

ST. JOSEPH'S COLLEGE OF COMMERCE

(Autonomous)

163, Brigade Road, Bangalore – 560 025

Accredited with 'A++' Grade (4th Cycle) by the
National Assessment and Accreditation Council (NAAC)

Recognized by the UGC as
“COLLEGE WITH POTENTIAL FOR EXCELLENCE”



Post Graduate Diploma in Financial Management (PGDFM)

Semester I & II

Academic year 2024-25

ST. JOSEPH'S COLLEGE OF COMMERCE

(Autonomous)

Affiliated to Bengaluru City University

St. Joseph's College of Commerce (SJCC) was formerly a part of St. Joseph's College, established in the year 1882. The Commerce Department was established in the year 1949 and it became an independent college with its own building in Brigade Road in the year 1972.

The college has in its Vision a model for higher education which encourages individuals to dream of a socially just world and in its Mission a strategy to empower individuals in realizing that dream.

With an objective of imparting quality education in the field of Commerce and Management the college has been innovating in all aspects of higher education over a long period of time. These innovations were further bolstered with the granting of autonomous status to the college by UGC in September 2005. From then on, the college has taken a lead in reforming curriculum and syllabus, examination and evaluation pattern and teaching and learning methods through the Board of Studies, the Academic Council and the Governing Council comprising of eminent academicians, industry representatives and notable alumni.

The college has undergone four cycles of NAAC accreditation starting from the year 2000 in which it secured 'five stars', next in the year 2007 an 'A' grade, in the year 2012 again an 'A' grade and recently in February 2021 an 'A++'. It is one of the very few institutions in the country to have secured A++ grade in the fourth cycle under the Revised Accreditation Framework (RAF) and the first college in Karnataka to do so. The college was declared as a 'College with Potential for Excellence' in the year 2010. In 2011 SJCC was recognized as a Research Centre by Bangalore University. The college has been ranked 93rd in the National Institutional Ranking Framework (NIRF) ratings of Ministry of Education, Government of India, in 2022 and it has been the only institution from Karnataka to make it consistently to the top 100 in the country.

OBJECTIVES

- Designed to expose learners with knowledge, skills and integrated perception of various functions of management to sustain the growing momentum of the industry and help achieve higher levels
- To provide an opportunity to students, wishing to change disciplines
- To upgrade knowledge within a discipline.
- Preparation for entry to a Master's course.

I. ELIGIBILITY FOR ADMISSION:

Candidates who have completed Graduate Programme of any recognized university and have secured passed with at least 50% of mark in the aggregate of all core papers/courses studied in the qualifying examinations are eligible for admission into this programme. Admission will be based at the discretion of the Admission Committee.

II. DURATION OF THE PROGRAMME:

The programme of the study is One (1) year of Two (2) semesters. A candidate shall complete his/her degree within Two (2) academic years from the date of his/her admission to the first semester.

III. MEDIUM OF INSTRUCTION:

The medium of instruction shall be English.

IV. ATTENDANCE:

A student shall be considered to have satisfied the requirement of attendance for the semester, if he/she has attended not less than 75% in aggregate of the number of working periods in each of the courses compulsorily. A student who fails to complete the PROGRAMME in the manner stated above shall not be permitted to take the end semester examination.

V. TEACHING AND EVALUATION:

M.Com/MBA/MFA/MBS/Ph.D graduates with B.Com/BBA/BBS as basic degree from a recognized university with a relevant industry experience are only eligible to teach and evaluate the courses.

VI. EVALUATION SYSTEM:

Evaluation for PG programme consists of two components, viz. Continuous Internal Assessment (CIA) and End Semester Examination (ESE) with the weightage of 50% and 50% respectively.

