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| **PROGRAM** | **Master of Business Administration** |
| **SEMESTER** | **4** |
| **COURSE TITLE** | **Corporate Restructuring and Valuation** |
| **COURSE CODE** | **04MB0403** |
| **COURSE CREDITS** | **3** |
| **COURSE DURATION** | **42 Hours (42 sessions of 60 minutes each** |

**COURSE OUTCOMES:**

* Understand the various forms of corporate restructuring.
* Evaluate the value of firms undergoing corporate restructuring.
* Estimate value of synergies for valuing firms at the time of corporate restructuring.
* Equip with accounting and tax aspects of M & A.
* Analyze and develop a leader's approach in implementing and integrating the strategies of Merger and acquisition.

**COURSE CONTENTS:**

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| **Unit No** | **Unit / Sub Unit** | **Sessions** |
| **I** | **Basics of corporate restructuring**  Corporate restructuring: Meaning, Reasons for corporate restructuring, Barriers to Restructuring,  **Forms of corporate restructuring**  Mergers and acquisitions: Meaning, Various concepts, Theories of M&A, reverse mergers Strategic alliances: Meaning, reasons  Take Over: Meaning, techniques for takeover, defense tactics of takeover | 8 |
| **II** | **Forms of corporate restructuring**  Demergers: Meaning, Split off, Spin off, Slum sale, Equity carve-out  Employee stock option plan: Meaning, Conditions/features, SEBI guidelines for ESOP Going private and Leverage buyout : Concept, Types of Leverage Buyouts Share buyback: Meaning, SEBI guidelines **Cross border mergers and acquisitions**: Concept, Benefits of Cross Border Acquisitions, Difficulties in Cross Border Acquisition **Due Diligence**: Concept, Types of Due Diligence  **Sources of fund for M & A** | 8 |
| **III** | **Accounting and taxation of Mergers and Acquisitions** (Theory and examples) Accounting standard 14, Methods of accounting, balance sheet restructuring after M & A Provisions of Income Tax Act | 8 |
| **IV** | **Valuation of business: (Theory and examples) Asset Based Valuation** Net Asset Method: Book Value basis, Market value basis, liquidation value basis **Income Based Valuation**: Equity Valuation and Firm Valuation covering Stable growth and two stage growth (FCFE and FCFF models), Dividend Yield Method, Capitalization Method | 10 |
| **V** | **Recent trends in Mergers and Acquisitions**, Contemporary issues in M& A **Practical learning through real Indian cases:** Acquisition of Corus by TATA, Demergers of L&T and Ultratech, Demerger of RTL and RITL, Acquisition of Kotak by ING Vysya bank, Consolidation Dena bank/ Vijya Bank and Bank of Baroda, Acquisitions of Jaguar and Land rover by TATA | 8 |

**EVALUATION:**

The students will be evaluated on a continuous basis and broadly follow the scheme given below:

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|  | **Component** | **Weightage** |
| A | Continuous Evaluation Component (Assignments / Presentations/ Quizzes / Class Participation/ etc.) | 20% (C.E.C.) |
| B | Internal Assessment | 30% (I.A.) |
| C | End-Semester Examination | 50% (External Assessment) |

**SUGGESTED READINGS:**

**Text Books:**

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| **Sr. No** | **Author/s** | **Name of the Book** | **Publisher** | **Edition and Year** |
| T-01 | Prasad G. Godbole | Mergers, Acquisitions and Corporate Restructuring | Oxford | Second edition -2013 |
| T-02 | Rajinder S. Aurora, Kavita Shetty, Sharad Kale | Mergers and Acquisitions | Vikas  Publication | Second Edition - 2012 |
| T-03 | Aswath Damodaran | Damodaran on Valuation | WIley publication | Second edition - 2014 |

**Reference Books:**

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| **Sr. No** | **Author/s** | **Name of the Book** | **Publisher** | **Edition and Year** |
| R-01 | Prasanna Chandra | Financial Management: Theory and Practice | McGraw Hill | 10th edition -2019 |
| R-02 | Pradip Kumar Sinha | Mergers, Acquisitions  and Corporate Restructuring | Himalaya | First edition - 2016 |
| R-03 | Prasanna Chandra | Corporate Valuation: A Guide for Analysts  - Managers and  Investors | McGraw Hill | First Edition - 2014 |