

EXPOSURE DRAFT: ICSI PROPOSED SYLLABUS

PROPOSED SCHEME OF PAPERS

<i>Executive Programme</i>	<i>Professional Programme</i>
Module – 1	Module – 1
1. Jurisprudence, Interpretation & General Laws	9. Governance, Risk Management, Compliance and Ethics
2. Company Law	10. Advanced Tax Laws
3. Setting up of Business Entities & Closure	11. Drafting, Appearances and Pleadings
4. Tax Laws	12. Secretarial Audit, Compliance Management and Due Diligence
Module – 2	Module – 2
5. Corporate & Management Accounting	13. Corporate Restructuring, Insolvency & Winding up
6. Securities Laws & Capital Markets	14. Corporate Funding & Listing
7. Economic, Business and Commercial Laws	15. Corporate Disputes, Non-Compliances & Remedies
8. Strategic and Financial Management – Principles and Techniques	16. Multidisciplinary Case Studies

S. No.	PROPOSED ICSI SYLLABUS (2017)	
Executive Programme: (This program has been designed to develop skills and competence of executive program passed students to act as Secretarial Executive in companies or in professional and consultancy firms).		
Module 1		
<i>Paper</i>		<i>Coverage</i>
1.	Jurisprudence, Interpretation & General Laws	Constitution of India, Law of Torts, Interpretation of Statutes & Other General Laws (Limitation, Specific Relief, Evidence, Stamp, Registration, General Clauses, CPC, CrPC, Arbitration, RTI)
2.	Company Law	Part A: Company – Law, Principles and Concepts, Companies Act, 2013 except areas covered in Paper 3 and other papers in professional paper (50 Marks) Part B: Company Administration and Meetings- Law and Practices (Directors, KMP, Board and General Meetings, Secretarial Standards) (40 Marks) Part C : Company Secretary as a profession (10 Marks)
3.	Setting up of Business Entities & Closure	Part A : Setting up of Business (40 Marks) 1) Setting up of various types of business& other Entities 2) Setting up of professional firms 3) Setting up of business outside India Part B: Registration, Licence & Compliances (35 Marks) Part C : Insolvency, Liquidation & Closure of Business (25 Marks)
4.	Tax Laws	Part A: Direct Taxes (50 marks) Part B: Indirect Taxes-Goods and Services Tax (50 Marks)
Module 2		
5.	Corporate & Management Accounting	Part A: Corporate Accounting (40 Marks) Part B: Accounting Standards (15 Marks)

		Part C: Concept and Principles of Valuation (20 Marks) Part D: Cost & Management Accounting (25 marks)
6.	Securities Laws & Capital Markets	Part A: Securities Laws (80 Marks) Part B: Capital Markets & Intermediaries (20 Marks)
7.	Economic, Business and Commercial Laws	Part A: Foreign Exchange Management & NBFCs (40 Marks) Part B: Competition Law (25 marks) Part C: Business and Commercial Laws (35 Marks)
8.	Strategic and Financial Management– Principles and Techniques	Part A: Strategic Management (40 Marks) Part B: Financial Management (30 Marks) Part C: Information Technology (30 Marks)
Professional Programme		
Module 1		
<i>Paper</i>		<i>Coverage</i>
9.	Governance, Risk Management, Compliance and Ethics	Part A: Governance (50 Marks) Part B: Risk Management (20 Marks) Part C: Compliance (20 Marks) Part D: Ethics & Sustainability(10 Marks)
10.	Advanced Tax Laws	Part A: GST & Customs Laws (70 marks) Part B: Direct Tax and International Taxation (30 Marks)
11.	Drafting, Appearances and Pleadings	<ul style="list-style-type: none"> • Drafting and Pleadings • Appearing before NCLT/ NCLAT/ SAT/ CCI/ ROC/ RD/ RBI/ Stock Exchange/ SEBI/ RERA and other Tribunals/ Authorities • Art of Advocacy
12.	Secretarial Audit, Compliance	Part A: Secretarial Audit & other audits (50 marks)

	Management and Due Diligence	Part B: Compliance Management (30 Marks) Part C: Due Diligence (20 Marks)
Module 2		
13.	Corporate Restructuring, Insolvency, Liquidation & Winding up	Part A: Corporate Restructuring (50 Marks) Part B: Insolvency, Liquidation & Winding up (50 Marks)
14.	Corporate Funding & Listing	Part A: Corporate Funding (60 Marks) Part B: Listing- National and International (40 Marks)
15.	Corporate Disputes, Non-Compliances & Remedies	Oppression & mis-management, frauds, Class Action Suits, Inquiries, Inspection & Investigation, Compounding/ Consents/ Adjudication under various Corporate & allied laws, Arbitration, Mediation and Conciliation, Prevention of Money Laundering
16.	Multidisciplinary Case Studies	Comprehensive and integrated application of knowledge involving multiple areas

Detailed contents of all the papers of ICSI proposed syllabus are placed as **ANNEXURE A**.

EXECUTIVE PROGRAMME

Module 1

Paper 1: Jurisprudence, Interpretation & General Laws

Objective: To provide understanding and working knowledge of principles of Law, legislative environment, interpretation of statutes and general laws.

1. Sources of Law

- Meaning of Law and its Significance
- Relevance of Law to Modern Civilized Society

2. Constitution of India

- Broad Framework of the Constitution of India
- Fundamental Rights, Directive Principles & Fundamental Duties
- Legislative Powers of the Union and the States
- Writ Jurisdiction of High Courts and the Supreme Court
- Different types of writs

3. Interpretation of Statutes

- Need for interpretation of a statute
- Principles of Interpretation
- Aids to Interpretation
- Delegated Legislation
- Legal Terminologies & Legal Principles

4. Law of Torts

- General conditions of Liability for a Tort
- Strict and Absolute Liability
- Vicarious Liability
- Torts or wrongs to personal safety and freedom
- Remedies in Torts

5. Special Courts, Tribunals under Companies Act & Other Laws

- Constitution, Powers of Tribunals
- Procedure before Tribunals
- Powers of Special Courts
- Power to punish for contempt

- Overview of NCLT Rules
- Quasi-Judicial Authorities
- 6. Specific Relief Act, 1963**
 - Rescission of Contracts
 - Cancellation of Instruments
 - Declaratory Decrees
 - Preventive Reliefs
- 7. Limitation Act, 1963**
 - Computation of the Period of Limitation
 - Bar of Limitation
 - Acquisition of ownership by Possession
 - Classification of Period of Limitation
- 8. Indian Evidence Act, 1872**
 - Statements about the Facts to be Proved
 - Relevancy of facts connected with the fact to be proved
 - Opinion of Third Persons
 - Facts of which evidence cannot be given
 - Oral, Documentary and Circumstantial Evidence
 - Presumptions
 - Estoppels
- 9. Indian Stamp Act, 1899**
 - Principles of Levy of Stamp Duty
 - Determination, mode and timing of Stamp Duty
 - Consequences of Non-Stamping and Under-Stamping
 - Adjudication
 - Allowance and Refund
 - Concept of E-Stamping
- 10. Registration Act, 1908**
 - Registration of Documents – Compulsory, Optional
 - Time and Place of Registration
 - Consequences of Non-Registration
 - Prerequisites for Registration
- 11. Arbitration and Conciliation Act, 1996- an Overview**
- 12. Civil Procedure Code, 1908**
 - Structure and Jurisdiction of Civil Courts
 - Basic Understanding of Certain Terms - Order, Judgment and Decree, Stay Of Suits, Res Judicata, Summary Proceedings, Appeals, Reference, Review and Revision