Continuous Internal Assessment (CIA) includes 20 Marks from assignments, 20 Marks from Mid-Term Test and 10 Marks from attendance. 20 Marks Assignments will be gathered from a minimum of two assignments ascertained through the exercises administered by the teacher such as Surprise test / quiz / business case analysis/ Assignment / Presentation/ Research Project/ Research article/ Seminar etc. 20 Marks will be gathered by the student through the centrally conducted Mid-Term Test by the Controller of Examination's Office, related nitty-gritties such as date, time and venue shall be notified by the department. The 10 Marks for Attendance will be calculated in the following manner - 96 – 100% = 10 Marks; 91–95% = 8 Marks; 86–90% = 6 Marks; 81-85% = 4 Marks, 76-80% = 2 Marks and up to 75% = 0 Marks. Each teaching faculty is required to maintain a record of the Continuous Internal Assessment (CIA). Under the PGD programme, a student must score a minimum of 40% (i.e., 20 Marks out of 50 Marks), in the CIA, besides 75% attendance, to be eligible for End Semester Examination, which is 12 marks through CIA.

The End Semester Examination will be conducted at the end of each semester. The duration and maximum marks for the End Semester Examination is 3 hours and for 100 marks.

VII. MINIMUM FOR A PASS:

A PGD student has to get a minimum of 40% marks in the ESE (40 on 100) and 50% aggregate in CIA & ESE (50 on 100) for a pass in each course.

VIII. PATTERN OF QUESTION PAPER:

Question Paper Pattern: (3 Hours duration, Max. Marks: 100)

Section A	Analytical questions	5 Marks x 7 Questions	35 Marks
Section B	Essay questions	15 Marks x 3 Questions	45 Marks
Section C	Compulsory questions / Case Study	20 Marks x 1 Question	20 Marks
Total Marks			100 Marks

PROGRAMME STRUCTURE – PGDFM (2024-25)

I SEMESTER

Paper No.	Title of the Paper	Marks		Total Marks	Credits
		CIA	ESE		
P321101	Management Process	50	50	100	4
P314102	Human Resources Management and Organizational Behaviour	50	50	100	4
P321103	Business Ethics and Corporate Governance	50	50	100	4
P321104	Marketing Management	50	50	100	4

P321 101: MANAGEMENT PROCESS

COURSE OBJECTIVES:

- 1. To expose the students on an overview of the management process.*
- 2. To develop skills in the students in handling each element in the management process.*

Module 1:

Introduction to Management - The concept of management – The evolution of management thought - The process of management: Planning – Organizing, Staffing, Directing – Controlling: Systems approach to management.

Module 2:

Planning and Decision Making - Planning: The nature and purpose of planning, types of plans: objectives – policies, procedures, and types, methods, forecasting and planning, steps in planning, Decision making, MBO. **Difference between MBO & MBE - Appraising managers against verifiable objectives.**

Module 3:

Strategic Planning -Strategic Planning – Introduction –SWOT & TOWS matrix – Mission, Vision and Values – Need Prioritization – Risk Identification - Business portfolio matrix – Designing Plan including Budgets – Process Design and Action guidelines – Plan revision and updation.

Module 4:

Organizing - Organizing: Nature and purpose of internal organization of a business enterprise – Principles of Organization – Span of management – levels of management – Departmentation – De-Centralization of authority and responsibility – delegation of authority – committees. Spread of span of management by using IT tools.

Module 5:

Leadership - Leadership – challenges. Styles, vision, interpersonal relationship, managerial communication.

Module 6:

Controlling - Controlling: Management control – types of control – modern control techniques – Controlling time and cost in projects - basics of PERT/CPM (theory only) - management audit – management in the future – human resource factor – influence of changing value systems.

BOOKS FOR REFERENCE:

1. *Koontz and O'Donnel, Principles of Management, McGraw Hill.*
2. *George Terry and Franklin, Principles of Management, All India Traveller Book Seller, Delhi.*
3. *W. Haynes, Principles and practice of management, New Central Book Agency.*
4. *Louie Allen, Management of Tomorrow, New York, Megraw Hill.*
5. *Dale, Management Theory and practice, New York, Megraw Hill.*
6. *Peter F Drucker, Tasks, Responsibilities and Practice.*
7. *Dr. Tripathi, P. C & Dr. Reddy P.N, Principles of Management, THM, New Delhi.*
8. *Stoner. James A.F, Management. Prentice Hall. India.*
9. *Rustom S. Daver, The management process: Bombay, Progressive Corporation.*

P314102: HUMAN RESOURCES MANAGEMENT AND ORGANIZATIONAL BEHAVIOUR

OBJECTIVES:

- 1. To expose the students to the principles and practices of human resources management.*
- 2. To make the students internalize good HR practices.*

Module 1:

Basics of HRM, nature and scope of human resource management (HRM) objectives of HRM, HRM functions, organization of HRM department, Qualities of HR manager, Personnel policies and principles, new challenges of HRM model.

