International Journal of Advance and Innovative Research
Volume 13, Issue 1: January - March 2026
ISSN 2394 - 7780

AN ANALYTICAL STUDY OF CORPORATE GOVERNANCE IN INDIA: EVOLUTION, ISSUES, AND FUTURE PROSPECTS

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ABSTRACT
This paper reviews the development of corporate governance in India, examines statutory and regulatory frameworks (especially the Companies Act, 2013 and SEBI regulations), analyses landmark failures and judgments (Satyam, Tata Sons/Cyrus Mistry), evaluates on-going challenges (board independence, minority protection, disclosure quality, board diversity), and proposes reforms to strengthen governance and investor protection. Key recommendations include tightening enforcement, strengthening the role and accountability of independent directors, enhancing disclosure and audit quality, improving board diversity, and adopting a stewardship culture among institutional investors. In the business world, "corporate governance" refers to a wide variety of practises. One of the most effective methods by which corporations are directed and governed is known as "corporate governance." The boards of directors are responsible for the day-to-day operations of corporations, while the owners' only role is to provide capital. When running the company, they prioritise the needs of the company's investors and other stakeholders. Good corporate governance balances the bottom line with the greater good. It entails encouraging people to follow the letter of the law and the spirit of ethical principles. Corporate governance is a set of guidelines for the management of a corporation. They're the ones who sign on to shoulder duty on behalf of stockholders. Organizational longevity is directly correlated to the quality of its corporate governance. One of the main benefits of operating a business as a corporation is the protection from personal financial responsibility for commercial obligations. Being its own legal entity, the corporation owns its property and is responsible for its debts. A member's liability as a shareholder includes the whole amount of his or her unpaid contribution to the company's capital. Even taken as a group, members do not have title to or responsibility for the company's obligations. That is to say, even if the company's liabilities greatly outweigh its assets, a shareholder is only responsible for paying the balance, if any, owing on the shares he holds when he is called upon to pay and nothing more.

Keywords: *Corporate governance, Companies Act 2013, SEBI, independent directors, Satyam, Tata Sons, board diversity, minority shareholders.*

INTRODUCTION
Corporate governance refers to the systems, principles and processes by which companies are directed and controlled. In India, governance has evolved substantially over the last two decades through statutory reform, regulatory intervention and market-driven best practices. The objective of this paper is to synthesise legal, regulatory and empirical developments and to propose targeted reforms to reduce the risk of corporate failure and protect minority investors. The modern Indian governance regime emphasises board accountability, transparency and protection of minority shareholder. The word "company" comes from the Latin word "Com" which means "with" or "together" and "panis" which means "bread." It originally meant a group of people who ate their meals together. In the past, when people took their time, merchants used parties to talk about business. These days, business matters are more complicated, so they can't be talked about at parties. Because of this, the company structure has become more important. People usually use the word "company" to refer to a group of people who work together to run a business or project. A company is a corporate body and a legal person with a separate status and identity from the people who make it up. It is called a "body corporate" because the people who make it up are made into one body by the law, which gives it legal personality. The Latin word "corpus," which means "body," is where the word "corporation" comes from. So, a "corporation" is a legal person that is made through a process other than birth. It is sometimes called an artificial legal person because of this. As a legal person, a corporation has many of the rights and can take on many of the responsibilities of a natural person.

A corporation is made by a special act of parliament or by company law. The Companies Act, 1956, was used to start companies like Tata Steel Ltd. and Reliance Industries Ltd. The Companies Act, 2013, which came out in 2013, has now replaced the Companies Act, 1956. The Life Insurance Corporation of India and the State Bank of India were both set up with the help of special acts of parliament. According to common law, a corporation is a "legal person" or "legal entity" that exists independently of its members and can continue to exist after their deaths. Rather, a business is a legal mechanism for achieving a particular social or economic goal. It combines the functions of government, society, the economy, and the law. There are various definitions of the word "business" that have been presented. "It's a way to work together and coordinate the running of a business." A "complex, centralised, economic and administrative organisation led by expert management funded by investor funds" (s)".

