



Centre for Training & Research in Commercial Regulations

of

Maharashtra National Law University, Mumbai



CERTIFICATE COURSE IN MERGERS & ACQUISITION



**FEB-MAY
2024**



ONLINE CERTIFICATE COURSE

Email:
kiran@mnlumumbai.edu.in
for details:
www.mnlumumbai.edu.in

COURSE DIRECTORS: DR. KIRAN RAI

ABOUT THE COURSE

Growth is the desired result of any business organization and merger and acquisition (M&A) is the usual procedure adopted by the companies for expansion. That is why it is assumed that every company has the inherent right to merge and the power need not necessarily spring from the memorandum.

Companies quickly increase their size, service area, talent pool, customer base, and resources through M&A. The process is very costly, hence the businesses need to be sure about the processes and the pitfalls, if any. Hence people involved in the entire procedure of M&A should be aware of every facet of it. This course is to make you aware of the various legal, accounting, and tax implications involved in M&A along with human resource and public policy concepts.

Prerequisites: The students should have knowledge of basic accounting, economics, and financial management concepts and tools.

COURSE OUTCOME

The students would learn about

1. Internal & External Corporate restructuring;
2. Mergers, acquisitions, divestitures, spin-offs, etc.,
3. Take Over code and commonly used takeover tactics and defenses;
4. Various valuation techniques involved and their practical limitations;
5. Tax benefits in various types of structuring
6. Post-merger challenges, human resource, and other risks, insurance schemes;
7. Advantages and disadvantages of alternative ways to exit businesses a
8. Joint ventures as alternatives to mergers and acquisitions.

COURSE DELIVERY

Dr. Kiran Rai will be the course director of the programme and main instructor. The classes would be from 8 AM to 9 AM and a minimum of 30 hours of teaching would be covered. There would be 3-4 guest speakers from law firms, CA, and senior tax consultants. These experts would bring a wealth of experience and practical problems to the course and provide a glimpse of the due diligence process that happens in the pre-merger phase. This may result in some rescheduling of the course coverage for a particular weekly topic to accommodate the schedules of our speakers, but sufficient notice would be given for rearrangement. Speakers' biodata and topics covered by them would be shared with the class, well in advance. A minimum of 75% attendance is mandatory for successful completion of the course and award of the certificate.

GRADING

For this 2 Credit Course evaluation for all is not compulsory but for those who wish to be evaluated, the grading system (tentative) is as follows:

1. Research Paper/Case Analysis = 40 Marks
2. Seminar Presentation = 20 Marks
3. Class Participation = 10 Marks
4. End Term Exam = 30 Marks

TOTAL = 100 Marks

- Deadlines for submission of Assignments should be strictly followed. Any deviation may be allowed with prior permission of the Course Director.
- Students are expected to understand and maintain the highest level of academic honesty.

INSTRUCTION METHOD

Classes would be conducted through Google Classroom and/or WebEx Platform. Students are expected to regularly consult the course web page, as important information may be uploaded on an irregular basis. Powerpoint slides and readings that would be used in class would be uploaded there. Assignments would be posted there. Significant student interaction and meaningful participation are expected in each class. Each student should participate by submitting a minimum of 5 articles, readings, cases, and recent developments to the Discussion/Stream page. Students are expected to make a minimum of 5 significant contributions/comments/ questions to articles posted by others as these would be considered for awarding marks for class participation.

Teaching Pedagogy would be:

1. Understanding of Legislation
2. Analysis of Case Laws
3. Solving Case Method/ Problem Based

ATTENDANCE

A minimum of 75% attendance is mandatory for successful completion of the course and award of the certificate. MNLU Mumbai's UG Programme rules, that any candidate disqualified because of less attendance or failure will be applicable.

*Classes will be on Saturdays and Sundays with prior notification.

REGISTRATION

Who may Register?

This course is for professionals like lawyers, academicians (law, commerce, and management), bankers, CS, CA, and Insolvency Professionals (IP) along with Undergraduate and Postgraduate students of law, commerce, and management.