Nature and scope of organizational behaviour, why study OB, and organizational behaviour model. Organizational and global economy, Multinational Corporation, international challenges, understanding our own culture, behavior across cultures.

Module 2:

Human Resource Planning:

- Human resource planning, factors affecting planning, planning objective, planning process, evaluation of planning.
- Job analysis and design – need for and process of job analysis and design.

Recruitment & Selection:

- Employee hiring: hiring, recruitment, importance, nature and international recruiting, selection, importance, process, recruitment and selection practices in India.

Training and Development:

- Nature, importance, training, inputs, training process, recent trends in training, training practices in India.

Employee Compensation:

- Job evaluation, nature, objectives, and process of evaluation, employee compensation, wage concepts and principles, factors affecting compensation plans, incentives – group and individual plans, wage and salary policies in India.

Attrition Management:

- Challenge for employee retention, strategies adopted by companies for employee retention. Reasons of attrition.

Human Resource Audit: Audit of corporate strategy, audit of human resource function, audit of managerial compliance, audit of employee satisfaction.

IHRM:

International human resource management, language training, cross-cultural training, expat selection, culture shock, expat failure, repatriation, reverse culture shock.

Module 3:

Organizational Culture:

- Organization structure, internal structure-Behavioural implications, informal organizations.
- Organizational culture, cultural dimensions, culture creation, culture sustenance, changes in culture.
- Organizational change and development, levels of change, resistance to change, managing changes, change implementation, planned change

Performance and appraisal: Nature, importance, process of evaluation, challenges. Types of appraisal. 360* appraisal Employee promotions, basis of promotion, transfer, reason for transfer, separation.

Motivation: Importance, theories, leadership, theories styles.

Communication: Interpersonal, organizational. Barriers and ways of overcoming barriers. Participative management, scope and way of participation, importance, requires, limitation, practices.

Labour welfare & Retention: Nature, types, approaches, practices. Empowerment – nature. Need and practices, industrial relations, causes for industrial disputes, ways of resolving disputes, preventive and curative a measure. Ergonomics, Role of ergonomics in employee retention.

Module 4:

Individual Behavior, Group Behavior & Conflict:

- Foundation of individual behaviour, environmental factors, personal factors, psychological factors.
- Foundation of group behaviour, usefulness of groups, determinants of group behavior, group dynamics, group task, group types, group cohesiveness, group norms.
- Leadership theories, leadership styles.
- Power and politics, power indicators bases of power, acquisition of power, ethics of power and politics.
- Communication, interpersonal, organizational, barrier and ways of overcoming barriers.
- Personality, shaping of personality, determinants of personality, personality types.
- Conflict changing views of conflict process, conflicts levels conflict resolution. Management of organization conflicts

Module 5:

Employee Remuneration:

Components of remuneration – devising a remuneration plan – theories of remuneration – factors influencing remuneration – challenges of remuneration – wage concepts – wage policies – incentives – benefits and services – executive remuneration

Module 6:

Project / dissertation or detailed assignment on any aspect of HRM.

Project / dissertation or detailed assignment on any aspect of OB.

