INTRODUCTION TO THE COURSE:

In the present context, it is widely recognized that “the two most powerful institutions in the society are the business and government; where they meet on common ground – amicably or otherwise – together they determine public policy, both foreign and domestic for a nation.” Historically, the role of government in respect of business varied considerably in kind and degree, from laissez fair and mercantilism to conventional communism characterized by centralized planning and almost state monopoly. The last seven decades or so, the period since the end of the II World War and the coming into being of the World Bank – IMF and GATT, have witnessed several shifts, evolutionary to revolutionary, in approach, policy and government intervention in business across the world. Thus the need of the hour is to identify the areas of concern then adopt, and implement an effective regulatory framework that provides paradigm for the business enterprises and corporate entities to foster the market.

Markets, across the globe are undergoing profound, unprecedented and fast-paced changes. The change is from regulation to management; the change is from regulation to development. This change in the world market has changed the role of regulators as well. Regulation within the corporate sector cover a broad spectrum of activities extending from providing a suitable environment or a developing a culture that encourages corporate houses to enter the market, to promote the development of business, to share liabilities, bear risks, to plan for best use of resources and to finally ascertain the end results of the corporate entities. This necessitates for having a separate paper on Corporate Regulation so that the role and function of the regulators can be meticulously studied.

MODULE 1. INTRODUCTION

1. Basic concepts and dimensions
2. Financial regulation – scope, rationale and policies.
3. Financial system – Overview
   - Financial Markets
   - Financial Institutions
   - Financial Instruments
   - Financial Services

MODULE 2. REGULATORY FRAMEWORK – REGULATORS

1. Government –
   Business and Government
   Legal environment
2. Ministry of Finance – Objective and Vision
   Function, Role
   E-Governance
   MCA-21
3. Registrar of Companies.
4. Securities Exchange Board of India (SEBI)
5. Reserve bank of India
6. Insurance Regulatory and Development Authority
7. Pension Fund Regulatory and Development Authority
8. Competition Commission of India
9. Self-Regulatory Organizations (SROs)
10. Ombudsman

References

SEBI Regulations:
✓ SEBI (Self Regulatory Organizations) Regulations 2004
✓ SEBI (Ombudsman) Regulations, 2003

MODULE 3. CORPORATE REGULATION UNDER INDIAN COMPANIES ACT

1. Directors – position, role and function
2. Individual Shareholder Right, Corporate Membership Rights, Derivative Action and Representative Suits
3. Transfer and transmission of securities
4. Company Secretary – regulation
5. Investigation in the affairs of the company
6. Investors rights under Companies Act 1956
7. Prospectus and Disclosures

MODULE 4. PROTECTION OF INVESTORS THROUGH REGULATION

1. Rights of Investors under SEBI, SCRA and Listing Agreement
2. Dematerialization of Securities – Depositary System & Procedures
3. Buy-back of Shares
4. Issue of ESOP and Sweat Equity Shares
5. Prohibition of Fraudulent and Unfair Trade Practices
6. Investor Education and Investor Grievance Redressal Mechanisms
7. Alternative Investment Fund Regulation
8. Collective Investment Scheme Regulation

References
SEBI Regulations:
✓ SEBI (Prohibition of Fraudulent and Unfair Trade Practices) Regulations 2003
✓ SEBI (Ombudsman) Regulations, 2003
✓ SEBI (Depositories and Participants) Regulations, 1996
✓ SEBI (Employee Stock Option Scheme (ESOP) Guidelines
✓ SEBI (Issue of Sweat Equity) Regulations, 2002
✓ SEBI (Prohibition of Insider Trading) Regulations 2015

MODULE 5. CORPORATE GOVERNANCE
1. Corporate Governance: need for regulation – concept, benefits
2. Evolution, best practices
3. Corporate governance - features and problems of law reforms
4. Codes and guidelines on corporate governance - Analysis

References
✓ Cadbury Report 1995
✓ CII Voluntary Code of Corporate Governance (1998)
✓ Kumarmangalam Birla Committee Report (1999)
✓ Naresh Chandra Committee Report (2002)
✓ Corporate Governance Voluntary Guidelines 2009
✓ Listing Agreement, Clause 49 & Sec 177 of Companies Act 2013.

MODULE 6 CORPORATE SOCIAL RESPONSIBILITY
1. CSR – concept, different approaches,
2. Problem in delimiting boundaries.
3. Regulation – Voluntary CSR

References
✓ CSR Voluntary Guidelines 2009
OTHER REFERENCES:

Webliography:

2. https://nsdl.co.in/ [National Securities Depositories Ltd.]
11. http://www.dipp.gov.in/ [Department of Industrial Policy and Promotion]

Important Acts

1. Companies Act, 2013
2. Securities and Exchange Board of India Act, 1992
3. Securities Contract (Regulation) Act, 1956
4. Foreign Exchange Management Act, 1999
5. Reserve Bank of India Act 1934
6. Depositaries Act 1996

Books

3. BN Gururaj, Commentaries on FEMA, Money Laundering Act, and COFEPOSA, Wadhwa, 2005
4. Charlesworth & Morse, Company Law
6. Gower & Davies. Principles of Modern Company Law
10. K. Majumdar, Dr. G. K. Kapoor Company Law & Practice, Taxman
12. Palmer, Company Law
13. Pennington, Company Law
21. Taxmann –Guide to CSR.
30. Taxmann (LL.B Series-2018) By Dr. G.K. Kapoor, Dr. Sanjay Dhamija and Dr. Vipan Kumar (Authors).
Compliance of corporate relations is a key duty for all members of a society. A company is efficient until its corporate system functions properly. To avoid corporate conflicts, it is essential to build up a proficient system of internal corporate cooperation, to set up effective functioning of a Board of directors and management, of corporate culture and legal environment. Topics for discussion Additional Information. Denis Novak is a specialist in liability law, corporate law, and the legal regulation of real estate transactions. He is on a number of working groups tasked with the preparation of the Civil Legislation Improvement Concept and draft amendments for the Civil Code of RF. He is on the Research and Advisory Council at the Moscow Circuit Arbitration Court. Basic commercial, corporate and intellectual property regulations are enacted by the central government, while regional governments enact their own legislation on matters such as health, education, the environment and consumer protection. 2.2 Court system. The Spanish legal system has specific commercial courts, which are specialized in corporate issues and disputes. Although corporate disputes can be resolved by arbitration according to Law 60/2003 of 23 December on arbitration, in practice, these types of disputes are rarely resolved by arbitration, but rather by the commercial courts. 3. ou