- Powers of Civil Court and applicability on NCLT /NCLAT
- Institution of Suit
- Summary Procedure

13.Criminal Procedure Code, 1973

- Classes of Criminal Courts
- Vicarious Liabilities of Directors
- Power of Courts
- Arrest of Persons
- Mens Rea
- Cognizable and Non-Cognizable Offences
- Bail
- Continuing Offences
- Summons and Warrants
- Searches

14.Right to Information Act, 2005

- Public Authorities & their Obligations
- Penalties
- Role of Central/State Governments

15.Administrative Laws

- Conceptual Analysis
- Source and Need of Administrative Law
- Principle of Natural Justice
- Administrative Directions
- Judicial & Other Remedies

16.General Clauses Act, 1897

- General Rule of Construction
- Powers and Functions
- Power as to Orders, Rules etc., made under Enactments

17.Making of an Act, Reading of Bare Act & understanding citation of Cases

Case Laws, Case Studies & Practical Aspects

Module 1

Paper 2: Company Law

Objective: To impart expert knowledge, acquaintance and familiarity with various provisions of the Companies Act, its schedules, rules, notifications, circulars including case laws and Secretarial standards.

Part A: Company – Law, Principles & Concepts(50 Marks)

1. Introduction

- Jurisprudence of Company Law
- Company – Meaning, Nature and its Characteristics
- Concept of Corporate Personality, Corporate Veil
- Applicability of Companies Act
- Definitions and Key Concepts

2. Share Capital and Debentures

- Concept of Share Capital
- Public Offer and Private Placement
- Prospectus
- Kinds of Share Capital
- Issue and Allotment
- Issue of Certificates
- Listing on stock exchange
- Voting Rights
- Variation of Shareholders' rights
- Sweat Equity Shares
- Issue and Redemption of preference shares
- Transfer and Transmission of securities
- Further Issue of Share Capital
- Bonus Shares
- Buyback of securities
- Alteration of Share Capital
- Reduction of Share Capital
- Debentures

3. Acceptance of Deposits

- Overview of Company Deposits
- Exempted Deposits
- Repayment of Deposits
- Damages for fraud

4. **Membership**
 - Register of Members
 - Declaration of Beneficial Interest
 - Rights of Members
5. **Charges**
 - Creation and Registration
 - Modification, Satisfaction of Charges
 - Inspection of charges
6. **Dividend**
 - Profit and Ascertainment of Divisible Profits
 - Declaration and Payment of Dividend
 - Treatment of Unpaid and Unclaimed Dividend
 - Transfer of Unpaid and Unclaimed Dividend to Investor Education and Protection Fund
7. **Accounts and Audit**
 - Books of Accounts
 - Financial Statements
 - National Financial Reporting Authority
 - Board's Report
 - Internal Audit
 - Auditors-Appointment, Resignation and Procedure relating to Removal, Qualification and Disqualification, Rights, Duties and Liabilities
 - Audit and Auditor's Report
 - Cost Audit and Special Audit
 - Annual Report on Government Companies.
8. **Other Related Aspects**
 - Registration Offices and Fees
 - Companies to furnish information and statistics
 - Basic concepts of Compromises, Arrangement and amalgamation
 - Members Rights & Shareholders Democracy
 - Registered Valuers
 - Overview of winding-up

Part B: Company Administration and Meetings – Law and Practices (40 Marks)

9. Directors and Managerial Personnel

- **Board Constitution and Powers** –Constitution of Board, Restriction and Powers of Board, Contribution to Charitable Funds, Political Contributions, National Defence Fund, etc.; Board Committees– Audit, Nomination and Remuneration, Stakeholders' Relationship, Others.
- **Directors** – Types, DIN, Appointment/ Reappointment, Qualifications, Disqualifications, Vacation of Office, Retirement, Resignation and Removal, Roles, Rights, Responsibilities, and Duties of Directors; Loans to Directors, Office or Place of Profit, Disclosure of Interest
- **Key Managerial Personnel** –Appointment of Key Managerial Person KMPs, Managing and Whole-Time Directors and Manager; Company Secretary – Appointment, Role and Responsibilities, Company Secretary as a Key Managerial Personnel; Officer who is in default.
- **Managerial Remuneration**

10. Board and Committee Meetings

- Frequency, Convening, Proceedings
- Video Conferencing of Board/Committee(s)
- Quorum
- Resolution by Circulation
- Minutes
- Secretarial Standard – 1

11. General Meeting

- General and Other Meetings
- Convening and conducting meeting
- Notice, Quorum, Poll, Chairman, Proxy
- Voting including Voting through Electronic Means
- Resolutions
- Circulation of Members' Resolution, etc.
- Postal Ballot
- Recording
- Signing and Inspection of Minutes
- Secretarial Standard – 2.

12. Annual Return

- Signing, Certification and Filing
- Annual Return of foreign company

13. Inter-Corporate Loans, Investments, Guarantees and Security: An overview

14. Disclosure of Interest, Related Party & Related Party Transaction

- Provisions relating to Related Party Transactions under Section 188 of the Companies Act, 2013 & SEBI (LODR), 2015,
- IndAS-24, AS-18.

15. Corporate Social Responsibility

- Applicability
- CSR Activities
- CSR Committee
- CSR Expenditure
- Calculation of net profit
- CSR Reporting.

Part C: Company Secretary as a Profession (10 Marks)

16. Legal framework governing Company Secretaries: The Company Secretaries Act, 1980 alongwith Rules and Regulations

17. Professional Misconduct: Disciplinary Mechanism and Penalties

Module 1

Paper 3: Setting up of Business Entities and Closure

Objective: To provide working knowledge and understanding about setting up of business entities and closure.

Part A: Setting up of Business (40 Marks)

1. Form of Business - Companies Act

- Private Company
- Public Company
- One Person Company
- Government Company
- Foreign Company – Liaison Offices, Branch Office & Project office
- Company Authorised to be registered under the Act (Part XXI Companies)

2. Non Profitable Institutions& NGOs

- Section 8 Company
- Trust
- Society
- Special emphasis on FCRA compliance

3. Other forms of business organisations

- Sole Proprietorship
- Partnership
- Hindu Undivided Family
- Limited Liability Partnership

4. Legal status of Registered Companies

- Small Companies
- Holding Company, Subsidiary Company & Associate Companies
- Inactive Companies
- Dormant Companies

5. Financial Services Organization

- NBFCs
- MFI
- Housing Finance Company

6. Joint Ventures, Special Purpose Vehicles

7. Setting up of Business outside India

8. Charter Documents, Registrations, Conversion of status and alteration in Charter documents.

Part B: Registration, Licenses & Compliances (35 Marks)

9. Various Initial Registrations and Licenses

- **Mandatory Registration** - PAN, TAN, Shops & Establishments, ESI/PF, SSI/MSME, Domain and Website, GST Registration.
- **Additional Registration/Licence** - Pollution, Other registration as per requirement of sector, ISO, IE Code, Drug License, FSSAI, Trademark, Copyright, Patent, Design, RBI, Banking, IRDA, Telecom, I & B.
- MSME Registration, UdyogAdhar Memorandum

10. Identifying laws applicable to various Industries

11. Intellectual Properties laws (Provisions applicable for setting up of business) : Copyright Act, 1957, Patents Act, 1970, Trade Marks Act, 1999, Geographical Indication of Goods (Registration and Protection) Act, 1999, Designs Act, 2000.