BOOKS FOR REFERENCE:

1. *William B Werther & Keith Davis: Human Resource & personnel management, McGraw Hill.*
2. *Terry L Leap & Michael D Crino: Personnel, Human Resource management, Maxwell Macmillan.*
3. *H John Bernardin and Joyce E A. Russel: Human Resource management and experimental approach, McGraw Hill.*
4. *David A Decczo and Stephen P Robbins: Personnel/ Human Resource management, PHI*
5. *Micheal Armstrong: A handbook of personnel management, NP, Kogan Page.*
6. *Gary Dessler: Personnel management, Prentice Hall of India.*
7. *Edwin D Flippo: Personnel management, McGraw Hill Co.*
8. *Aswathappa K: Human Resource & personnel management, Tata McGraw Hill.*
9. *Wyne F Cascio and Clias N Awad: Human Resource management*

P321 103: BUSINESS ETHICS & CORPORATE GOVERNANCE

OBJECTIVES:

1. *To make the students conscious about ethical values in real life and in business.*
2. *To make students internalize ethical values and practices.*

Module 1:

Introduction To Business Ethics - Ethics in Business – Definition of business ethics – A model of ethics; ethical performances in business, managerial values and attitudes, ethical congruence; managerial philosophy; types of ethics; codes of ethics; importance of ethics in business – **Kohlberg’s Moral Development model.**

Module 2:

Ethical Theories - Ethical theories and corporate social responsibility – Cognitivism and Non – Cognitivism; consequentialism Vs non–consequentialism – Utilitarianism; Religion and ethics; Kantianism Vs Utilitarianism; Business and religion; Ethics and social responsibility; Corporate social responsibility; changing expectations; diagnostics model of social responsiveness; four faces of social responsibility – ethical climate in companies.

Module 3:

Marketing Ethics - Ethics in marketing – ethical dilemmas in marketing – unethical marketing practices – ethical and social issues in advertising – common deceptive marketing practices role of – consumerism

Module 4:

Ethics in HRM and IT - Ethics in human resource management: Human resource system – psychological expectancy model- human resource management practice and ethical implications- individualism Vs Collectivism in Human resource management practices.

Ethics and information technology: Ethical issues relating to computer applications; security threats – computer crime – computer viruses – software piracy – hacking – computer crime prevention – ethical prevention – ethical dilemmas and consideration.

Module 5:

Ethics In Finance And Accounts - Ethical issues in Finance and Accounts – Importance of Financial Statements, Importance of Transparency in Disclosure, Ethics in banking, insurance and share market, Insider trading, Money Laundering. Banking Ombudsman Scheme. Right to Information, Whistle blowing.

Module 6:

Corporate Governance And Corporate Social Responsibility - Corporate Governance: Principle of Corporate Governance- Issues- Strategies and Techniques to Sound Corporate

Governance- Indian Model. Obligation: investors, employees, customers, Managerial. Legislative changes.

Corporate Social Responsibility: Importance – Scope – Advantages – Steps- Theoretical Justification for CSR.CSR as a Business strategy for sustainable Development- Indian perspective- Ethics and CSR of business.

BOOKS FOR REFERENCE:

1. *V S Mahesh: Thresholds of motivation, Tata Mc Graw Hill.*
2. *Beanchamp Tom L: Ethical Theory and Business, Prentice Hall.*
3. *Bowie. Norman E: Business Ethics, Prentice Hall.*
4. *Donald Thomas: Ethical Issues in Business, Prentice Hall.*
5. *Manual G. Velasquez – Business ethics.*

P321 104: MARKETING MANAGEMENT

COURSE OBJECTIVES:

- 1. To provide conceptual skills in marketing management.*
- 2. To make students apply the conceptual skills in marketing decisions.*

Module 1:

An Introduction - Modern Concepts of marketing. Nature and scope of marketing -Needs, wants and demand – Maslow’s hierarchy of needs – different marketing offers - Marketing management - scope – Different philosophies/orientations of marketers - marketing v/s selling concepts - systems concept in marketing - marketing mix strategy. Understanding the marketing environment (PESTEL).

Module 2:

Consumer Behavior - Consumer behavior - Meaning, nature and importance –factors influencing behavior - buying motives, consumer buying decision process, Howard Sheth model of buyer behavior, Industrial buyer behavior and buying decision process - market segmentation strategy (STP process) – Consumerism.

Module 3:

Product and Pricing - Product Decisions: Product mix decisions - levels of product-classification of consumer and business products - new product development strategy, product life cycle concept, product positioning strategy, branding, packaging and labeling decisions- Pricing: objectives, methods and strategies, new product pricing strategies.

