

## Abstract

The research analyses the rights of shareholders and director's duties with regard to oppression and mis-management and in failing to fulfil such duties how does it effects to the management and system of the company. And also, it discusses the rights and remedies of shareholders against the breach of such duties by company directors. It considers the statutory protections provided to protect the minority shareholders from mismanagements and oppression by the other members who have significant control over the company. The research discusses how the Corporate Governance frame work entails responsibility and due regard to the wishes of all shareholders and how it is answerable to all shareholders. The research mainly focuses on legal approach in Sri Lanka comparing with laws in India and United Kingdom. The black letter approach is used to gain empirical knowledge and understands of how the law and legal proceedings impact on the parties involved. In conclusion there are suggestions for law reforms and there are many new sanctions, the law has been codified and can be understood in simple terms, the issue largely is enforcement.