12. Compliances under Labour Laws (Provisions applicable for setting up of business): Factories Act, 1948, Minimum Wages Act, 1948, Payment of Wages Act, 1936, Equal Remuneration Act, 1976, Employees' State Insurance Act, 1948, Employees' Provident Funds and Miscellaneous Provisions Act, 1952, Payment of Bonus Act, 1965, Payment of Gratuity Act, 1972, Employees Compensation Act, 1923, Contract Labour (Regulation and Abolition) Act, 1970, Industrial Disputes Act, 1947, Trade Unions Act, 1926, Maternity Relief Act, 1961, Child and Adolescent Labour (Prohibition and Regulation) Act, 1986

13. Compliances relating to Environmental laws (Provisions applicable for setting up of business) : Water (Prevention and Control of Pollution) Act, 1974, Air (Prevention and Control of Pollution) Act, 1981, Environment Protection Act, 1986, Public Liability Insurance Act, 1991, National Green Tribunal Act, 2010

14. Maintenance of Registers and Records

Part C: Insolvency, Liquidation & Closure of Business (25 Marks)

15. Insolvency and Bankruptcy, Liquidations and Closures

- Insolvency & Bankruptcy – An Overview
- Liquidation
- Winding-up
- Removal of name of Companies from Register of Companies

<p style="text-align: center;">Module 1 Paper 4: Tax Laws</p>

Objective: To provide working knowledge on practical application of Direct tax laws and expert knowledge on GST Laws.

Part A: Direct Taxes (50 marks)

- 1. Direct Taxes at a Glance**
 - Background of Taxation system in India
 - Vital Statistics
 - Layout
 - Administration
- 2. Basics concepts of Income Tax**
 - An overview of economic aspects related to Budget
 - Background
 - Important definitions under Income Tax Act, 1961
 - Distinction between Capital and Revenue Receipts and Expenditure
 - Residential Status & Basis of Charge
 - Scope of Total Income
 - Tax Rates
- 3. Incomes which do not form part of Total Income**
 - Income's not included in total Income
 - Tax holidays
- 4. Computation of Income under Various Heads**
 - Income from Salary
 - Income from House Property
 - Profit and Gains of Business or Profession
 - Capital Gains
 - Income from Other Sources
- 5. Clubbing provisions and Set Off and / or Carry Forward of Losses**
 - Income of other person's included in Assessee's Total Income
 - Aggregation of Income
 - Set off and / or Carry forward of losses
- 6. Deductions from gross total income & Rebate and Relief**
 - Deductions in respect of certain payments
 - Specific deductions in respect of certain income
 - Expenditure / Donation towards Corporate Social Responsibility (CSR)
 - Other deductions

- Rebates and Reliefs
7. **Computation of Total Income and Tax Liability of various entities**
 - Individual
 - Hindu Undivided Family 'HUF'
 - Partnership Firm / LLP
 - Co-operative Societies
 - Association of Person 'AOP' and Body of Individual 'BOI'
 - Political Parties
 - Electoral Trusts
 - Exempt organization – Registration, conditions & Compliances
 - Registration of an Entity under section 80G, 35AC
 8. **Classification and Tax Incidence on Companies**
 - Computation of taxable income and tax liability of Company
 - Dividend Distribution Tax
 - Minimum Alternate Tax 'MAT'
 - Other Special Provisions Relating to Companies
 - Equalization Levy
 9. **Procedural Compliance**
 - Permanent Account Number 'PAN' / Tax Collection Account Number 'TAN'
 - Tax Deduction at Source 'TDS' & Tax Collection at Source 'TCS'
 - Advance Tax & Self Assessment Tax 'SAT'
 - Returns, Signatures, E-Filing
 - Fee and interest for default in furnishing return of Income
 - Collection, Recovery of Tax, & Refunds

Case Laws, Case Studies & Practical Aspects

Part B: Goods and Service Tax (50 marks)

10. Concept of Indirect Taxes at a glance

- Background
- Constitutional powers of taxation
- Vital Statistics
- Indirect taxes in India – An overview
- Pre-GST tax structure and deficiencies
- Administration of Indirect Taxation in India
- Existing tax structure

11. Basics of Goods and Services Tax 'GST'

- Basics concept and Overview on GST

- Constitutional Framework of GST
 - GST Model – CGST / IGST / SGST / UTGST
 - Taxable Event
 - Concept of supply including composite and mixed supply
 - Levy and collection of CGST and IGST
 - Composition scheme & Reverse Charge
 - Exemption under GST
- 12. Concept of Time, Value & Place of Taxable Supply**
- Basics concept of Time and Value of Taxable Supply
 - Basics concept of Place of Taxable Supply
- 13. Input Tax Credit & Computation of GST Liability**
- 14. Procedural Compliance under GST**
- Registration
 - Tax Invoice, Debit & Credit Note, Account and Record, Electronic way Bill
 - Return, Payment of Tax, Refund Procedures
 - Audit
- 15. Basic overview on Integrated Goods and Service Tax (IGST), Union Territory Goods and Service tax (UTGST), and GST States to Compensation Act.**
- 16. Overview of Customs Act**

Case Laws, Case Studies & Practical Aspects

Module-2

Paper 5: Corporate & Management Accounting

Objectives

- Part A Corporate Accounting:** To provide knowledge and understanding of the concepts, principles and practices in Corporate Accounting with respect to Indian and International Accounting practices
- Part B Accounting Standards:** To provide understanding on the concept of Accounting Standards, Accounting policies, Valuation norms and Disclosure requirements in order to make financial statements more meaningful and comparable
- Part C Concept and Principles of Valuation:** To enable the student to acquire knowledge on the Concepts and Principles of Valuation and facilitating in decision making process
- Part D Cost & Management Accounting:** To acquire knowledge and understanding of the concepts, techniques and practices of cost and management accounting and to develop skills for decision making.