Module 4:

Promotion and Distribution - Distribution decisions - Channel functions – channel types/levels - factors affecting the choice of channel, channel design decisions, objectives and constraints, channel management decisions, channel power and conflicts and their resolution – retail/wholesale channels, Marketing systems.

Promotional strategies - IMC and promotional mix- advertising budgeting , DAGMAR-media planning and evaluation, sales promotion types, tools and techniques - personal selling and its steps.

Module 5:

Marketing Control - Marketing control - Marketing planning, annual plans, - steps in planning. BCG Matrix - Marketing audit, meaning and features – components of marketing audit.

Module 6:

Services Marketing And Recent Trends In Marketing - Services marketing – special characteristics – marketing mix: additional dimensions for services. Latest trends in marketing - Digital marketing, social media marketing, e-Commerce

BOOKS FOR REFERENCE:

1. *Phillip Kotler, Principles of Marketing, Prentice Hall of India.*
2. *William J Stanton etal, Fundamentals of Marketing, McGraw Hill.*
3. *Geoff Lancaster, Essentials of marketing, McGraw Hill.*
4. *Boyd & Westfall, Marketing research.*
5. *Cundiff W F & Still RR, Basic Marketing.*
6. *J C Gandhi, marketing: A managerial introduction.*
7. *S Neelamegham, Marketing Management & The Indian Economy, Vikas Publishing House.*
8. *Subash Mehta & Keshav Prasad, Marketing: Environment, Concept and cases, Tata McGraw Hill.*
9. *Britt & Boyal, Marketing Management and Administration.*
10. *E A Ramaswamy and Nama Kumari, Marketing Management – Text and cases, McMillan Publishing House.*

PROGRAMME STRUCTURE – PGDFM (2024-25)

II SEMESTER

Paper No.	Title of the Paper	Marks		Total Marks	Credits
		CIA	ESE		
P314FM201	Financial Modeling	50	50	100	4
P323FMBA202	Corporate Financial Management	50	50	100	4
P321FM203	Financial Risk Management	50	50	100	4
P321FM204	Mergers, Acquisitions & Corporate Restructuring	50	50	100	4

P314 FM 201: FINANCIAL MODELING

OBJECTIVES:

This course will teach you how to bring together what you know of finance, accounting and the spreadsheet to give you a new skill – Building financial models.

In today's paperless corporate culture MS excel plays a vital role and it is one of the dominated spreadsheets system approach. Learning spreadsheets usage (MS Excel) is a value added course, sometimes which alone will be considered as industry specific skill.

A spread sheet without data, equations and specific relationships among the variables will not become a financial model. So this course not only makes you proficient in spread sheet but with also financial modeling.

Module 1:

Basics of Excel, Quick Access Toolbar, Mini toolbar, Formula AutoComplete, multiple copies of a workbook, Shortcuts, multiple work sheets etc.

Module 2:

Range Names, Tables- one way and two way tables, scenario managers, circular reference, format cells – custom, sum , count, average, sum if, count if functions. IF conditions (very detail).

Module 3:

Lookup Functions, INDEX Function, MATCH Function, Text Functions, Dates and Date Functions, Time and Time Functions.

Module 4:

Evaluating Investments by Using Net Present Value Criteria, Internal Rate of Return, calculation of present value and future value. EMI calculations. Goal seek function. Sensitivity Analysis with Data Tables,

Module 5:

Statistical applications – calculation of Standard Deviation, Regression, Correlation and Covariance analysis. One way ANOVA and two ways ANOVA.

Module 6:

Portfolio and derivatives

Calculation of BETA, risk and return. Preparation of PAY OFF tables for call and put options and graphs for short and long put and short and long call.

P323FMBA202: CORPORATE FINANCIAL MANAGEMENT

OBJECTIVE:

1. *To create awareness of the role of Corporate Finance Manager in a Multinational /Global Enterprise.*
2. *To equip evaluation of financial statements of a firm.*
3. *To differentiate the management of various types of funding requirements, their sources and utilization.*

Module 1: Introduction to Corporate Finance Management **2 Hrs**

Introduction – Meaning of Financial Management – Modern Approach to Financial Management – Investment Decision, Finance Decision, Dividend Decision; Functions of Corporate Finance Manager – Goals of Financial Management – Financial Markets – Classification of Financial Markets.