Interested Candidates may fill out the Admission Form (Annexure II), pay the Registration Fees, and mail the form and payment details to kiran@mnlumumbai.edu.in.

TIMELINE

Registration Closes: January 27, 2024

Commencement of Classes: February 3, 2024





REGISTRATION FEES:

Registration Fees: Rs. 7500/- (for professionals)

Registration Fees: Rs. 5000/- (for students)

Examination Fees: Rs. 2500/- (for those who wish to be graded for the course)

Group discount:

*10% discount on 2 - 4 people registering for course together;

** 25% discount for 5 or more people registering for the course together.

BANK DETAILS

Name of the Payee : MNLU CNTR FOR TRNG FOR RESEARCH IN COM REG

Account No : 50200062453710 , Saving Account

Name of Bank & Branch : HDFC Bank , Powai Hiranandani

IFSC code : HDFC0000239

Confirmation mail of admission will be notified post payment of fees.

Unit	Description	Duration
I	<p><u>Reconstruction of a Company – Overview</u></p> <ul style="list-style-type: none"> • Introduction • Internal Reconstruction • External Reconstruction • Mergers - concept; • Economic Rationale for Mergers; • Major Types of Mergers: <ol style="list-style-type: none"> 1. Horizontal Mergers, 2. Vertical Mergers, 3. Conglomerate Mergers, 4. Concentric Mergers, 5. Reverse Merger, 6. Merit & demerits, • Amalgamation; • Acquisition, Types of acquisitions - by asset, by share, Slump sale • Joint Ventures • Demergers. 	10
II	<p><u>Mergers and Acquisitions</u></p> <ul style="list-style-type: none"> • SEBI Takeover Code; • SEBI Act (Role of SEBI); • SCRA Act (Securities and Stock Exchanges); • LODR, ICDR. 	07
III	<p><u>Other Allied Issues</u></p> <ul style="list-style-type: none"> • Role of CCI <ol style="list-style-type: none"> 1. Combinations; 2. Regulations of combinations (target exemptions). • Role of RBI <ol style="list-style-type: none"> 3. Capital account transactions (FEMA) 4. Foreign Direct Investment Policy <ul style="list-style-type: none"> o Sectoral caps; o Approval route/automatic route; o Capital instruments; o Issues in cross-border M&A • Tax Implications, • Valuation, • Stamp duty. 	10

<p style="text-align: center;">IV</p>	<p><u>Legal due diligence</u></p> <ul style="list-style-type: none"> • Purpose • Essential topics <p>Consequences – risk allocation and investor protection (representations, warranties and indemnity)</p>	<p style="text-align: center;">03</p>
<p style="text-align: center;">Additonal</p>	<p>Transacting Documents of Mergers and understanding the associated Documents through Two Days Workshop [Subject to agreement with Law Sikho]</p>	<p style="text-align: center;">09</p>

ADMISSION FORM

FULL NAME OF CANDIDATE	
DATE OF BIRTH (DD/MM/YY)	
NATIONALITY	
GENDER	
EMAIL ADDRESS	
PHONE NUMBER(S)	
CURRENT ADDRESS	
CURRENT OCCUPATION (Mention Designation, Organization Name, Address, Website)	
ACADEMIC QUALIFICATIONS (Mention recent degree title, year of completion and name of institute)	
WORK EXPERIENCE (OPTIONAL) (Only mention designation, name of the organization)	

DOCUMENTS TO BE ATTACHED

1. Admission Form
2. Certificate of Last Exam passed
3. Final Year Marksheet or Marksheet of Last Semester Taken
4. Updated Resume/CV
5. Passport Size Photo
6. Proof of Fees Paid

Confirmation mail of admission will be sent to your Email ID upon the verification of all the documents.

NOTE: The admission Form can be attached along with the photocopy of documents given below and sent to kiran@mnlumumbai.edu.in with the subject as 'CCMA 2024'

Patron

Prof. (Dr.) Dilip Ukey

Vice Chancellor

MNLU Mumbai

Course Directors

Dr. Kiran Rai

Associate Professor, Head of PG

Department & Director, CTRCR

MNLU Mumbai