Part A: Corporate Accounting (40 marks)

1. **Introduction to Corporate Accounting**
2. **Accounting for Share Capital**
 - Issue of Shares
 - Forfeiture and Re-issue of Shares, Buyback of Shares, Redemption and Conversion, Bonus Shares, Rights Issue, ESOPs, ESPS, Sweat Equity Shares
 - Alteration of Share Capital and Underwriting; Book Building
3. **Accounting for Debentures**
 - Accounting Treatment and Procedures; Redemption of Debentures and Conversion of Debentures into Shares
4. **Related Aspects of Company Accounts**
 - Accounting for ESOP, Buy-back, Equity Shares with differential rights, Underwriting and Debentures
5. **Final Accounts of Companies**
 - Preparation and Presentation of Financial Statements
 - How to Read and understand Financial Statements

6. Consolidation of Accounts

- Concept of Holding and Subsidiary Companies
- Accounting Treatment with disclosures

7. Corporate Financial Reporting

- Recent trends in Financial Reporting
- Requirements of Corporate Reporting

8. Related Party Disclosures

- Meaning and Nature of Related Party,
- Relationships & Transactions,
- Disclosures under Accounting Standard - 18

9. Segment Reporting

- Meaning and importance in segment reporting, AS17

Part B: Accounting Standards (15 marks)

10.Accounting Standards (AS)

- Applicability, Interpretation, Scope and Compliance
- International Financial Reporting Standards
- Overview of Ind AS, AS vs. Ind AS vs. IFRS

11.Relevance and Significance, National and International Accounting Authorities

12.Adoption, Convergence and Interpretation of International Financial Reporting Standards (IFRS) and Accounting Standards in India

Case Studies & Practical Aspects

Part C: Concept and Principles of Valuation (20 marks)

13.Valuation Principles &Framework

- Conceptual Framework of Valuation
- Approaches/Methods of Valuation
- Relative Valuation
- Other Approaches to Value Measurement
- Registered Valuer

14.Valuation of Shares and Intangible Assets

- Methods of Valuation

- Valuation of Goodwill and Brand
- Transfer Pricing Valuation

Case Studies & Practical Aspects

Part D: Cost & Management Accounting (25 marks)

15. Budget, Budgeting and Budgetary Control

- Budget Concept
- Preparation and Monitoring of Various Types of Budgets
- Budgetary Control System, Zero Base Budgeting, Performance Budgeting

16. Ratio Analysis-Financial Analysis through Ratios

17. Decision Making Tools

- Marginal Costing
- Transfer Pricing

18. Management Reporting (Management Information Systems)

19. An Overview of Cost

- Material Cost, Labour Cost, Direct Expenses and Overheads

20. Cost Accounting Records & Cost Audit

- Provision of Section 148 of the Companies Act, 2013
- Cost Accounting Records and Cost Audit under Companies Act, 2013

Case Studies & Practical Aspects

Module 2

Paper 6: Securities Laws & Capital Markets

Objective: To provide expert knowledge in primary legislation, rules and regulations governing the entities listed on the stock exchanges.

Part A: Securities Laws (80 Marks)

1. Securities Contracts (Regulations) Act 1956

- Objectives of the SCR Act, Rules and Regulations made thereunder
- Public issue and listing of securities
- Rules relating to Public issue and Listing of Securities under Securities Contracts (Regulation) Rules, 1957

2. Securities and Exchange Board of India Act, 1992

- Powers and functions of SEBI
- Penalties and appeals
- Securities Appellate Tribunal
- Prohibition of manipulative and deceptive devices, insider trading etc.

3. Depositories Act, 1996

- Depository System - An Overview
- The Depositories Act, 1996 and Regulations made thereunder
- Depository Process
- Inspection, Investigation and Penalties

4. SEBI(LODR), 2015

5. SEBI (Buyback of Securities) Regulations, 1998

- Conditions of buy-back
- Buy- back process
- General obligations
- Penalties

6. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

- Applicability
- Key Definitions
- Open Offer and Public Announcements
- Exemptions
- Obligations and Disclosures

7. SEBI (Prohibition of Insider Trading) Regulations, 2015

- Unpublished price sensitive information (UPSI)
- Disclosures
- Codes of fair disclosure and conduct
- Penalties and Appeals

8. SEBI (Delisting of Equity Shares) Regulations, 2009

- Different types of Delisting
- Procedure for delisting

Case Laws, Case Studies & Practical Aspects

Part B: Capital Market & Intermediaries (20 Marks)

9. Regulatory Framework relating to Securities Market Intermediaries

- Overview of Regulatory framework governing Intermediaries
- Intermediaries Regulations

10. Structure of Capital Market

(a) Primary Market

- Organisational Structure of Financial System
- Securities Market and Economic Growth

(b) Secondary Market

- Institutional Trading Platform
- Trading & delivery
- SME exchange
- Settlement System

11. Mutual Funds

- Different Types and schemes of Mutual Fund
- Activities
- Disclosures and Obligations
- Liability for action in case of default

Case Laws, Case Studies & Practical Aspects

Module 2

Paper 7: Economic, Business and Commercial Laws

Objectives

- Part A Foreign Exchange Management & NBFC:** To provide expert knowledge in Foreign Exchange Management and NBFC
- Part B Competition Law:** To provide expert knowledge in Competition Law
- Part C Business & Commercial Laws:** To provide working knowledge in Business and Commercial Laws.

Part A: Foreign Exchange Management & NBFC (40 Marks)

1. Foreign Exchange Transactions & Compliance

2. Foreign Direct Investments – Regulations & FDI Policy

- a. Automatic and Approval Route of FDI
- b. Setting up of Subsidiary/Joint Venture/Liaison Office/ Branch Office by Non-residents
- c. Foreign Portfolio Investments

3. Overseas Direct Investment

- a. Setting up of Subsidiary/Joint Venture/Branch Office
- b. Acquisition of Immovable properties outside India

4. Liberalized Remittance Scheme for investments

5. Foreign Trade Policy & Procedure

- Merchandise Exports from India Scheme (MEIS)
- Service Exports from India Scheme (SEIS)
- Duty exemption / remission schemes
- Export oriented units (EOUS)
- Electronics Hardware Technology Parks (EHTPS)
- Software Technology Parks (STPS)
- Bio-Technology Parks (BTPS)

6. Foreign Exchange Management Act, 1999

- Current and capital Account Transactions
- Transfer of Immovable Property in India and Abroad
- Realization and Repatriation of Foreign Exchange
- Brief information of other FEMA Regulations

7. Non Banking Finance Companies(NBFC)

- Requirement of Registration as NBFC and exemptions from registration as NBFC
- Activities of NBFCs
- Compliances by the NBFCs and requirements of approvals of RBI
- Deposit Accepting and Non-deposit Accepting NBFCs
- Deemed NBFC
- Core Investment Company and Systemically Important Core Investment Companies
- Defaults, Adjudication, prosecutions and penalties

8. Reserve Bank of India Act, 1934

- Central banking functions
- Monetary policy
- Penalties

Case Laws, Case Studies & Practical Aspects

Part B: Competition Law (25 Marks)

9. Competition Act, 2002

- Competition Policy
- Anti-Competitive Agreements
- Abuse of Dominant Position
- Competition Commission of India
- Appellate Tribunal
- Inquiry & investigation
- Penalties

Part C: Business & Commercial Laws (35 Marks)

Consumer Protection

10. Consumer Protection Act, 1986

- Consumer Protection in India
- Rights of Consumers
- Consumer Dispute Redressal Forums
- Nature and Scope of Remedies

11. Essential Commodities Act, 1955

- Powers of Central Government
- Seizure and Confiscation of Essential Commodities
- Summary Trial

- *Mensrea*
- Attempt and Abetment
- Offences by Companies

12. Legal Metrology Act, 2009

- Standard weights and measures
- Power of inspection, seizure
- Declarations on pre-packaged commodities
- Offences and penalties

Property Law

13. Real Estate (Regulation and Development) Act, 2016

- Registration of Real Estate Project, Real Estate Agents
- Real Estate Regulatory Authority
- Central Advisory Council
- The Real Estate Appellate Tribunal
- Offences, Penalties and Adjudication

14. Transfer of Property Act, 1882

- Types of Properties
- Properties which cannot be Transferred
- Rule Against Perpetuities
- LisPendens
- Provisions Relating to Sale
- Mortgage, Charge, Lease, Gift and Actionable Claim

