

C. Professional Programme

<i>Paper No.</i>	<i>Group 1</i>	<i>Paper No.</i>	<i>Group 2</i>
1.	Environmental, Social and Governance (ESG) - Principles & Practice Part I - Governance and Sustainability (65 Marks) Part II - Risk Management (20 Marks) Part III- Environment & Sustainability Reporting (15 Marks)	5.	Strategic Management & Corporate Finance Part I - Strategic Management (40 Marks) Part II - Corporate Finance (60 Marks)
2.	Drafting, Pleadings and Appearances Part I - Drafting and Conveyancing (70 Marks) Part II - Pleadings and Appearances (30 Marks)	6.	Corporate Restructuring, Valuation and Insolvency Part I - Corporate Restructuring (40 Marks) Part II - Valuation (20 Marks) Part III - Insolvency, Liquidation & Winding up (40 Marks)
3.	Compliance Management, Audit & Due Diligence Part I - Compliance Management (40 Marks) Part II - Audit & Due Diligence (60 Marks)	7.	Elective 2 (Select one Paper out of 5 Elective Papers)
4.	Elective 1 (Select one Paper out of 4 Elective Papers)		

Mode of Examination : Descriptive

For Elective Papers : Descriptive & Open Book

Duration : 3 Hours (each paper)

Marks : 100 Marks (each paper)

ELECTIVE PAPERS

(Select one paper each from Elective 1 and Elective 2 respectively)

<i>Paper No.</i>	<i>Elective 1</i>	<i>Paper No.</i>	<i>Elective 2</i>
4.1	CSR & Social Governance Part I - Corporate Social Responsibility (50 Marks) Part II - Social Governance (50 Marks)	7.1	Arbitration, Mediation & Conciliation Part I - Arbitration & Conciliation (70 Marks) Part II - Mediation (30 Marks)
4.2	Internal and Forensic Audit Part I - Internal Audit (60 Marks) Part II - Forensic Audit (40 Marks)	7.2	Goods and Services Tax (GST) & Corporate Tax Planning Part I - Goods and Services Tax (GST) (70 Marks) Part II - Corporate Tax Planning (30 Marks)
4.3	Intellectual Property Rights - Law & Practice (100 Marks)	7.3	Labour Laws & Practice (100 Marks)
4.4	Artificial Intelligence, Data Analytics and Cyber Security - Laws & Practice (100 Marks)	7.4	Banking & Insurance - Laws & Practice Part I - Banking Laws (50 Marks) Part II - Insurance Laws (50 Marks)
		7.5	Insolvency and Bankruptcy - Law & Practice (100 Marks)

D. Applicability of latest updates on Examination

The objective of the course is to develop a cadre of Company Secretaries by imparting professional knowledge and training considered pre-requisite for functioning of a Company Secretary - whether in employment or in practice. The syllabus for the examination as set out gives the broad framework within which questions may be asked. The questions may not be necessarily restricted to specific wording or a nomenclature of any terms and legislative enactments contained therein. The field of business being in a constant flux, the candidates are expected to be thoroughly conversant with the latest developments in different areas, amendments to the laws or the corresponding provisions of any statutory modifications or reenactment thereof and judicial pronouncement related and relevant to the stated course content. The candidates are expected to keep track of and have intelligent grasp of the latest developments in

PROFESSIONAL PROGRAMME

GROUP 1

ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) - PRINCIPLES & PRACTICE

Paper - 1

Objective :

- To develop skills of high order so as to provide thorough knowledge and insight into the best Governance Practices, Risk Management, ESG Principles and corporate sustainability reporting, Fundamentals of ESG, Importance of ESG, ESG as business strategy, Key ESG Factors, ESG and Sustainable development, ESG as an investment, ESG Management Systems.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I : Governance and Sustainability (65 Marks)	
1	Conceptual Framework of Corporate Governance: <ul style="list-style-type: none">● Evolution of Corporate Governance● Corporate governance concepts● Corporate Governance Forums● Corporate Governance Codes and international legislative framework on corporate governance● Indian & International concept of Corporate Governance
2	Legislative Framework of Corporate Governance in India: <ul style="list-style-type: none">● Listed Companies● Unlisted Companies● PSUs● Banks and Insurance Companies● Stewardship Code
3	Board Effectiveness: <ul style="list-style-type: none">● Role clarity of Board and Management● Composition and Structure● Duties and Liabilities, Evolution of Jurisprudence● Diversity in Board Room, Selection and Appointment Process● Independent Directors, expectations, liabilities and their role● Code of Conduct● Responsibilities and Effectiveness● Conflict Management● Related Party Transactions● Role of directors' in Prevention of Insider Trading
4	Board Processes through Secretarial Standards
5	Board Committees: <ul style="list-style-type: none">● Composition & Terms of Reference● Roles and Responsibilities
6	Building Better Boards: <ul style="list-style-type: none">● Directors' Training● Development● Familiarization● Board Evaluation● Succession Planning
7	Concept of Governance in professional managed company & promoters driven company
8	Board Disclosures and website disclosures

