Corporate Governance by Kumar M nagalam Birla Committee

4.3.3 Narayana Murty Committee (SEBI) Recommendations

4.3.4 Clause 49 of Listening Agreement

4.3.5 Naresh Chandra Committee Recommendations on Auditor’s Independence

4.3.6 SEBI (Insider Trading Prohibition) regulation

4.3.7 Companies (Amendment) Act; JJ Irani Committee Report

4.4 Corporate Governance in India: Status Report and challenges

### ITC Limited: Organization Profile

5.1 Introduction

5.2 History and Evolution

5.3 ITC’s Vision and Mission

5.4 ITC’s Corporate Strategies

5.5 Shareholding Pattern

5.5.1 Insider-based Model of corporate governance

5.6 Segmental Growth: A Description

5.7 ITC Ltd: A Prologue to Multi-Divisional Structure

5.8 The Study Area: Divisions taken for Study

5.9 Conclusion

### Professionalization of Management; Agency Crisis and the Advent of Governance Thinking at ITC

6.1 ITC Ltd: The Early Diversification
6.2 The Emergence of Governance Problems
6.2.1 Excise Violations
6.2.2 The BAT and ITC Spat
6.2.3 ITC-FERA Violation Story
6.2.4 FERA Violations
6.2.5 Overview of FERA Violations by ITC
6.3 The Aftermath – Setting Things Right
6.4 Definition and Purpose of Corporate Governance
6.4.1 Core Principles
6.4.2 Cornerstones of Corporate Governance Policy
6.4.3 The Governance Structure
6.4.4 Roles
6.4.5 Board of Directors (Board)
6.4.6 Corporate Management Committee (CMC)
6.4.7 Executive Chairman of ITC
6.4.8 Executive Director
6.4.9 Divisional Management Committee (DMC)
6.4.10 Divisional CEO
6.5 Conclusion

Institutionalization of Corporate Governance at ITC: a Social Science Analysis
7.1 Material Information: Shareholding Pattern
7.2 Governance Structure and Management Process
7.2.1 Core Powers of the Board of Directors
7.2.2 Core Powers of the Corporate Management Committee
7.2.3 Core Powers of Divisional Management Committee
7.3 Board Structure and Process
7.4 Board Procedures
7.4.1 Board meetings agenda
7.4.2 Information placed before the Board
7.4.3 Post-meeting Follow-up System
7.5 Board Committees
7.5.1 Audit Committee
7.6 Remuneration Committee
7.7 Nominations Committee
7.8 Investor Grievance Committee
7.9 Sustainability Committee
7.10 Shareholder Relations
7.11 Employee Relations
Chapter 8

Summary and Conclusions

8.1 International Convergence 243
8.2 Investor Protection and Shareholder Activism 245
8.3 Corporate Governance and Small and Medium Enterprises 246
8.4 Sustainability Leadership 247
8.5 Corporate Governance and Stakeholder View 248

Appendix I 250

References i