15. Benami Transaction Prohibitions (Act)

Business Laws

16. Indian Contracts Act, 1872

- Essentials elements of a Valid Contract
- Indemnity and Guarantee
- Bailment and Pledge
- Law of Agency
- E-Contract

17. Partnership Act, 1932

- Rights and Liabilities of Partners
- Registration of Firms
- Dissolution of Firms Partnership

18. Negotiable Instrument Act, 1981

- Negotiable Instruments and Parties
- Material Alteration, Crossing and bouncing of Cheques
- Dishonour of Cheques & its Remedies
- Presumption of Law as to Negotiable Instruments

19. Sale of Goods Act, 1930

- Essentials of a Contract of Sale
- Sale Distinguished from Agreement to Sell, Bailment, Contract for Work and Labour and Hire-Purchase
- Conditions and Warranties
- Doctrine of Caveat Emptor
- Performance of the Contract of Sale

Human Rights Law

20. Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

- Prevention of sexual harassment
- Complaint and enquiry procedure
- Duties of Employer
- Reporting in Annual Report

Case Laws, Case Studies & Practical Aspects

Module- 2

Paper 8: Strategic and Financial Management – Principles and Techniques

Objectives

- Part A Strategic Management :** To enable students to acquire multidimensional skills in the areas of management so as to equip them to comprehend the process of strategy formulation in view of future developments in business environment.
- Part B Financial Management:** To provide knowledge of practical aspects of financial management and its techniques so as to develop ability to analyse and interpret various concepts relating to financing and investment decisions.
- Part C Information Technology :** To provide knowledge of Information Technology Law, Information Systems and various applications of IT so as to develop ability to analyse and apply various IT related skills while dealing with business related strategies and decision making.

Part A: Strategic Management (40 Marks)

1. Introduction to Strategic Management

- An Overview- Meaning & Process
- Strategic Leadership
- Functions and Importance for Professionals like Company Secretaries
- Environmental Influences of Business-Characteristics and Components of Business Environment, Factors of Micro & Macro Environment of Business
- Competitive Environment and Porter's Five Force Model

2. Business Policy and Formulation of Functional Strategy

- Introduction to Business Policy, Framework of Strategic Management
- Strategic Decision Model
- Vision, Mission, Objectives and Goals
- Strategic Levels of the Organization
- Formulation of Functional Strategy-Formulation of Financial, Marketing, Production, Human Resource and Logistics strategies

3. Strategic Analysis and Planning

- Situational Analysis, Strategic Choices-SWOT and TOWS Analysis
- Portfolio analysis-Boston Consulting Group (BCG) growth-share Matrix, Ansoff's Product Growth Matrix, ADL Matrix and General Electric (GE) Model
- Strategic Planning

- Strategic Alternatives-Glueck and Jauch and Michael Porter's Generic Strategies

4. Strategic Implementation and Control

- Issues in Strategy Implementation
- Various Organization Structure and strategy Implementation
- Leadership and strategy Implementation
- Strategic Change and Control

5. Analysing Strategic Edge

- Introduction to Business Process Reengineering
- Concept of Benchmarking
- Introduction to Total Quality Management and Six Sigma

Part B: Financial Management (30 marks)

6. Nature and Scope of Financial Management:

- Nature, Scope and Objectives of Financial Management
- Risk-Return and Value of the Firm
- Objectives of the firm: Profit Maximisation vs. Wealth Maximisation
- Emerging roles of Finance managers

7. Capital Budgeting

- Compounding and Discounting techniques- Concepts of Annuity and Perpetuity
- Capital Budgeting Process, Techniques of Capital Budgeting- Discounted and Non- Discounted Cash Flow Methods
- Capital Rationing; Risk Evaluation and Sensitivity Analysis

8. Capital Structure

- Introduction- Meaning and Significance
- Optimal Capital Structure, Determinants of Capital Structure
- Theories of Capital Structure
- EBIT - EPS Analysis, EBITDA Analysis
- Risk and Leverage; Effects of Leverage on Shareholders' Returns

9. Sources of raising long-term finance and Cost of Capital

- Sources, Meaning, Factors Affecting Cost of Capital
- Methods for Calculating cost of capital
- Weighted Average Cost of Capital (WACC)
- Marginal Cost of Capital

10. Dividend Policy

- Introduction- Types, Determinants and Constraints of Dividend Policy
- Forms of Dividend
- Different Dividend Theories

11. Security Analysis

- Measuring of Systematic and Unsystematic Risk
- Fundamental Analysis (Economic, Industry and Company)
- Technical Analysis and Efficient Market Hypothesis

12. Portfolio Management

- Meaning, Objectives
- Portfolio Theory -Traditional Approach; Markowitz Portfolio Theory; Modern Approach - CAPM Model
- Economic Value Added
- Sharpe Single & Multi Index Model
- Risk Adjusted Measure of Performance
-

Part C: Information Technology (30 Marks)

13. Law relating to Cyber

- Information Technology Act, 2000- Introduction, Definition, Important terms under the Act
- Digital Signatures, Electronic Records, Certifying Authority, Digital Signature Certificate
- Cyber Regulation Appellate Tribunal
- Offences and Penalties

14. Recent Developments and New IT Tools

- Enhancing use of Technology & capabilities of Company Secretaries
- Artificial Intelligence,
- Internet of things (IoT),
- Cloud Computing,
- Compliance Management tools

15. Information System

- Information Systems- Definition and Elements
- Information System Activities
- Types of Information Systems
- Management Information Systems - An Overview, Concept, Evolution, Elements and Structure

16. E-Commerce & M-Commerce

- E-Commerce- Nature, Types (B2B, B2C, C2C)
- Electronic Payment Portal
- E-Commerce Security
- Provision of E-commerce under GST

17. Fundamentals of DBMS and ERP

- Overview of ERP
- Database Management-Basic Concepts, Data Structure, Data Base Management System, Data Base Files
- Electronic Billing System, Executive Support System, Data Analysis and Business Intelligence

18. IT in Banking

- IT Applications in Banking- Computer-Based Information Systems for Banking
- Electronic Banking, Electronic Fund Management
- Enabling Technologies of Modern Banking- Electronic Commerce and Banking

19. E-filing

- Need of E-filing
- Types- Straight through process and back end Process

PROFESSIONAL PROGRAMME

Module-1

Paper 9: Governance, Risk Management, Compliance and Ethics

Objective:

To provide knowledge of best principles in Governance & Ethics, Sustainability aspects in business and insight into Risk Compliance Management Systems.

Part A: Governance (50 Marks)

- 1. Conceptual Framework of Corporate Governance**
 - Corporate Governance in Indian Ethos
 - Corporate Governance – International Scenario
- 2. Legislative Framework of Corporate Governance in India**
 - Companies Act
 - LODR
 - PSUs
 - Banks
 - Insurance Companies
- 3. Board Effectiveness**
 - Composition and Structures
 - Diversity in Board Room, Women Director
 - Selection and Appointment Process
 - Independent Directors and their Effectiveness
- 4. Board Processes through Secretarial Standards**
- 5. Board Committees**
 - Composition & Terms of Reference
 - Roles and Responsibilities
- 6. Corporate Policies & Disclosures**
- 7. Directors' Training and Development**
- 8. Performance Evaluation**
- 9. Related Party Transactions**

10. Corporate Governance and Shareholders' Rights

11. Corporate Governance and other Stakeholders

- Employees
- Customers
- Lenders
- Vendors
- Government
- Society, etc.