Module 2: Working Capital Management **2 Hrs**

Meaning – Objectives – Types – Operating Cycle Concept – How to reduce Operating Cycle - Factors determining Working Capital Requirement – Zero Working Capital – Overtrading – Over Capitalization and Under Capitalization of Working Capital – Symptoms of Poor Working Capital. Estimating Working Capital Requirement.

Module 3: Cost of Capital and Capital Structuring **6 Hrs**

Cost of Capital – Cost of Equity Share Capital – Dividend Yield Method, Dividend Growth Method, Price Earning Method, Capital Asset Pricing Method – Cost of Retained Earnings, Cost of Preference Share, Cost of Debt - Weighted Average Cost of Capital – Determining Optimal Capital Structure - EBIT-EPS Indifference Point.

Module 4: Budgeting and Budgetary Control **6 Hrs**

Preparation of Production Budget, Raw material consumption budget, Raw Material Purchase Budget, Labour Budget, Variable and Fixed Overheads Budget, Cash Budget, Sales Budget and Master Budget. Preparation of Flexible budgets. Preparation of Budgetary Control Statement.

Module 5: Investment Decisions and Dividend Policies **7 Hrs**

Investment Appraisal Techniques – Simple Pay Back Period, Discounted Pay-back Period – Net Present Value – Internal Rate of Return – Profitability Index - Dividend Policies –Types of Dividends - Theories on Dividend Policies.

Module 6: Foreign Investment and Financing Sources **2 Hrs**

Opportunities for Foreign Trade and Investment – Risks in International Projects – Global Depository Receipt – Foreign Currency Convertible Bonds – American Depository Receipts.

BOOKS FOR REFERENCE:

1. *Financial Management by Ravi M. Kishore*
2. *Financial Management Policy by James C. Van Horne*
3. *Cost and Management Accounting for CA Inter by CA B. Saravana Prasath*

P321 FM 203: FINANCIAL RISK MANAGEMENT

COURSE OBJECTIVES

- 1. To identify the various types of risk related to financial management.*
- 2. To analyze the different strategies to overcome the risks associated.*
- 3. To apply the strategies and manage Financial Risk in business.*

Module 1:

Overview of Risk -Overview of Risk, Nature, Need and Scope of Risk. Source, Measurement, Identification and Evaluation, Assessment & management of Risk. Types of risk – Product Market Risk and Capital Market Risk. Possible Risk Events, Risk Indicators, Risk Management Process, Misconceptions of Risk. An Integrated Approach to Corporate Risk Management. Risk Management Approaches and Methods. A Comprehensive view of Risk in Financial Institutions. Risk Reporting Process – Internal and External.

Module 2:

Basics of Securities Analysis & Portfolio Management - Basics of Securities Analysis & Portfolio Management – types of securities - Stock Exchanges and its working – Introduction to valuation, Method of buying and selling of securities - Valuation of securities – Time value of money Value at Risk (VaR): The Concept, Computation, Stresses Testing, Back Testing. Cash Flow at Risk (CaR): VaR and CaR to make Investment Decisions.

Managing Risk when risk is measured by VaR or CaR. Non-Insurance Methods of Risk Management-Risk Avoidance, Loss Control, Risk Retention and Risk Transfer.

Module 3:

Forward And Futures - Structure of forward and Futures markets, Risk management using futures & forwards — valuation of futures —valuation of long and short forward contract — mechanics of buying and selling futures, margins, hedging using futures —commodity futures — index futures —interest rate futures and currency futures— arbitrage.

Module 4:

Swaps - Concept, nature and features of swap, Risk management using SWAPS — mechanics of interest rate swaps — currency swaps, pricing and valuing swaps.

