Mergers, Acquisitions and Restructuring

Types of Transactions, Reasons for Merger, Mechanics of a Merger, Costs and Benefits of a Merger, Exchange Ratio in a Merger, Purchase of a Division / Plant, Takeovers, Leveraged Buyouts, Acquisition Financing, Business Alliances, Managing Acquisitions, Divestitures, Holding Company, Demergers
Deal structuring and financial strategies
Negotiations, Payment and legal considerations, Tax and accounting considerations, Tax reliefs and benefits in case of Amalgamation in India, Financial reporting of business combinations, Deal Financing, Financing of cross border acquisitions in India

MODULE D: EMERGING BUSINESS SOLUTIONS

Hybrid Finance

Advantages and disadvantages of Hybrid securities, Types of hybrid securities, Preference Share Capital, Features of Warrants, Features of Convertible Debentures, Differences between Warrants and Convertible debentures, Valuation of Warrants, Valuation of Compulsorily Convertible (Partly or fully) Debentures, Objective of issuing Warrants and Convertible debentures, Features of Foreign Currency Convertible Bond (FCCB), Mezzanine Financing, Innovative Hybrids

Start-up Finance

Benefits to startup under the Startup Plan, Startup definition in India, Challenges faced by Startups, State Startup Policy, Pitch Presentation, Programmes and competitions for startups, Tax exemptions, Funding, Investor's outlook in Startups, Funding schemes and programmes, International challenges and bridges

Private Equity and Venture Capital

Characteristics of Venture Capital Investments, Characteristics shared by Private Equity and Venture Capital as well as their key distinctions, Financing options available through Venture Capital, Investment in Private equity, Benefits obtained through private equity, Drawbacks to the practice of private equity, , Due diligence, Exit Strategies

Artificial Intelligence

History of Artificial Intelligence, Applicability of Artificial Intelligence, Artificial Intelligence in Banking and Finance, The future scope of Artificial Intelligence, Neural Networks, Control Theory and Cybernetics, Rational Agents, Motion and Manipulation, Tools and Techniques of Artificial Intelligence, Artificial Intelligence and Morality

Business Analytics as Management Tool

Essentials of Business analytics, Types of Analytics, Elements of Business Analytics, Big Data Analytics, Web and Mobile Analytics, Comparing web Vs Mobile Analytics, Importance of Business Analytics

Green and Sustainable Financing

ISO Standards for Green Finance, Building Green Finance, International Best Practices towards Green Finance, Public Policy in India, Progress of Green Finance in India, Challenges and way forward, Growth of Regulatory Framework, National Efforts towards Green and Sustainable Financing, RBI Views on Climate Risk and Sustainable Finance

Special Purpose Acquisition Company

Advantages of SPAC, Disadvantages of SPAC, SPAC Formation and Timelines, The SPAC Merger, Stakeholders, Characteristics of SPACs, Process, SPAC Capital Structure, Trust Account, Warrants, Forward Purchase, IPO Agreements, De-SPAC Process

COMPULSORY SUBJECT IV: BANKING REGULATIONS AND BUSINESS LAWS

MODULE A: REGULATIONS AND COMPLIANCE

Legal Framework of Regulation of Banks

Business of Banking, Constitution of Banks, Reserve Bank of India Act, 1934, Banking Regulation Act, 1949, Reserve Bank as a Central Bank and Regulator of Non-Banking Financial Institutions/Banks, Government as a Regulator of Banks, Control over Co-operative Banks, Regulation by Other Authorities

Control over Organisation of Banks

Licensing of Banking Companies including RBI Licencing Policy for Universal Banks and Small Finance Banks/Branch Licensing, Paid-up Capital and Reserves, Shareholding in Banking Companies, Subsidiaries of Banking Companies, Board of Directors, Chairman of Banking Company, Appointment of Additional Directors, Restrictions on Employment, Controls over Management, Corporate Governance, Directors and Corporate Governance

Regulation of Banking Business

Power to Issue Directions, Acceptance of Deposits, Nomination, Loans and Advances, Regulation of Interest Rates, Regulation of Payment Systems, Internet Banking Guidelines, Regulation of Money Market Instruments, Banking Ombudsman, Regulation to Strengthen Financial Stability