12. Corporate Governance Forums

13. Family Enterprise and Corporate Governance

14. Dealing with Investor Associations, Proxy Services Firms and Institutional Investors

Case Laws, Case Studies & Practical Aspects

Part B: Risk Management (20 Marks)

15.

- Risk Identification
- Risk Analysis
- Risk Measurement
- Risk Mitigation
- Clarification and Investigation
- Risk Audit
- Risk Related Disclosures

Case Studies & Practical Aspects

Part C: Compliance (20 Marks)

16. Compliance Management

- Techniques of Risk Management and Significance of Compliance

17. Devising proper systems to ensure compliance

18. Ensuring adequacy and effectiveness of compliance system

19. Internal Compliance Reporting Mechanisms

20. Use of technology for Compliance Management

21. Internal Control

- Nature, Scope and Elements, Techniques of Internal Control System, Steps for Internal Control

22. Integrated Reporting

- Non-financial Reporting
- Corporate Sustainability Reporting
- Board Reporting
- Annual Report
- Other Reports under LODR, PIT, SAST

Case Studies & Practical Aspects

Part D: Ethics & Sustainability (10 Marks)

23. Ethics & Business

- Organisation Structure and Ethics
- Addressing Ethical Dilemmas
- Code of Ethics

24. Sustainability

- Corporate Sustainability Reporting Framework
- Legal Framework, Conventions, Treaties on Environmental and Social Aspects
- Triple Bottom Line
- Principle of Absolute Liability - Case Studies
- Contemporary Developments

25. Models / Approaches to measure Business Sustainability

- Altman Z-Score Model
- Risk Adjusted Return on Capital
- Economic Value Added (EVA)
- Market Value Added (MVA)
- Sustainable Value Added Approach

26. Laws related to Anti- bribery

Case Studies & Practical Aspects

Module 1

Paper 10: Advanced Tax Laws

Objectives: To acquire advanced expert knowledge on practical application on Customs and GST Laws and working knowledge on practical application of Corporate taxation including International Tax.

Part A: GST and Customs Laws (70 Marks)

Goods and Service Tax 'GST'

1. An Overview on Goods and Services Tax 'GST'

- Introduction
- Constitutional Aspects & Administration
- Taxable Event & Concept of supply
- Levy and collection of CGST and IGST
- Composition scheme & Reverse Charge

2. Time, Value & Place of Taxable Supply

- Time, Place and Value of Taxable Supply
- Job work provisions

3. Input Tax Credit & Computation of GST Liability

- Input tax credit
- Computation of GST liability

4. Procedural Compliance under GST

- Registration
- Tax Invoice, Debit & Credit Note, Account and Record, Electronic way Bill, electronic commerce,
- Payment of Tax, Returns & Refund, E-Commerce
- Audit
- Anti Profiteering
- Assessment

5. Demand and Recovery, Offences and Penalties, Advance Ruling, Appeals and Revision

- Advance Ruling
- Demand and Recovery
- Offence and Penalties
- Appeals and Revision

- 6. Integrated Goods and Service Tax (IGST)**
- 7. Union Territory Goods and Service tax (UTGST)**
- 8. GST States to Compensation Act**
- 9. Industry Specific Analysis**

Customs Law

10. Basic Concepts of Customs Law

- Introduction
- Levy and collection of customs duties
- Taxable Events
- Custom duties

11. Valuation & Assessment of Imported and Export Goods & Procedural Aspects

- Classification and Valuation of Import and Export Goods
- Assessment
- Abatement and Remission of Duty
- Exemptions
- Refund and recovery

12. Arrival or Departure and Clearance of Goods, Warehousing, Duty Drawback, Baggage and Miscellaneous Provisions

- Arrival and departure of goods
- Clearance of Import and Export Goods & Goods in Transit
- Transportation and Warehousing provisions
- Duty Drawback provisions, Baggage Rules & provision related to prohibited goods, notified goods, specified goods, illegal importation / exportation of goods

13. Advance Ruling, Settlement Commission, Appellate Procedure, Offences and Penalties

- Advance Ruling
- Appeal and Revision
- Offences and Penalties
- Prosecution
- Settlement of Cases

14. Foreign Trade Policy (FTP) to the extent relevant to Indirect tax

- Export promotion scheme under FTP
- Salient features, administration & Other miscellaneous provisions

Case Laws, Case Studies & Practical Aspects

Part B: Direct Tax & International Taxation (30 Marks)

15. Corporate Tax Planning & Tax Management

- Tax Planning, Tax Management and Tax Evasion
- Areas of Corporate Tax Planning
- Tax Planning Management Cell

16. Taxation of Companies and Non-resident

- Tax incidence on Companies including foreign company
- Provision governing Minimum Alternate Tax 'MAT'
- Dividend Distribution Tax
- Taxation of Non-resident Entities

17. Basics of International Taxation

i. Double Taxation Avoidance Agreement 'DTAA'

- Concept of International Taxation
- Brief overview and various Articles of DTAA
- Permanent Establishment (PE)
- Business Connection (BE)
- Basics of Base Erosion and Profit Shifting (BEPS)

ii. Transfer Pricing

- Introduction & Concept of Arm's Length Price
- International and Specified Domestic Transaction
- Transfer Pricing Methods
- Advance Pricing Agreement & Roll Back Provision
- Documentation and Return

iii. General Anti Avoidance Rules 'GAAR'

- Basic concept of GAAR
- Impermissible avoidance arrangement
- Arrangement to lack commercial substance
- Application of GAAR Rule
- GAAR v/s SAAR

iv. Place of Effective Management (POEM)

- Concept of POEM
- Guidelines of determining POEM

v. Advance Ruling overview and objective

Case Laws, Case Studies & Practical Aspects

Module 1

Paper 11: Drafting, Appearances and Pleadings

Objective: To provide expert knowledge of drafting, documentation and advocacy techniques.

1. Judicial & Administrative framework

- Procedure
- Jurisdiction and Review
- Revisions
- Reference
- Appellate forum

2. General Principles of Drafting and relevant Substantive Rules

- Drafting: Concept, General Principles and relevant substantive rules thereof
- Basic Components of Deeds, Endorsements and Supplemental Deeds Aids to Clarity and Accuracy, Legal Requirements and Implications
- NCLT Rules and other guiding principles for drafting.