Corporate governance, which only a few years ago was largely unheard of, is now a major issue for every company. There has been an explosion of corporate governance codes. Over forty such codes have been identified by one of my American graduate students at New York University's Global Faculty, and they all have striking similarities. Public and private corporate governance commissions are sprouting up all over the world. Some advocates for change use the phrase "corporate governance" as a catchphrase to advocate for traditional board structure changes. Universities on both sides of the water are responding to a growing interest in a comparative study of corporate governance. Lawyers in national firms with a more conventional mindset view this with skepticism. Since the first half of the 19th century, when capital-intensive railways were constructed and early modern industries were established, company law has been concerned with controlling boards, defending the interests of shareholders, and safeguarding investors and creditors. The majority of corporate governance norms are codified in company law statutes or represented in company law doctrine and practice. A lot of the animosity in this discussion stems from the fact that the parties involved all have turfs they are eager to protect. However, I will identify three ways in which effective corporate governance has enhanced company law. Corporate governance involves a diverse array of challenges. The overall effect of a standard or body of law, such as company law or securities regulation, is more significant than its origin. Thus, internal and external controls must be considered. As a second point, corporate governance has forced legal experts to reevaluate some time-honored company law concepts and structures, only to find that they are unworkable. Historically, directors' liability in Germany and other European nations has been more theoretical than real. Things have just recently begun to change. Thirdly, corporate governance has helped bring the competitive nature of the nation's laws and institutions to the notice of the public and, with the usual lag, the legislators as well. However, the potential disadvantage that weak corporate governance could represent in the global and European competition for investments and investors is not yet well understood.

What is Corporate Governance?

Corporate governance is a key ingredient for the success of businesses of any size, especially when the organizations employ professionals. A poor corporate governance policy has the potential of ruining the business and in worst cases, completely shut down the operations. The other scenario is when the company doesn't have a policy in place. This situation makes the establishment quite vulnerable as it may be unknowingly doing things it is not supposed to do. Isn't it a better idea to havean apt corporate governance procedures, which can help organizations, stay out of hot water while they focus on profit making part of the business?

Let's first understand what exactly is corporate governance? If one googles it or go through various books, journals, etc. 'n' number of definitions can be found, some so intricate that the person may end up struggling to understand it. So, let's define it in simple terms. *Corporate governance consists of rules that direct the roles and actions of key people rather than the processes*. Unlike other simple rules and procedures such as adhering to the dress code or reimbursement of travel bills, corporate governance focus on creating better management, thereby helping to avoid legal or ethical problems. Few examples include setting rules for using corporate funds and other material for personal use; conditions to serve on a board of directors; how to avoid conflicts of interest; notifying owners, investors and partners of key meetings and decisions; disbursing profits etc.

An important thing to note here is that people tend to associate corporate governance with public companies or large private enterprises. However, it is clearly not the case. Even small businesses also known as SMEs can benefit from this practice.(Ashe- Edmunds, 2018)

Benefits of Corporate Governance Practices

Improved Reputation and Perception – Whether the business is in India or elsewhere, a critical factor that directly affects its growth is reputation it commands in the market. In turn, it helps in building the perception, which acts as a catalyst for the growth of the organization. If the business is successful in creating a positive perception in the market, numerous things become a smooth ride, if not easy. When the company has a robust corporate governance policy in place, it can successfully attract more stakeholders to work with it. These stakeholders can include a quality workforce ready to contribute in the growth of the business by their sheer talent, investors ready to lend the money needed for the expansion, government suppliers, charitable institutions, suppliers, media etc. The practice of sharing internal information with the stakeholders brings loads of benefits. Primarily, it helps in setting up a transparent work culture that instills confidence in the stakeholders' minds.

Increases in Transparency – Companies understand that having auditors vouch for the financial results is not enough. Therefore, companies enact procedures to increase the transparency in order to keep the regulators from stepping in and mandating a costly regulatory framework. The problem is, when the regulators enact transparency-increasing measures instead of the companies doing so voluntarily, the profits fall, executive compensation rises and the rate of CEO turnover increases. The enactment of Sarbanes-Oxley has demonstrating this, punishing both publicly-traded and closely-held companies, as internal audit controls of larger companies often require testing the integrity of suppliers and other companies with whom they do business.(NIBUSINESSINFO)

Reduction in Run-In with the Law – It is essential for every business establishment to stay compliant with the local, state and national rules & regulations. E.g. If the state law says that 20% of the total workforce must be hired locally, it is imperative for the company to have a policy to adhere to this law. Similarly, there can be numerous other things that should be taken care off or else fines, penalties and lawsuits may follow.