Returns, Inspection, Winding Up, Mergers & Acquisitions

Annual Accounts and Balance Sheet, Audit and Auditors, Submission of Returns, Preservation of Records and Return of Paid Instruments, Special Audit, Inspection and Scrutiny, Board for Financial Supervision, Acquisition of Undertakings, Amalgamation of Banks, Winding up of Banks, Penalties for Offences
Public Sector Banks, Private Sector Banks, Regional Rural Banks, Differentiated Banks and Co-operative Banks, Local Area Banks
State Bank of India, Regional Rural Banks, Other Public Sector Banks, Application of Banking Regulation Act to Public Sector Banks, Disinvestment of Shares by Government, Co-operative Banks, Private Sector Banks, Differentiated Banks, Local Area Banks

Non-Banking Financial Companies (NBFCs)

Regulators of NBFCs, Role of NBFC in promoting Inclusive Growth, Registration, Revised Scale Based Regulatory Structure, Nomenclature and Regulatory Norms, Capital Guidelines, Prudential Guidelines, Corporate Governance, Fair Practices Code for applicable NBFC, Bank Finance to NBFCs registered/not requiring registration with RBI, Co-Lending by banks and NBFCs to PSA
Financial Sector Legislative Reforms and Financial Stability and Development Council
Narasimham Committees 1/2, Banking Sector Reforms, Reforms in Monetary Policy, Reforms in Financial Markets, Reforms in Forex Market, Financial Sector Development Council (FSDC), Function of the FSDC, Wings of FSDC

MODULE B: IMPORTANT ACTS/LAWS & LEGAL ASPECTS OF BANKING OPERATIONS – PART A

The Prevention of Money Laundering Act, 2002

Offence of Money Laundering, Punishment for Money Laundering, Obligations of Banking Companies, Financial Institutions and Intermediaries, Enhanced Due Diligence, Rules Framed, Records to be Maintained, Information Contained in the Records, Procedure for Maintaining Information, Procedure for Furnishing Information to the Director, Verification of Records of the Identity of Clients, Maintenance of Records of Identity of Clients, Some Cases pertaining to the Act

Negotiable Instruments Act, 1881

Negotiable Instruments, Types and Characteristics, Drawer/Acceptor, Payment of Cheques – Protection to Bankers' /Customers', Material Alteration, Where Alteration is not apparent, Protection to the Collecting Banker

Foreign Exchange Management Act, 1999

Meaning of Certain Important Terms Used in FEMA, Regulation and Management of Foreign Exchange, Powers of RBI with Respect to Authorized Persons, Contravention, Penalties, Adjudication and Appeals, Directorate of Enforcement, Special Provisions relating to Assets held outside India

Payment & Settlement Systems Act, 2007

Definitions, Designated Authority/Authorization, Regulation and Supervision by the RBI, Settlement and Netting, Power of RBI to make regulations

Law Relating to Securities and Modes of Charge – I

Mortgage, Document of Title to Immoveable Property – Meaning, Copy of Document of Title to Immoveable Property Where Acceptable

Law Relating to Securities and Modes of Charge – II

Appropriation, Assignment, Pledge, Hypothecation, Bankers lien, Set-off

Creation/Registration and Satisfaction of Charges

What is a Charge?, Procedure for Registration of Charge, Effect of Registration of Charges, Effect of Non-registration of Charges, Provisions of Companies Act 2013 Relating to Registration of Charges

MODULE C: IMPORTANT ACTS/LAWS & LEGAL ASPECTS OF BANKING OPERATIONS – PART B

Reserve Bank – Integrated Ombudsman Scheme, 2021

Coverage and Definitions, Ombudsman–Appointment/Location of Offices/Establishment of a Centralized Receipt and Processing Centre, Procedure for Redressal of Grievance, Procedure for Filing a Complaint / its Initial Scrutiny and Resolution, Passing of an Award and Right to Prefer to Appeal, Suspension of the Scheme

The Micro, Small and Medium Enterprises Development Act, 2006

Coverage and Definitions, Summary of Regulation, National Board for Micro, Small and Medium Enterprises (NBMSME)/Advisory Committee, Memorandum of Micro, Small and Medium Enterprises, Delayed Payments to Micro and Small Enterprises, Micro and Small Enterprises Facilitation Council and Reference to the Council in case of Disputes, Disclosures and Penalty for Contravention of the Provisions of the Statute