3. Drafting and Conveyancing relating to Various Deeds and Agreements;

- Conveyancing in General, Object of Conveyancing
- Drafting of various Agreements including Joint Venture and Foreign Collaboration Agreement, Guarantees, Counter Guarantees, Bank Guarantees, Outsourcing Agreements, Service Agreements, E-Contracts, Legal Licence, IPR Agreements
- General and Special Power of Attorney
- Drafting of Pre-incorporation Contracts, Shareholders Agreements and Other Agreements under the Companies Act, 2013
- Drafting of Memorandum of Association and Articles of Associations
- Drafting of Provisions for Entrenchment of Specified Provision of Articles

4. Pleadings

- Pleadings in General; Object of Pleadings; Fundamental Rules of Pleadings
- Civil: Complaint Structure; Description of Parties; Written Statements, Interlocutory Applications, Original Petition, Affidavit, Execution Petition and Memorandum of Appeal and Revision, Petition under Article 226 and 32 Constitution of India, Special Leave Petition
- Criminal: Complaints, Criminal Miscellaneous Petition, Bail Application and Memorandum of Appeal and Revision
- Drafting of Affidavit in Evidence; Arguments on Preliminary Submissions; Arguments on Merits; Legal Pleadings and Written Submissions, Application, Petitions, Revision Petitions, Notice of Motion, Appeal, Review, Suits, Undertakings, Indemnity Bonds, Writs, Legal Notices

5. Secretarial Practices & Drafting:

- Principles relating to Drafting of various resolutions.
- Drafting of notices & Explanatory Statements
- Preparation of Agenda for meetings
- Drafting and recording of minutes

6. Art of Writing Opinions

- Understanding facts of the case
- Application of relevant Legal Provisions to the facts
- Research on relevant case Laws
- Concussion and Opinion

7. Appearances & Art of Advocacy

- Requisites for entering appearances.
- Appearing before Tribunals/Quasi-judicial Bodies such as NCLT/ NCLAT/ / CCI/ TRAI/ Tax Authorities and Appellate Tribunals/ ROC/ RD/ RBI/ ED/Stock Exchange/ SEBI/ RERA
- Art of advocacy

Case Laws, Case Studies & Practical Aspects

Module 1

Paper 12: Secretarial Audit, Compliance Management and Due Diligence

Objectives

- Part A Secretarial Audit :** To acquire knowledge about the Purpose, Process and preparation of Secretarial Audit Report
- Part B Compliance Management :** To acquire thorough understanding of Internal Control & Compliance Management.
- Part C Due Diligence :** To acquire understanding of the due diligence of various business transactions

Part A: Secretarial Audit & other audits (50 Marks)

Secretarial Audit:

1. Overview & Introduction

- Need & Objective of Audit
- Type of Audits
- Powers & Duties of Auditors
- Applicability of various Audit
- Appointment of Auditors
- Compliance Audit and Efficiency Audit

2. Auditing Principles

- General principles of Auditing
- Audit Planning
- Audit Risk
- Professional Judgment and professional Skepticism
- Concept of Materiality

3. Audit Techniques

- Examination & Its process
- Enquiry
- Confirmation
- Sampling
- Compliance Test of Internal Control System
- Substantive Checking
- Dependence on other Expert
- Analytical Review

4. Scope of Secretarial Audit & Structure

- Corporate Laws
- Securities Contract Regulations Act, 1956
- FEMA Regulations
- SEBI Laws and Regulations
- Industry Specific Laws
- Board Process
- Adequacy of System and Processes
- Labour Laws, Industrial Laws & Other Laws
- Reporting of Major events.

5. Preparedness & Process – Company Prospective

- Appointment of Auditors
- Pre-audit Preparations
- Conduct of Audit
- Audit Finding & Remedial Measures

6. Preparedness & Process – Secretarial Auditors Prospective

- Audit Engagement and related Auditing Standards (CSAS-1)
- Communication of Previous Auditor
- Planning and designing of audit & CSAS – 2
- Surveys & Risk assessment
- Responses to assessed risks
- Audit evidence

7. Secretarial Audit Evaluation and Reporting

- Analysis of Information, documents & Audit findings
- Evaluating audit evidence and forming conclusions
- Management Representation Letter
- Discussion, Drafting of Report & Forming of Opinion & provisions of Auditing Standards on forming of Opinion (CSAS -3)
- Auditing Standards on Secretarial Audit (CSAS -4)
- Reporting of Fraud by Auditor
- Professional Responsibilities and Penalties.

8. Internal Audit & Performance Audit

- Objective & Scope
- Audit Techniques
- Review of Purchase Operations
- Review of Efficacy of MIS
- Review of Policies and Programmes
- Review of Manufacturing Operations
- Review of Personnel Policies
- Appraisal of Management Decisions.

- Audit Recommendations

9. Audit under Securities Laws

- Corporate Governance Audit
- Takeover Audit
- Insider Trading Audit

10. Labour Law Audit

11. Cyber Audit

12. Environmental Audit

13. Forensic Audit

Case Studies & Practical Aspects

Part B: Compliance Management (30 Marks)

14. Compliances – Company wise

- Company Specific – Public, Private, Listed, Government
- Compliance for Small Companies
- Industry Specific Compliance
- Compliance of Local Authorities
- Compliances for Government

15. Compliance - Segment wise

- Services Sector
- Manufacturing
- Trading
- E-Commerce
- Mines

16. Internal Control

- Organisational Status of Internal Auditing Function
- Internal Audit vis-à-vis Statutory Audit
- Steps for Audit Evaluation
- Audit Testing
- Inter-Firm and Intra-Firm Comparisons
- Ratio and Trend Analysis

17. Search and Status Report

- Type of Searches

- Purpose and Objective of Search Reports
- Search under Companies Act, IPR Laws, Property Title Search
- National & International

18. Signing and Certification

- Nature & Significance
- Type of Certification(s) by Company Secretary in practice
- Pre-certification of Forms
- Signing & certification of Annual Return
- Obligation and Penal provision

Part C: Due Diligence (20 Marks)

19. Due Diligence - An Overview

- Introduction
- Nature, Need and Significance
- Objectives
- Types of Various Due Diligence
- Non-Disclosure Agreement

20. Techniques of Due Diligence & Risk Assessment Due Diligence

- Preliminary Checklist Development of Specific Checklist
- Industry Trend Analysis
- Preparation for Due Diligence
- Process of Due Diligence
- Data Room in Due Diligence
- Factors to be kept in mind while conducting Due Diligence

21. Due Diligence & Reporting

- Due Diligence of all types including for Merger, Amalgamation, Slump Sale, Takeover, IPO & issue of securities, Depository Receipts
- Compliance of specific transactions

22. RBI Due Diligence Report

Case Laws, Case Studies & Practical Aspects

Module-2

Paper 13: Corporate Restructuring, Insolvency, Liquidations & Winding-up

Objective: To provide expert knowledge of legal, procedural and practical aspects of Corporate Restructuring, Insolvency, Liquidation & Winding-up.

Part A: Corporate Restructuring (50 Marks)

- 1. Types of Corporate Restructuring**
 - Merger, Amalgamation, Slump Sale
 - Demerger, Disinvestment
 - Joint Venture, Strategic Alliance
 - Financial Restructuring (Buy-back, Alteration & Reduction)
- 2. Acquisition of Company/ Business**
 - Acquisition
 - Takeover under SAST Regulations
 - Cross Borders Takeovers - Procedure
- 3. Planning & Strategy**
 - Case Studies pertaining to Merger, Amalgamation, Restructuring
 - Studies of Judicial pronouncements
- 4. Procedural Aspect of Merger/Amalgamation**
 - Procedural activities under Companies Act, 2013,
 - SEBI Regulations
 - Approvals in scheme of Amalgamation
- 5. Documentation-Merger, Amalgamation**
 - Drafting of Scheme
 - Drafting of Notice and Explanatory Statement
 - Drafting of application & Petition
- 6. Accounting in Corporate Restructuring - Concept and Accounting Treatment**
 - Methods Accounting for Amalgamations, AS-14/ IndAS 103
 - Treatment of Reserves, Goodwill
 - Pre- Acquisition & Post-Acquisition Profit
 - Accounting in Books of Transferor and Transferee; Merger and De-Merger
 - Acquisition of Business and Internal Reconstruction
- 7. Taxation & Stamp Duty aspects of Corporate Restructuring**
 - Capital Gain
 - Set-off and carry forward under section 2(14) of Income Tax Act.