Decreased Conflicts and Fraud – The human behavior is complex and it is quite difficult to predict the future course of action that might be adopted by an individual. However, by the implementation of corporate governance policy, conflicts of interest and rampant fraud can be avoided. E.g. the company might draft a conflict of interest statement that top executives must sign, requiring them to disclose and avoid potential conflicts, such as awarding contracts to family members or contracts in which an executive has an ownership interest. The company might forbid loans to officers and family members or the hiring of family members. External audits or requiring checks over a certain amount to be approved and signed by two people help reduce errors and fraud.

Role Clarity – In order to sustain in the competitive world, businesses strive and often introduce change in their work culture and environment. One major step towards it is to move from family owned to professionally managed organization. Even if not so, it is essential to have clarity in the roles of owners and the management people. By defining the roles, the organization move towards quick decision making as it allows managers and owners to decide which hat to wear depending on the issues at hand. The other long term benefit of this measure is confidence and trust building between the employees and the owners.

Decisiveness – Every organization faces numerous internal as well as external issues. Obviously, the timely resolution is the top most priority, however, resource allocation to do so is a strategic decision. As the famous saying goes, “Too many cooks spoil the broth”, the other crucial factor is the capability of the resource. It helps the management take decision to allocate the apt resource at the right time during the time of crisis or opportunities.

Retention of Employees – Whether you are a small business or a large enterprise or a startup, attracting the best talent and retaining them is a herculean task.Motivation is the key here! If the roles and responsibilities are clearly defined, vision and mission communicated to all, and the employee feel secure about their future, the turnover rate decreases. Once the organization is successful in doing so, attracting the new talent in case of expansion is usually a smooth ride.

Increased Profit Margins – This is no brainer! Once the organization has a sound corporate governance policy coupled with a good performance, the organization achieves many objectives. The employees are happy, investors are confident, and the market reputation improves exponentially. This provides an opportunity for the management to make better decisions that can increase profit margins and cut operating costs.(Ritchie, Corporate Governance In India, 2023)

Importance of Corporate Governance in India

In a growing economy, it is quite important to protect the interests of investors and make sure that the compliance to reporting financial data is being done. At the same time, it is imperative to fix the responsibility and accountability of board of directors and management. In India, SEBI realized the importance of Corporate Governance and appointed numerous committees. If the relevance of the corporate governance is assessed in the Indian context, one will find that it has taken the center stage in the national agenda. The Satyam scandal also known as India’s Enron showed the pressing need to implement corporate governance policies in India. Probably the biggest business scandal in the country’s history, it wiped off billions of shareholders wealth. The scam not only exposed the shortcomings but also threatened the foreign investment in India (Mukher)

The Board, Labour Co-determination, and the Role of the Banks

Let me now briefly touch on certain aspects of internal and external control of management and organizations, or what we dubbed the "building blocks" in our 1998 book Comparative Corporate Governance published by Oxford

University Press. The board is the most important component of inside control. There are a lot of nitty-gritty questions surrounding board reform. Conversely, boards typically maintain the same structure they've always had, whether that's a single tier, a dual tier, or a hybrid of the two. Both professionals in the field and academics have a bias towards believing that their own country's system is superior. This is valid not only in Frankfurt but also in London. The relative functional costs and benefits of the various systems have only recently sparked interesting debate. In September of last year, at my birthday colloquium in Mayence, Marcus Lutter and Paul Davies debated this subject in a kind and enlightening manner. 18 Topics of contention include sway, knowledge, and autonomy. The German board of directors consists of individuals from the outside, but are they truly independent? How knowledgeable are they, really? When a conflict of interest arises, how do they handle it? Do directors of affiliated businesses have special considerations?

Even though worker co-determination is one of my favorite topics, I won't bring it up because it's already on your schedule. My own view is somewhere in the middle, between the historic German support for co-determination and the unfavorable view of most American economists. Attempts to support or reject codetermination based on pure theory fall flat. Instead, we must rely on real data and experiences from the field of microeconomics, while also taking into account or ignoring the potential effects on the macroeconomic level. It's possible that worker co-determination helps resolve labor disputes and acts as a precursor to social instability. After German reunification, there are anecdotal reports of this happening in the country's central and eastern regions. The conference agenda doesn't go into detail about the banks' role. The impact of German universal banks on German industry makes this startling from a German point of view. However, I am aware that circumstances vary from one nation to the next. The United States and the United Kingdom both have market-based systems, while Germany, Switzerland, Austria, and a few other nations have bank-based systems; therefore it's important to distinguish between the two when comparing corporate governance practices. Which system is better is the central question. There are others who believe Anglo-American corporate governance will ultimately prevail in "the fight of the systems." But another possibility is that the answer is that there is no best system and that the success of any given system is contingent on the unique circumstances of each country.