Introduction to Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002)

Constitutional Validity of the Act

Definitions Under SARFAESI Act, 2002

Preamble, Appellate Tribunal, Asset Reconstruction, Bank, Board, Borrower, Central Registry, Debt Recovery Tribunal, Default, Financial Assistance, Financial Asset, Financial Institution, Hypothecation, Non-performing Asset, Originator, Obligor, Property, Qualified Institutional Buyer, Scheme, Securitization, Security Agreement, Secured Asset, Secured Creditor, Secured Debt, Security Interest, Security Receipt, Sponsor

Regulation of Securitisation and Reconstruction of Financial Assets of Banks and Financial Institutions

Registration of Asset Reconstruction Company, Cancellation of Certificate of Registration, Acquisition of Rights of Interest in Financial Assets, Notices to Obligor and Discharge of Obligation of Such Obligor, Issue of Security Receipts and Raising of Funds by Securitization or Reconstruction Company, Exemption from Registration of Security Receipt, Measures of Assets Reconstruction, Other Functions of the Securitization Company or Reconstruction Company, Resolution of Dispute, Powers Available with RBI

Enforcement of Security Interest

Enforcement of Security Interest, Chief Metropolitan Magistrate or District Magistrate's Assistance for Taking Possession of Secured Asset, Manner and Effect of Takeover of Management, No Compensation to Directors for Loss of Office, Application against Measures to Recover Secured Debt, Appeal to Appellate Authority, Right of the Borrower for Compensation and Costs

Central Registry

Central Registry, Central Registrar, Register of Securitization, Reconstruction and Security Interest Transactions, Filing of Transactions of Securitization, Reconstruction and Creation of Security Interest, Modification of Security Interest Registered, Satisfaction of Security Interest, Right to Inspect Particulars of Securitization, Reconstruction of Security Interest Transactions

Offences and Penalties

Penalties, Penalties for Non-compliance of Directions of Reserve Bank of India, Offences, Cognizance of Offences, Power of Adjudicating Authority to Impose Penalty/Appeals against Penalty and Adjudicating Appellate Authority

Miscellaneous Provisions

Non-Applicability of the Provisions of the SARFAESI Act in Certain Cases, Exemption of Certain Classes of Banks /Financial Institutions, Protection of Action Taken in Good Faith, Offences by Companies, Civil Court not to have Jurisdiction, Overriding Effect on Other Laws, Limitation, Power of the Central Government to Make Rules, Amendments to Certain Other Enactments

Registration of Security Interest by Secured Creditors and Other Creditors/ Rectification by Central Government in Some Cases

Registration by Secured Creditors and Other Creditors, Rectification by Central Government in Matters of Registration, Effect of the Registration of Transactions, Right of Enforcement of Securities and Priority Allowed to Secured Creditors

The Recovery of Debts and Bankruptcy Act, 1993

Constitutional Validity of the Act, Extent, Commencement, Application and Definitions

Establishment of Tribunal and Appellate Tribunal

Establishment of Tribunal, Composition of Tribunal, Qualification for Appointment as Presiding Officer and Term of Office, Staff of Tribunal, Establishment and Composition of Appellate Tribunal, Qualification for Appointment as Chairperson of the Appellate Tribunal and Term of Office, Filling up of Vacancies at Tribunal and Appellate Tribunal, Finality of Orders Constituting Tribunal or an Appellate Tribunal

Jurisdiction, Powers & Authority of Tribunals

Jurisdiction, Powers and Authority of Tribunals, Bar of Jurisdiction of Civil Courts

Procedure of Tribunals

Application to the Tribunal, Appeal to the Appellate Tribunal, Deposit of Amount of Debt Due for Filing Appeal, Procedure and Powers of the Tribunal and the Appellate Tribunal, Limitation

Recovery of Debts Determined by Tribunal and Miscellaneous Provisions

Modes of Recovery of Debts, Validity of Recovery Certificate and Amendment Thereof, Stay and Amendment for Recovery Proceeding and Certificate, Other Modes of Recovery, Application of Certain Provisions of the Income Tax Act, Appeal against the Order of Recovery Officer, Transfer of Pending Cases, Power of Tribunal to Issue Certificate of Recovery in Case of Decree or Order, Chairperson, Presiding Officer and Staff of Appellate Tribunal and Tribunal Public Servants, Protection of Action Taken in Good Faith, Overriding Effect of the Act, Powers to Make Rule

