

<b>Course title:</b> Business Laws and Infrastructure Projects				
<b>Course code:</b> BSI 151	<b>No. of credits:</b> 2	<b>L-T-P distribution:</b> 20-08-0	<b>Learning hours:</b> 28	
<b>Pre-requisite course code and title (if any):</b>				
<b>Department:</b> Department of Business & Sustainability				
<b>Course coordinator (s):</b> Dr. Gaurav			<b>Course instructor (s):</b> Dr. Gaurav	
<b>Contact details:</b> gaurav@terisas.ac.in				
<b>Course type</b>	Core	<b>Course offered in:</b> Semester 1		
<b>Course description</b> Business works under a defined set of laws and a predictable legal regime provides a stable environment conducive for overall business development. The course covering Companies Act; the Industries (Development and Regulation) Act 1951; Industrial Disputes Act; the Competition Act, 2002; the Arbitration and Conciliation Act, 1996; the Foreign Exchange Management Act (FEMA),1999; introduction to taxation system; Policies relating to Foreign Direct Investment, FIIs; Multilateral Guarantee System , taught through various case studies expose students to various sets of laws and regulatory regime that interact with business on a day to day basis				
<b>Course objectives</b> Law and legal institutions play a major role in the conduct of infrastructure sector. The purposes of laws relating to business in India are mainly twofold: To create an environment conducive to the growth of business; and to make sure that business operates within the larger framework of governance in the country. There are a number of laws that have a bearing on the conduct of business. These cover broadly areas relating to corporate legal framework; business transactions; etc. In this course an attempt is made to introduce the students to certain important legal aspects of infrastructure business.  The course taught through various case studies expose students to various sets of laws that interact with infrastructure business on a day to day basis.				
<b>Course content</b>				
<b>Module No</b>	<b>Topic</b>	<b>L</b>	<b>T</b>	<b>P</b>
1.	<b>Companies law</b> Definition-features-concept of limited liability- different types of companies. Formation-Memorandum and Articles- commencement of business-registration- conversion of companies already registered. Prospectus and allotment of securities- Public offer and Private placement.-role of SEBI  Share Capital and Debentures- kinds of shares and debentures-variation of shareholders' rights sweat equity-bonus-buyback- buyback prohibition- Management and Administration of companies-declaration of beneficial interests  AGM-Report on AGM-EGM- ascertaining the sense of the meeting – ordinary and special resolution and their scope–notice, quorum, proxies, voting, poll. Appointment and remuneration of managerial personnel- key managerial personnel (KMP)- independent directors  Case studies	4  4  2  0	0  0  0  2	0  0  0  0
2.	<b>Competition Law</b>  Competition Act, 2002 - Anticompetitive agreements; Abuse of dominance; Combinations; CCI; Role of sectorial regulators  Case studies	4	2	0  0
3.	<b>Law relating to Taxation and FDIs</b>			

	Foreign Exchange Management Act (FEMA),1999; introduction to taxation system; Polices relating to Foreign Direct Investment, FIIs	4	0	0
	Case studies		2	0
4.	<b>Resource Mobilization and laws</b>			
	Equity (sponsor, private equity) - debt - Multilateral Investment Guarantee Agency	2	0	0
	Case studies	0	2	0
	<b>Total</b>	<b>20</b>	<b>8</b>	<b>0</b>
<b>Evaluation criteria</b>				
<ul style="list-style-type: none"> <li>▪ Minor test: <ul style="list-style-type: none"> <li>- Case presentation (group wise): 25%</li> <li>- Essay (2000 words): 25%</li> </ul> </li> <li>▪ Major test: <ul style="list-style-type: none"> <li>- Final test: 50%</li> </ul> </li> </ul>				
<b>Learning outcomes</b>				
<ol style="list-style-type: none"> <li>1. Learn how infrastructure sector operates within a defined legal framework</li> <li>2. Developing skills through case studies to critically look at projects that have high legal compliance</li> <li>3. Learn the institutional systems like RBI, Competition Commission, SEBI and other regulatory bodies play a role in infrastructure business</li> <li>4. Appreciate the kind of dispute settlement mechanisms that exist and how to organize business transaction that minimizes disputes</li> </ol>				
<b>Pedagogical approach</b>				
The course will be taught through combination of theoretical and practical approaches. Industry experts and lawyers will be part of the course delivery. All the modules will have a strong case study component that critically looks in to how infrastructure business interacts with law and legal institutions				
<b>Materials</b>				
<b>Suggested readings</b>				
Singh, Avatar, (2015), Company Law, Eastern Book House, Ramaiya, A. (2006), Guide to Companies Act, Wadhwa, Nagpur. Agarwal, S & Baby RC, (2011), Agrawal & Baby on SEBI Act, Taxmann Ramappa, A. (2006) Competition Law in India, Oxford,New Delhi. Kumar, Ravinder (2011), Legal Aspects of Business, Cenage Learning, Andover Kannan, S & Geetha, V (2015), FDI in India Law Policy and Procedure, Thomson Reuters Khilnana, D T (2015), FEMA Ready Reckoner, Taxmann K S Anantharaman, K S (2013), Company Law and the Competition Act, Lexisnexis Singh, A (2013), Law of Arbitration and Conciliation, Eastern Book House				
Case studies				
<b>Additional information (if any)</b>				
<b>Student responsibilities</b>				
Attendance, feedback, discipline, guest faculty etc.				

**Course reviewers:**

1. Mr. S Sinha,CEO, ICSI
2. Mr. Nishant Beniwal, Associate Partner at Khaitan & Co