S. No.	Detailed Contents
9	Data Governance: <ul style="list-style-type: none"> ● Importance of data governance ● Data governance challenges ● Difference between data governance and data management, Implementing an effective data governance framework
10	Stakeholders Rights: <ul style="list-style-type: none"> ● Whistle/ Vigil/ Grievance Redressal Mechanism, Human Rights ● Health and Safety ● Prevention of sexual harassment at workplace ● Attrition Rate ● Supplier code of conduct ● Gender parity ratio at Workforce ● Local procurement, Monetary and non-monetary benefits
11	Business Ethics ● Code of Conduct and Anti-bribery
12	Board's Accountability on ESG
13	Environment: <ul style="list-style-type: none"> ● Environmental Policy ● Environmental Impacts ● Energy Consumption ● Awareness on environment protection, energy conservation and management
14	CSR: <ul style="list-style-type: none"> ● Policy ● Practice ● Need assessment ● Impact assessment ● Mapping Sustainable Development Goals (SDGs) with CSR Programs of the Company, Governance challenges
15	Green Initiatives: <ul style="list-style-type: none"> ● Pollution abatement and testing ● Reduction in Carbon/ CHG Emissions ● Resource efficiency ● Renewable Energy Intensity ● Water Management ● Waste Management
16	Governance Influencers: <ul style="list-style-type: none"> ● ICSI- Corporate Leader in Corporate Governance ● Investor Associations ● Proxy Advisory Firms ● Institutional Investors ● ESG Investment
17	Empowerment of the Company Secretary Profession : <ul style="list-style-type: none"> ● International View & Evolving Role of Company Secretary in 21st Century ● Comparative analysis of law applicable to Governance Professionals in different jurisdictions ● Facilitating innovation in Board Governance ● Role of Company Secretary in ESG.
Part II : Risk Management (20 Marks)	
18	Risk Management: <ul style="list-style-type: none"> ● Risk Identification ● Risk Analysis ● Risk Measurement ● Risk Mitigation ● Risk Elimination ● Importance of Risk Management Committee ● Role of Internal Audit ● Internal control ● Material Risk and Opportunity Assessment ● Reputation Risk ● Climate Risk ● Fraud Risk Management ● Business Continuity Plan with Case Study ● Risk Related Disclosures ● Crisis Management, Disaster Risk Management ● Relationship between Business Continuity Plan, Crisis Management and Disaster Recovery Plan, ESG Risk assessment ● Cyber Risk Management ● Fundamentals of cyber security threats and countermeasures ● Identifying most critical assets and threats ● Assessing Cyber Security Risks ● Implementing a Cyber Risk Management Programme ● Role of CS in Risk Management ● Case studies in Risk Management

S. No.	<i>Detailed Contents</i>
Part III : Environment & Sustainability Reporting (15 Marks)	
19	<ul style="list-style-type: none"> ● Sustainability Audit ● ESG Rating ● Emerging Mandates from Government and Regulators
20	<ul style="list-style-type: none"> ● Integrated Reporting Framework ● Global Reporting Initiative Framework ● Business Responsibility and Sustainability Reporting

GROUP 1

DRAFTING, PLEADINGS AND APPEARANCES

Paper - 2

Objective:

- To equip with practical aspects of drafting various types of agreements, documents, applications to the quasi-judicial bodies including Tribunals and to provide competency for pleading and appearances.