Module 5:

Options - Risk management using options — types of options — option pricing — factors affecting option pricing — call and put options — put-call parity— options on stock index — options on futures — interest rate options - Hedging & trading strategies involving options— valuation of options: basic model— one step binomial model — Black & Scholes analysis — option Greeks

Module 6:

Risk Management in Relevant Areas - Risk management using Forward Rate Agreements (FRA) — interest rate derivatives - Other issues in risk management — risk management in Banks and FIs — BASEL committee — BASEL II — Credit risk — reducing exposure to credit risk — historical default experience — credit default swaps — total return swaps — credit spread options — collateralized debt obligation

BOOKS FOR REFERENCE:

1. *Options Futures & Other Derivatives* – JOHN C HULL – 6th Edition – Prentice Hall of India.
2. *Options and Futures* – VOHRA & BAGRI – Tata McGraw Hill – 4th Edition
3. *Derivatives – Valuation & Risk management* – DUBOFSKY & MILLER – Oxford University Press
4. *Introduction to risk management –Insurance* – DORFMAN – Pearson -8th edition*
5. *Financial Risk Management* — Dun & Bradstreet — Finance Essentials Series.
6. D D Mukherjee — *Credit Appraisal, risk analysis & Decision Making* — Snow White
7. Harrington Nehaus — *Risk Management & Insurance* — Tata McGraw Hill*
8. *These books are about insurance

P321 FM 204: MERGERS, ACQUISITIONS & CORPORATE RESTRUCTURING

COURSE OBJECTIVES:

Module 1:

INTRODUCTION TO MERGERS AND ACQUISITIONS - Overview, types and characteristics of mergers, Motives behind mergers, Theories of mergers - operating, financial & managerial synergy of mergers, Value creation in horizontal, vertical and conglomerate mergers, Mergers and Acquisitions- a strategic perspective.

Module 2:

MERGER AND ACQUISITION PROCESS - Five stage model, Due diligence, Types of due diligence, Methods of financing mergers - cash offer, share exchange ratio, Mergers as a capital budgeting decision, Process of merger integration, Post-Merger integration - Managerial challenges, organizational and human aspects, Mergers and Acquisitions in the Indian context.

Module 3:

CORPORATE RESTRUCTURING - Introduction and concepts, Methods of corporate restructuring - Joint ventures and Strategic Alliances, Divestitures, Sell off and Spin off, Equity carve out, Leveraged buyouts (LBO), Management buy outs (MBO), Master Limited Partnership (MLP), Employee stock ownership plans (ESOP).

Module 4:

VALUATION - Creating value from Mergers and Acquisitions, Valuation approaches - Discounted cash flow valuation, Relative valuation, valuing operating and financial synergies.

Module 5:

ACCOUNTING AND LEGAL ASPECTS, TAKEOVER DEFENSES - Accounting for Mergers and Acquisitions, Procedure and Provisions laid down under Indian Companies Act, 2013, Legal and regulatory frame work, Taxation aspects, Impact of Indian Stamps Act on Mergers and Acquisitions, Recent policy changes pertaining to Mergers and Acquisitions, SEBI takeover codes, Takeover defenses - financial defensive measures, Coercive offer and defense, Anti-takeover amendments, Poison pill defense.

Module 6:

EMERGING TRENDS IN MERGERS AND ACQUISITIONS - Cross-border Mergers and Acquisitions, Role of Professionals in the corporate restructuring practices, Industry wise analysis of Mergers and Acquisitions deals in the Indian context.

BOOKS FOR REFERENCE:

1. *Takeovers, Restructuring and Corporate Governance: J FRED WESTON, KWANG SW CHUNG & JUAN A SIU – Prentice Hall publication.*
2. *Mergers & Acquisitions: J FRED ESTON & SAMUEL C WEAVER – Tata McGraw Hill Publication*
3. *Value Creation From Mergers & Acquisitions: SUDI SUDARSANAM – Pearson Education*
4. *Corporate Finance – Theory & Practice – ASHWATH DAMODARAN – John Wiley & Sons.*
5. *Corporate Amalgamations & Takeovers – Concept, Practice & Procedure – J C VERMA, SANJEEV KUMAR – Bharat Law Publication*
6. *Ravinder Vadapalli — M & A and business valuation*