- Deemed Dividend
 - Payment of Stamp Duty on Scheme
 - Payment of Stamp duty on movable and immovable properties
8. **Valuation of Business and Assets for Corporate Restructuring**
 - Type of Valuations
 - Valuation Principles & Techniques for Merger, Amalgamation, Slump Sale, Demerger
 - Principles & Techniques of Reporting
 9. **Regulatory approvals of scheme** from CCI, Income Tax, Stock Exchange, SEBI, RBI, etc.
 10. **Appearance before NCLT / NCLAT**
 11. **Legal** : Small Companies, Holding Companies, Listed Companies, Unlisted Companies
 12. **Fast Track Mergers**
 13. **Cross Border Mergers**

Case Laws/ Case Studies/ Practical aspects

Part B: Insolvency, Liquidation & Winding-Up (50 Marks)

14. **Insolvency**
 - Historical Background
 - Pillars of IBC, 2016 [IBBI, IPA, IP, AA, Information Utility]
 - Key Definitions and Concepts
15. **Petition for Corporate Insolvency Resolution Process**
 - Legal Provisions
 - Procedure, Documentation
 - Appearance, Approval
 - Case Laws
16. **Resolution Strategies**
 - Restructuring of Equity & Debt
 - Compromise & Arrangement
 - Acquisition, Takeover & Change of Management
 - Sale of Assets

- 17. Preparation & Approval of Resolution Plan**
 - Contents of resolution plan
 - Submission of resolution plan
 - Approval of resolution plan
- 18. Convening and conduct of meetings of Committee of Creditors**
 - Constitution of Committee of Creditors
 - Procedural aspects for meeting of creditors
- 19. Role/ functions of IP/ IRP/ RP**
- 20. Individual/ Firm Insolvency**
 - Application for insolvency resolution process
 - Report of resolution professional
 - Repayment plan
 - Discharge Order
- 21. Fresh Start Process**
 - Person eligible to apply for fresh start
 - Application for fresh start order
 - Procedure after receipt of application
 - Discharge order
- 22. Debt Recovery & SARFAESI**
 - Non-Performing Assets
 - Asset Reconstruction Company
 - Security Interest (Enforcement) Rules, 2002
 - Evaluation of various options available to bank viz. SARFAESI, DRT, Insolvency Proceedings
 - Application to the Tribunal/Appellate Tribunal
- 23. Cross Border Insolvency**
 - International Perspective and Global Developments
 - UNCITRAL Legislative Guide on Insolvency Laws
 - US Bankruptcy Code
 - Enabling provisions for cross border transactions under IBC
- 24. Liquidation on or after failing of RP**
 - Initiation of Liquidation
 - Distribution of assets
 - Dissolution of corporate debtor

25. Voluntary Liquidation

- Procedure for Voluntary Liquidation
- Powers and duties of the Liquidator
- Completion of Liquidation

26. Winding-up by Tribunal under the Companies Act

- Procedure of Winding-up by Tribunal
- Powers and duties of the Company Liquidator
- Fraudulent preferences

Case Laws, Case Studies and Practical aspects

Module: 2

Paper 14: Corporate Funding & Listings

Objective: To provide practical knowledge of means of finance available to corporate at their stage of journey, their suitability, pros and cons, process, compliances etc.

Part-A: Corporate Funding (60 Marks)

1. Indian Equity- Public Funding

- IPO/FPO
- Preferential Allotment
- Private Placement
- Qualified Institutional Placement
- Institutional Private Placement
- Rights Issue
- REIT
- INVIT

2. Indian Equity- Private funding

- Venture capital
- Alternative Investment Fund
- Angel Funds
- Seed Funding
- Private Equity

3. Indian equity- Non Fund based

- Bonus issue
- ESOP

4. Debt Funding – Indian Fund Based

- Debentures, Bonds
- Bank Finance
- Project Finance including machinery or equipment loan against property, Loan against shares
- Working Capital Finance- Overdrafts, Cash Credits, Bill Discounting, Factoring etc.

5. Debt Funding – Indian Non fund Based

- Letter of Credit
- Bank Guarantee
- SBLC etc.

6. Foreign Funding - Instruments & Institutions

- External Commercial Borrowing
- ADR/GDR
- FCCB
- IFC, ADB, IMF

7. Other Borrowings Tools

- Inter-corporate Loans
- Commercial Paper etc.
- Deposits under Companies Act
- Customer Advances/Deposits

8. Non-Convertible Instruments- NCRPs etc.

Part B: Listing (40 Marks)

9. Listing-*Indian Stock Exchanges*

- Equity Listing (SME, ITP, Main)
- Debt Listing
- SEBI ICDR Regulations

10. *International Listing*

- Singapore Stock Exchange
- Luxembourg Stock Exchange
- NASDAQ-NGSM, NCM, NGM
- London Stock Exchange- Main, AIM

11. Various Procedural requirement for issue of securities and Listing

12. Documentation & Compliances

Module 2

Paper 15: Corporate Disputes, Non-Compliances & Remedies

Objective: To acquire knowledge of various kinds of corporate disputes under various laws and their resolution.

1. Shareholders' Democracy & Rights

- Law relating to Majority Powers and Minority Protection
- Class action suit

2. Corporate Disputes

- Oppression & Mismanagement- Law & Practice
- Refusal of registration of transfer of securities & appeal against refusal
- Wrongful withholding of property of company

3. Fraud under Companies Act and IPC

4. Misrepresentation& Malpractices

- Companies Act, 2013, RBI Act, SEBI Act, FEMA, COFEPOSA,
- Prevention of Money Laundering Act
- Malpractices under various laws

5. Regulatory Action

- Enquiries
- Inspection
- Investigation
- Search and Seizure
- Arrest

(Income Tax, ROC, SFIO, RD, Stock Exchange, SEBI, RBI, ED, CBI,)

6. Defaults, Adjudication, prosecutions and penalties under the Companies Act, Securities Laws, FEMA, COFEPOSA, Money Laundering & Tax Laws

7. Penalty and Punishment under various laws

8. Relief and Remedies

- Compounding of offences under Companies Act, SEBI & FEMA
- Settlement and Proceeding (Consent order under SEBI law)
- Appeal against the order of Adjudicating officer, SAT, NCLT, NCLAT, Enforcement Directorate, IT Commissioner, GST Commissioner
- Revision of order
- Appearance before Quasi-judicial and other bodies- NCLT, NCLAT, SAT, SEBI, RD, ROC, RBI

Module 2

Paper 16: Multidisciplinary Case Studies

Objective : To test the students in their theoretical, practical and problem solving abilities.

Case studies mainly on the following areas:

- Corporate Laws including Company Law
- Securities Laws
- FEMA
- Insolvency Laws
- Competition Laws
- Business Strategy and Management
- Interpretation of Law including
 - Limitation Act, 1963
 - Indian Evidence Act, 1872
 - Civil Procedure Code, 1908