Level of Knowledge: Expert Knowledge

S. No.	<i>Detailed Contents</i>
Part I : Drafting and Conveyancing (70 Marks)	
1	Types of Documents: <ul style="list-style-type: none"> ● Deeds ● Agreements ● Contracts ● Difference between Deeds, Agreements and Contracts ● Circulars ● Public Notices ● Standard Bids and Tenders ● Letter of credit, bank guarantee, and performance guarantee ● Bye Laws ● Show Cause Notices ● Standing Orders ● Bond
2	General principles of Drafting: <ul style="list-style-type: none"> ● Drafting ● Conveyancing ● Distinction between Drafting, Conveyancing and Contract ● General Principles of Drafting all sorts of deeds and conveyancing ● Basic Components of Deeds ● Important Terms and Conditions in the Agreement ● Broad Outlines of deed ● Guidelines for use of particular words and phrases for drafting and conveyancing ● Use of Appropriate words and expressions ● Aids to Clarity and Accuracy ● Endorsements ● Stamping of the Deeds
3	Laws relating to Drafting and Conveyancing: <ul style="list-style-type: none"> ● Communication, acceptance and revocation of proposals ● Essentials of Contracts ● Contingent Contracts ● Recovery of specific immovable property ● Specific Reliefs ● Contracts not specifically enforceable ● Declaratory Decrees ● Sale ● Mortgage ● Lease ● Licence ● Gift ● Actionable Claims ● Compulsory and Optional registration of Documents ● Time and Place of Registration ● Effects of Registration and Non-registration of Documents ● Adjudication and Payment of Stamp Duty ● Law relating to Power of Attorney
4	Drafting of Agreements, Deeds and Documents: <ul style="list-style-type: none"> ● Deeds of Power of Attorney i.e. General Power of Attorney and Special Power of Attorney ● Lease Deed ● License Deed ● Mortgage Deed ● Gift Deed ● Sale Deed and Agreement to sell ● Alternate Dispute Resolution(ADR) Agreements ● Employment Contracts ● Settlement Agreements ● Drafting of Bye-Laws of Societies ● Drafting of Standing Orders ● Reply of Show Cause Notices ● Notice under Section 138 of the Negotiable Instruments Act ● Reply to Legal Notice under Section 138 of Negotiable Instruments Act

S. No.	Detailed Contents
5	Drafting of Commercial Contracts: <ul style="list-style-type: none"> • Limited Liability Partnership Agreement • Joint Venture and Foreign Collaboration Agreements • Joint Development Rights Agreements • Service Agreements • Dealership Contracts • Distributorship Contracts • Franchise Agreements • Outsourcing Agreements • Non-disclosure Agreements • E-Contracts
6	Documents under Companies Act, 2013: <ul style="list-style-type: none"> • Deed of Transfer of Undertakings • Mortgage Deed • Debenture Trust Deed • Share Purchase Agreements • Shareholders Agreements • Underwriting and Brokerage Agreements • Resolutions - Appointment of KMPs, Adoption of Financial Statements, Distribution of Dividend, Corporate Social Responsibility, Inter- corporate Loans, Borrowings and Investment by Company, Approval of Related Party Transactions
7	Art of Opinion Writing: <ul style="list-style-type: none"> • Understanding facts of the case • Application of relevant Legal Provisions to the facts • Research on relevant case Laws • Discussion • Form of Opinion • Opinion writing • Case Study on Opinion writing
8	Commercial Contract Management: <ul style="list-style-type: none"> • Negotiation of best commercial and operational terms with vendors • Create, analyze and execute contracts • Contract-related documents and correspondence • Maintenance of contract documents • Compliance with mandatory provisions • Tracking of contracts and extend, renew, and close • Build and maintain relationships with vendors, clients • Control over any charges for services out of the scope of the contract • Actions in case of Breach of Contracts
Part II : Pleadings and Appearances (30 Marks)	
9	Judicial & Administrative framework: <ul style="list-style-type: none"> • Types of Courts • E-Courts • Types of Tribunals/Quasi-Judicial Bodies • Jurisdiction • Procedures • Reference, Review and Revisions • Applicability of Civil Code on tribunals • Types of Trials • Appellate forums
10	Pleadings: <ul style="list-style-type: none"> • History of Pleadings • Meaning of Pleadings • Object of Pleadings • Fundamental Rules of Pleadings • Suits • Suits for temporary and permanent injunctions • Plaint Structure • Description of Parties • Written Statements • Interlocutory Applications • Petitions • Revision Petitions • Execution Petition and Memorandum of Appeal and Revision • Writ Petition • Special Leave Petitions • Affidavit • Drafting of Affidavit in Evidence • Arguments on Preliminary Submissions/Merits • Legal Pleadings and Written Submissions • Applications • Witness • Improper Admission • Rejection • Appeal • Review • Undertakings • Indemnity Bonds • Legal Notices • Response to Legal Notices
11	Art of Advocacy and Appearances: <ul style="list-style-type: none"> • Professional Etiquettes • Court Craft • Preparatory Points • Duty towards Court, Client and Opponent • Important Principles of Advocacy • Advocacy Tips • Pre-requisites for entering appearances • Appearance Etiquettes