Introduction to the Insolvency and Bankruptcy Code, 2016

Definitions, Coverage, Pillars of IBC, 2016, The Insolvency Resolution Process for Companies and Limited Liability Entities, Corporate Insolvency Resolution Process (CIRP), Initiation of Corporate Insolvency

Resolution Process by a Financial Creditor , Suspension of Initiation of CIRP, Persons not Entitled to Make Application, Time – Limit for completion of Insolvency Resolution Process and withdrawal of application admitted under the Code, Declaration of Moratorium and Public Announcement by the Adjudicating Authority, Appointment/Tenure of the Interim Resolution Professional, Committee of Creditors, Appointment of Resolution Professional, Liquidation, Order of Priority of Payment of Debts , Fast Track Insolvency Resolution Process, Voluntary Liquidation of Corporate Person

The Bankers' Books Evidence Act, 1891

Applicability and Definitions, Conditions in the Printout, Mode of Proof of Certain Entries in Bankers' Books, Case in which Officer of Bank not Compellable to Produce Books, Inspection of Books by Order of Court or Judge, Costs of Application

The Legal Services Authorities Act, 1987: Lok Adalats

Organization of Lok Adalats, Jurisdiction of Lok Adalats, Cognizance of Cases by Lok Adalats, Disposal of Cases by Lok Adalats, Nature of Award of the Lok Adalats and Powers

The Consumer Protection Act, 2019

Definitions, Unfair Contract and Unfair Trade Practice, Central, State and District Consumer Protection Councils, Central Consumer Protection Authority, District, State and National Consumer Disputes Redressal Commission, Ministry of Consumer Affairs, Food and Public Distribution (Department of Consumer Affairs) Notification dated 30th December, 2021, Finality of Orders and Limitation Period, Consumer Mediation Cell

The Law of Limitation

Definitions, Limitation and Its Computation, Computation of the Period of Limitation, Acts Giving Rise to Fresh Period of Limitation, Certain Important Provisions in Schedule to the Limitation Act

Tax Laws

Income Tax, Commodity Transaction Tax, Goods and Services Tax

MODULE D: COMMERCIAL & OTHER LAWS WITH REFERENCE TO BANKING OPERATIONS

Meaning and Essentials of a Contract

Meaning of Contract, Key Components to Form a Contract Essentials of a Valid Contract, Contract Act and Banking

Contracts of Indemnity

Rights of Indemnity Holder, Implied Indemnity, Enforceability of Contract of Indemnity

Contracts of Guarantee

Parties to the Contract, Basic Principles of Contract to be complied, Consideration, The Liability of the Surety, Continuing Guarantee, Death of Surety, Variance in Terms of the Contract, Discharge of Principal Debtor, Forbearance to Sue, Release of One Co-surety does not Discharge Other, Surety can Claim His Dues from the Principal Debtor, Security, Misrepresentation made by the Creditor, Implied Promise by the Principal Debtor to Indemnify the Surety, Co-sureties for the Same Debt, Revocation of a Continuing Guarantee

Contract of Bailment

Meaning of Bailment, Essential Features of Bailment, Bailor Bound to Disclose to the Bailee, Bailee to take care of Goods, Effects of mixing of Goods and Expenses, Duties of the Bailee with regard to Goods, Bailee's Lien

Contract of Pledge

Ingredients of Pledge, Nature of Pledge, Pledge by Way of Hypothecation, Pledge by Pledgee

Contract of Agency

Definition, Contract of Agency, Essential Characteristics of a Contract of Agency, Rules of Agency, Types of Agents, Rights and Duties of the Agent and Principal

Meaning and Essentials of a Contract of Sale

Meaning of some of the Important Terms Defined Under the Sale of Goods Act, 1930, Meaning of Contract of Sale of Goods, Features of Contract of Sale of Goods, Sale and Agreement to Sell, Distinction between a Sale and an Agreement to Sell

Conditions and Warranties

Meaning of Condition and Warranty, Implied Conditions and Warranties

Unpaid Seller

Rights of an Unpaid Seller

Definition, Meaning and Nature of a Partnership

Meaning and Definition of Partnership, Essential Characteristics, Types of Partnership, Limited Liability Partnership (LLP)