Legal and Regulatory Framework

Companies Act, 2013

The Companies Act, 2013 introduced a number of governance-focused provisions: mandatory composition norms for boards (including independent directors for specified classes of companies), duties of directors, stricter disclosure requirements, and enhanced officer-level liabilities. These provisions were aimed at improving board oversight and investor protection.

SEBI (Securities and Exchange Board of India) regulations and corporate governance codes

SEBI supplements company law through listing obligations and disclosure standards, continuing supervision of intermediaries, and rulemaking (including codes for board committees, related-party transactions, and audit quality). SEBI’s regulatory updates and enforcement actions play a central role in shaping practical compliance.

Literature Review — Key Findings from Prior Studies

Studies of major corporate failures in India (notably Satyam) show recurring governance weaknesses: weak board oversight, compromised audit independence, ineffective internal controls, and inadequate enforcement of existing rules. Research after Satyam repeatedly recommends strengthening audit oversight, clarifying director duties, and improving market discipline.

Landmark Case Studies

Satyam Computer Services (2009) — Governance failure

The Satyam fraud exposed how dominant promoters, collusive accounting and weak audit processes can lead to systemic failures. Post-Satyam reforms focused on better disclosure, audit reforms, and more stringent oversight of related-party transactions and auditor independence. The Satyam episode remains a touchstone in Indian corporate governance scholarship.

Tata Sons vs. Cyrus Mistry — Governance and board autonomy

The long-running Tata-Mistry dispute and its judicial treatment raised important questions about boardroom autonomy, minority protection, and the practical role of independent directors. The litigation highlighted tensions between group ownership structures, internal governance norms, and statutory protections for shareholders — forcing a re-examination of how legal remedies interact with board decisions in complex group-controlled firms.

ISSN 2394 - 7780

Current Challenges in Indian Corporate Governance

1. **Effectiveness of Independent Directors:** While the law mandates independent directors for many companies, questions remain about their actual independence, information access, and ability to influence powerful promoters/management.
2. **Audit quality and auditor independence:** Repeated cases of accounting manipulation show gaps in audit quality and the need for stronger audit regulation and enforcement.
3. **Board diversity and gender representation:** Indian boards have improved slowly on gender diversity, but progress is uneven; studies show India still lags many global peers on female board participation.
4. **Insider-related conflicts and related-party transactions (RPTs):** RPTs remain a recurrent governance risk in group-affiliated companies. Robust independent review and transparent approvals are essential.
5. **Enforcement capacity and speed:** Laws are only as effective as enforcement; delays in adjudication and limited deterrence reduce the preventive effect of governance rules. **Recommendations**

Strengthen the role and accountability of independent directors

- Enhance selection transparency and onboarding (access to independent advisors, induction).
- Require regular independent director evaluations, published in the annual report.
- Clarify legal duties and safe-harbour mechanisms that allow IDs to act without fear of excessive personal liability if they follow due process.

Improve audit oversight and audit market structure

- Strengthen peer review and oversight of auditors; increase rotation norms where appropriate.
- Enhance the capacity of the National Financial Reporting Authority (NFRA) and SEBI to investigate and sanction audit failures.

Enhance disclosure and technology-enabled transparency

- Mandate richer, machine-readable disclosures for material transactions, related parties, and promoter holdings.
- Encourage XBRL and APIs for regulatory filings to enable quicker market scrutiny.

Promote board diversity and capability

- Institutional investors and nomination committees should prioritise diversity (gender, sectoral experience, financial expertise).
- Continuing education for directors (mandatory annual training credits).

Strengthen minority shareholder protections and timely enforcement

- Fast-track mechanisms for minority shareholder grievances and enhanced powers for class action-style remedies where fraud or oppression is systemic.

Encourage stewardship by institutional investors

- Require greater transparency on stewardship policies and voting records of large asset managers to ensure active monitoring of portfolio company governance.

CONCLUSION

Indian corporate governance has advanced substantially since the early 2000s, driven by statutory reform (Companies Act, 2013), SEBI rulemaking and lessons learned from high-profile failures. Nevertheless, persistent problems—director effectiveness, audit integrity, board diversity and enforcement speed—require a mix of regulatory tightening, market-driven stewardship, and cultural change in boards and among promoters. Implementing the recommendations above would strengthen investor confidence and align Indian governance more closely with international best practice.

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