S. No.	Detailed Contents
12	Applications, Petitions and Appeals under Companies Act, 2013: <ul style="list-style-type: none"> • NCLT & NCLAT Rules • Appeal to NCLT against notice of refusal to transfer shares • Application to NCLT for direction for calling the AGM and other meetings • Application for Compromise and Arrangements including mergers and amalgamations • Application in case Oppression and Mismanagement • Application for Class Actions • Application for compounding • Adjudication and E-adjudication • Petition for Winding up • Appeals before NCLAT • Case Studies on Mergers & Amalgamations, Oppression and Mismanagement, Class Action, Compounding, winding up
13	Adjudications and Appeals under SEBI Laws: <ul style="list-style-type: none"> • Adjudicating Authorities • Process including Show Cause notices, Reply, Personal Hearing • SEBI (Procedure for Holding Inquiry and Imposing Penalties) Rules • Penalties • Compounding • Consent Terms • Settlement Proceedings • Appeals to Securities Appellate Tribunal • Constitution and Jurisdiction of Securities Appellate Tribunal(SAT) • Procedure and Powers of SAT • Procedure as per Securities Appellate Tribunal (Procedure) Rules • Adjudication • Appeals • Case Studies on Settlement Proceedings, Insider Trading and Listing Obligation & Disclosure Requirements
14	Appearance before other Regulatory and Quasi-judicial Authorities: <ul style="list-style-type: none"> • Appearing before Tribunals/ Quasi-judicial Bodies such as NCLT/SEBI/CCI/TRAI/Tax Authorities • Appearing before Appellate Tribunals and authorities such as RD/SFIO/ NCLAT/ RBI/ED/Stock Exchange/RERA/RERA Appellate Tribunal/IPR Authorities • Case Study on Corporate Insolvency Resolution Process • Case study on combinations under the Competition Act, 2002

GROUP 1

COMPLIANCE MANAGEMENT, AUDIT & DUE DILIGENCE

Paper - 3

Objectives :

- To develop expertise to monitor compliance with the requirements of laws.
- To equip with the process involved in conducting Audits and to impart knowledge on the process for conducting Due Diligence of various business transactions.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I : Compliance Management (40 Marks)	
1	Compliance Framework: <ul style="list-style-type: none"> • Identification of applicable laws, rules, regulations • Risk Assessment • Responsibility center mapping/ allocation • Escalation & reporting • Creation of Compliance framework and reporting system • Review & Updation • Training & Implementation • Need/benefit/ scope of Compliance Management • Directors' Responsibility Statement • Compliances under Companies Act • Compliance Management Tool • Importance of Compliance Management Tool • Different types of Compliance Management Tools • Case Laws and Case Studies