Relations of Partners to One Another

General Duties of Partners, Duty to Indemnify the Loss caused by Fraud, Determination of Rights and Duties of Partners by Contract between the Partners, The Conduct of the Business, Mutual Rights and Liabilities, The Property of the Firm, Profits Earned by Partners, Rights and Duties of Partners

Relations of Partners to Third Parties

Partner is an Agent of the Firm, Implied Authority of Partner as Agent of the Firm, Extension and Restriction of Partner's Implied Authority, Partner's Authority in an Emergency, Mode of Action to Bind Firm, Liability of a Partner for Acts of the Firm, Liability of the Firm for Wrongful Acts of a Partner, Liability of Firm for Misapplication by Partners, Holding Out, Rights of Transferee of a Partner's Interest

Minor Admitted to the Benefit of a Partnership

Minor cannot be a Partner, Legal position after the Minor attains majority, Retirement of a Partner, Insolvency of a Partner

Dissolution of a Firm

Dissolution, Dissolution by Agreement, Compulsory Dissolution, Dissolution on the Happening of Certain Contingencies, Dissolution by the Court, Liability for Acts of Partners Done after Dissolution

Effect of Non-Registration

Registration

Definition and Features of a Company

Definition of a Company, Features of a Company, Distinction between a Company and Partnership

Types of Companies

Classifications of Companies on the basis of mode of Incorporation, Classifications of Companies on the basis of Liability, Classifications of Companies on the basis of Public Interest, Holding and Subsidiary Companies

Memorandum of Association and Articles of Association

Memorandum of Association, Articles of Association, Effect of Memorandum and Articles, Distinction between the Memorandum of Association and Articles of Association

Doctrines of Ultra Vires/ Constructive Notice/ Indoor Management

Doctrine of Ultra Vires, Effects of Ultra Vires Transaction, Constructive Notice of Memorandum of Association
and Articles of Association, Effect of the Doctrine of Constructive Notice, Doctrine of Indoor Management

Membership of Company

Who is a Member of a Company? Various Modes of Becoming Member of a Company, Who can be Members of a Company?, Cessation of Membership in a Company, Register of Members, Place of Keeping and Inspection of Register of Members, Rights and Duties (Liabilities) of Members of a Company, Rights of Members

Prospectus

What is a Prospectus? Compliance with Respect to Prospectus, Mis-statements in a Prospectus and Remedies

Directors

Minimum Number of Directors, Appointment of Directors and Proportion of those who are to Retire by Rotation, Ascertainment of Directors Retiring by Rotation and Filing of Vacancies, Right of Persons other than Retiring Directors to stand for Directorship, Additional Directors, Filling of Casual Vacancies among Directors, Consent to the Company, Consent to be filed with Registrar of Companies, Whole-time Director, Qualification Shares, Maximum Number of Directorships, Vacation of Office by Directors, Certain Powers can be exercised only at Meetings of the Board, Restrictions on Powers of Board, Loan to Director, Contracts in which Directors are Interested, Alternate Director, Compensation for Loss of Office.

Limited Liability Partnership Act, 2008

Definitions, A Body Corporate, Partner/Designated Partner, Liabilities of and changes in Designated Partners, Incorporation of a Limited Liability Partnership, Partners and their Relations, Conversion

Transfer of Property Act, 1882

Sale of Immoveable Property, Mortgage of Immoveable Property, Types of Mortgage, Sale without Court Intervention, Enforcement of Mortgages through Court, Leases of Immoveable Property, Actionable Claims

The Right to Information Act, 2005

Applicability, Definitions

Right to Information and Obligations of Public Authorities

Obligations of Public Authorities, Procedure for obtaining Information, Disposal of Request, Appeal, Orders in Appeal, Penalties

Information Technology Act, 2000

Definitions, Electronic Governance, Certifying Authorities, Digital Signature Certificates, Penalties, Appeal, Investigation, Critical Information Infrastructure –Protected System, Application of the Act to Electronic Cheque and Truncated Cheque,

Prevention of Corruption Act, 1988

Definitions, Special Judges, Offences and Penalties, Fixing of Fine, Persons authorized to investigate, Powers to inspect 'Bankers Books', Appeal and Revision