

CORPORATE SUSTAINABILITY LAW

Responsible Faculty Instructor:
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Associate Professor

Credits: 4

Credits Type:

Cross-registration: No

Pre-requisites: Company Law I & II or Company Law (for three-year LL.B.)

COURSE DESCRIPTION (COURSE VISION):

The debate around corporate sustainability has increased manifold in the past two decades. Corporate sustainability has become an indispensable goal for companies, and policymakers have recognised the relevance of corporate sustainability in addressing the global challenges. Recognising the existence and potential of corporate sustainability law, the course focuses on proactive rather than reactive business practices that seek to prevent and mitigate the risks associated with the environment. This course is an interdisciplinary elective that delves into legal frameworks, policies and governance structures to define the sustainable corporate practice in India. The course locates itself at the intersection of corporate laws and environmental regulations so that the students can reflect on one of the most fundamental questions, i.e. What does it take for a company to be sustainable and do the present laws facilitate corporate sustainability? However, sustainability law is not limited to just compliance checklists; it addresses the lived effect of companies on people and the ecosystem. The course will equip students with a nuanced appreciation of how sustainability principles are woven into corporate law and governance in India and globally.

TEACHING METHODOLOGY:

The course is designed towards experiential learning to actively engage students so that they do not simply learn doctrines but acquire the aptitude to leverage the legal principles to actual corporate sustainability issues in India. The teaching methodology balances theory and practice through regulatory analysis, case-based learning and participatory exercises. Students will be trained to critically evaluate compliance and disclosure frameworks by working hands-on with corporate reports, BRSR filings, etc. The course integrates guest lectures, workshops, and peer presentations to foster critical thinking.

INTENDED LEARNING OUTCOMES:

The course empowers the students to engage with the rapidly evolving framework of corporate sustainability law through a mix of legal theory and

practical exposure to compliance frameworks and corporate disclosures within both Indian and international contexts:

1. Students will learn to interpret and apply the Companies Act, 2013, Environment (Protection) Act, 1986, and SEBI's ESG regulations in the context of sustainability compliance.
2. They will be trained to review and legally evaluate Business Responsibility and Sustainability Reports (BRSR) filed by the Indian listed companies to spot statutory gaps and disclosure liabilities.
3. They will critically analyse ESG controversies, including greenwashing, climate, misleading environmental reporting, and other contraventions of sustainability disclosure obligations.
4. Students shall review Environment Impact Assessments (EIA) of companies and clearance processes from the legal compliance perspective to evaluate procedural and due diligence lapses.
5. They will study the decisions of the National Green Tribunal (NGT), High Court, Supreme Court, and other international forums to trace the evolving jurisprudence around companies' liability for environmental lapses.

READING LIST (up to 10 select readings):

1. Benedict Sheehy, *Sustainability, Justice, and Corporate Law: Redistributing Corporate Rights and Duties to Meet the Challenge of Sustainability*, 23 Eur. Bus. Org. L. Rev. 273 (2022).
2. Matthew T. Bodie, *NASCAR Green: The Problem of Sustainability in Corporations and Corporate Law*, 46 Wake Forest L. Rev. 491 (2011).
3. Stephen Kim Park, *Untangling the Extraterritoriality of ESG Regulation*, 49 N.C. J. Int'l L. 399 (2024).
4. Javier El-Hage, *Fixing ESG: Are Mandatory ESG Disclosures the Solution to Misleading ESG Ratings?*, 26 Fordham J. Corp. & Fin. L. 359 (2021).
5. Beth Haddock, Michael P. Vandenberg & Jason J. Czarnezki, *Why Corporate Attorneys and Other Gatekeepers Should Consider ESG and Sustainability Principles*, 30 Fordham Env'tl. L. Rev. 1 (2018).
6. Colin Myers & Jason J. Czarnezki, *Sustainable Business Law? The Key Role of Corporate Governance and Finance*, 51 Env'tl. L. 991 (2021).
7. Robyn Bishop, *Investing in the Future: Why the SEC Should Require a Uniform Climate Change Disclosure Framework to Protect Investors and Mitigate U.S. Financial Instability*, 48 Env'tl. L. 491 (2018).
8. Camden D. Burton, *An Inconvenient Risk: Climate Change Disclosure and the Burden on Corporations*, 62 Admin. L. Rev. 1287 (2010).
9. Sue Choi, *ESG Metrics: Safeguard Against Greenwashing or Safe Harbor for Greenwashing?*, 14 Geo. Wash. J. Energy & Env'tl. L. 27 (2023).
10. Victoria Agbakwuru, *Beyond the Greenwash: Identifying Genuine Corporate Sustainability*, 12 Lincoln Mem'l U. L. Rev. 133 (2024).

WEEKLY READING PLAN (WEEKLY OUTLINE):

A weekly plan is provided below:

MODULES	WEEK(S)
MODULE 1: UNDERSTANDING CORPORATE SUSTAINABILITY LAW <ul style="list-style-type: none"> • Concept, scope and importance of corporate sustainability law • Historical evolution of corporate responsibility law in India • International frameworks such as the UN SDGs, the Paris Agreement 	Weeks 1-2
MODULE 2: OVERVIEW OF THE INDIAN LAW <ul style="list-style-type: none"> • Companies Act, 2013 • Environmental laws regulating companies • SEBI ESG disclosures and BRSR 	Weeks 3-4
MODULE 3: SUSTAINABLE CORPORATE GOVERNANCE <ul style="list-style-type: none"> • Duties of the board of directors • Integrating compliance strategies with the company's documents 	Week 5
MODULE 4: LIABILITIES ARISING FROM THE ENVIRONMENTAL LAPSES <ul style="list-style-type: none"> • Environment Impact Assessment (EIA) and key statutory clearances • Civil and criminal liabilities • Corporate accountability and vicarious liability 	Weeks 6-7
MODULE 5: INTERNATIONAL OBLIGATIONS AND FRAMEWORK <ul style="list-style-type: none"> • UN Guiding Principles on Business & Human Rights • OECD Guidelines • Cross-border ESG compliance 	Week 8
MODULE 6: CLIMATE GOVERNANCE <ul style="list-style-type: none"> • Climate risk disclosures • Green bonds, loans linked to ESG and other sustainable finance instruments • Net zero commitments and carbon markets 	Weeks 9-10
MODULE 7: CONTEMPORARY CHALLENGES	Week 11

<ul style="list-style-type: none">• Greenwashing• Litigation and enforcement• Accountability of stakeholders	
MODULE 8: TRANSLATING THEORY INTO PRACTICE <ul style="list-style-type: none">• Analysing corporate sustainability practices of companies• Understanding due diligence, legal audits and reporting• Drafting compliance frameworks and policies for companies	Weeks 12-13
REVISION WEEK	Week 14