S. No.	Detailed Contents
2	Documentation & Maintenance of Records: <ul style="list-style-type: none"> ● General principles of good documentation, coding, storage, preservation, safety & retrieval ● Privacy & Control ● Case Laws and Case Studies
3	Signing and Certification: <ul style="list-style-type: none"> ● Various Certification(s) by Company Secretary in Practice ● Pre-certification of Forms ● Signing & Certification of Annual Return ● Corporate Governance Certification ● Signing of Financial Statement ● Obligations and Penal provisions ● Case Laws and Case Studies
4	Legal Framework Governing Company Secretaries: <ul style="list-style-type: none"> ● Power and functions of Company Secretary ● The Company Secretaries Act, 1980 along with Rules and Regulations ● Disciplinary Mechanism and Penalties for Professional Misconduct ● Professional Liabilities
5	Values Ethics and Professional Conduct: <ul style="list-style-type: none"> ● Ethical Practices ● ICSI Code of Conduct ● Fundamental duties of Professional ● Ethical Dilemma ● Recent Disciplinary case studies on Values, Ethics and Professional conduct
6	Non Compliances, Penalties and Adjudications: <ul style="list-style-type: none"> ● Non-Compliances under Companies Act, 2013 ● Penalties and Adjudications ● Prosecution procedures ● Complaint by Registrar and Serious Fraud Investigation Office ● Tribunals ● Case Laws and Case Studies
7	Relief and Remedies: <ul style="list-style-type: none"> ● What is Compounding ● Which Offences can be Compounded ● Which Offences cannot be Compounded ● When Compounding can be done ● Who are the Compounding Authorities/ who can Compound the Offence? ● Mediation and Conciliation ● Case Laws and Case Studies
Part II : Audit & Due Diligence (60 Marks)	
8	Concepts of Various Audits: <ul style="list-style-type: none"> ● Corporate Governance Audit ● Secretarial Audit ● Internal Audit ● CSR Audit ● Takeover Audit ● Insider Trading Audit ● Industrial and Labour Laws Audit ● Cyber Audit ● Environment Audit ● Systems Audit ● Forensic Audit ● Social Audit
9	Audit Engagement: <ul style="list-style-type: none"> ● Auditing Standard on Audit Engagement (CSAS-1) ● Audit Engagement Process ● Audit Fee ● Limit on Audit Engagements ● Conflict of interest ● Confidentiality ● Changes in terms of Engagement ● Case Laws and Case Studies
10	Audit Principles and Techniques: <ul style="list-style-type: none"> ● Audit Techniques, Examination and its Process ● Enquiry ● Confirmation ● Sampling ● Compliance test of Internal Control System ● Substantive Checking ● Verification of documents/ records ● Creation of Audit Trails ● Analysis of Audit findings ● Case Laws and Case Studies

S. No.	Detailed Contents
11	<p>Audit Process and Documentation :</p> <ul style="list-style-type: none"> ● Auditing Standard on Audit Process and Documentation (CSAS-2) ● Audit Planning ● Risk Assessment ● Information about the Auditee ● Audit Check-lists ● Collection and Verification of Audit Evidence ● Third Party Confirmation ● Analysis of Audit Evidence ● Documentation ● Record Keeping and Retention ● Case Laws and Case Studies
12	<p>Forming an Opinion & Reporting:</p> <ul style="list-style-type: none"> ● Auditing Standard on Forming of Opinion (CSAS-3) ● Process of Forming of Opinion ● Precedence and Practice ● Third Party Report or Opinion ● Form of an Opinion ● Limitation ● Auditor's Responsibility ● Management Representation Letter ● Discussion with Management ● Format of Report ● Audit Report and drafting of qualification ● sharing of draft report with Management ● Signing of Audit Report and Submission ● Case Laws and Case Studies
13	<p>Secretarial Audit:</p> <ul style="list-style-type: none"> ● Auditing Standard on Secretarial Audit (CSAS-4) ● Concept & Advantages ● Legal Provisions ● Risk of Secretarial Auditor ● Code of Conduct ● Scope of Secretarial Audit ● Identification and Segregation of applicable Laws ● Verification of corporate conduct and compliance of Laws ● Board Composition ● Board Processes ● System and Process ● Detection of Fraud ● Reporting of Fraud ● Identification and Reporting of the events/actions having major bearing on Auditee's affairs ● Impact of Audit Report ● Case Laws and Case Studies
14	<p>Internal Audit & Performance Audit:</p> <ul style="list-style-type: none"> ● Objective & Scope ● Internal Audit Techniques ● Appraisal of Management Decisions ● Performance Assessment ● Internal Control Mechanism ● Case Laws and Case Studies
15	<p>Peer Review Audit and Quality Review Audit:</p> <ul style="list-style-type: none"> ● Peer Review ● Monitoring of Certification and Audit Work by Quality Review Board ● Case Laws and Case Studies
16	<p>Due Diligence:</p> <ul style="list-style-type: none"> ● Overview and Introduction to Due Diligence ● Scope of Due Diligence ● Stages and Process of Due Diligence ● Techniques of Due Diligence and Risk Assessment ● Types of Due Diligence : Legal Due Diligence; Financial Due Diligence; Bank Due Diligence ● Case Laws and Case Studies

SELECT ONE PAPER FROM ELECTIVE 1

Elective 1

CSR AND SOCIAL GOVERNANCE

Elective Paper - 4.1

Objective :

- To provide indepth and practical knowledge in Corporate Social Responsibility and Social Governance.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I : Corporate Social Responsibility (50 Marks)	
1	Corporate Social Responsibility : <ul style="list-style-type: none">● Concept of CSR ● Principles of CSR ● Corporate Social Responsibility : Indian Legislative Framework ● Corporate Social Responsibility : An International Perspective
2	CSR Policy : <ul style="list-style-type: none">● CSR & Permissible Activities: A Detailed Study ● CSR Policy ● CSR Committee
3	CSR Projects & Implementation Agency : <ul style="list-style-type: none">● Identification ● Evaluation & Monitoring ● Leveraging Technology & IT Tools
4	Social Impact Assessment & CSR Audit <ul style="list-style-type: none">● GST issues & challenges ● Accounting and Taxation Aspects ● Impact Measurements
5	Guidelines on CSR : <ul style="list-style-type: none">● Guidelines on CSR and Sustainability for Central Public Sector Enterprises (CPSEs) ● CSR in Insurance Companies ● CSR in Banking Companies
6	CSR and Sustainable Development Goals : <ul style="list-style-type: none">● CSR and Corporate Governance ● CSR as Organizational Brand Building ● Factors influencing CSR
7	Impact of CSR : <ul style="list-style-type: none">● Interlinkages / impact of CSR on other arms of business ● Branding & Value addition● CSR Impact Assessment : Models and Approaches ● CSR Impact Assessment Reporting
Part II : Social Governance (50 Marks)	
8	Social Governance: <ul style="list-style-type: none">● Introduction ● Company's behaviour regarding social issues includes: Employment equality, Employee health and safety and gender diversity, Product safety concerns and liability, Human rights & its development

S. No.	Detailed Contents
9	Social Stock Exchange : <ul style="list-style-type: none"> ● Eligibility of social enterprises ● Registration ● Instruments available For-Profit Social Enterprise (FPEs) ● Social Impact Funds, Disclosure Requirements ● Social Audit
10	Contribution of Non-Corporate Entities (NCE) in Social Governance: <ul style="list-style-type: none"> ● Importance of NCE in Social Governance & National Development ● Types of Non Corporate Entities ● Characteristics of Non Corporate Entities ● Ownership Structure ● Good Governance Initiatives in Local Governments ● Regulatory Framework, Registration & Taxation aspects pertaining to Non Corporate Entities ● International aspects of Non Corporate Entities
11	Societies and Trusts : <ul style="list-style-type: none"> ● Introduction ● Registration ● Procedure for Registration ● Rules and Regulations ● Society May Make Bye-laws Essential Governance Practices in the Management Committee ● Essential Governance Practices in the Meetings of the Governing Council ● Amendment or Alteration ● Amalgamation or Division of the Society ● Dissolution of Society ● Registrar of Societies - Powers & Duties ● Offences and Penalties ● Regulatory Aspect of Trust ● Governance Practices in Trust ● Doctrine of Cypres ● Extinction of a Trust ● Revocation of a Trust ● State Cooperative Societies
12	Partnership Firms: <ul style="list-style-type: none"> ● Introduction ● Partnership Deed ● Classification of Partnership ● Partnership Property ● Relation of Partners to one another ● Rights of Partners ● Duties of Partners ● Extent of Partners' Liability ● Dissolution of the Firm ● Registration of the Firm ● Effects of Non-registration ● Governance Principle of Partnership Firm ● Specific Performance of Partnership Agreement
13	Model Code for Meetings of Non-Corporate Entities: <ul style="list-style-type: none"> ● Convening a Meeting ● Frequency of Meeting ● Quorum ● Attendance at the Meeting ● Chairman ● Notice of Meetings ● Agenda Item ● Adjournment of Meeting ● Passing of Resolution by Circulation ● Modification or cancellation of resolutions/decisions ● Minutes of the Meeting
14	Financial and Non-financial Reporting of Different non-corporate Entities : <ul style="list-style-type: none"> ● Financial Statements of Non-Corporate Entities ● Applicability of accounting standards ● Annual Return/Report disclosure requirements by Non-Corporate Entities under different legislations ● Audit of Different Non-Corporate Entities
15	Foreign Funding to Non-Corporate Entities : <ul style="list-style-type: none"> ● Types of Non-Corporate Entities entitle to receive foreign grant/funds ● Registration with FCRA Division of the Ministry of Home Affairs ● Governance of Association received Foreign funds, Filing of Returns by Non-Corporate Entities received foreign funding
16	Local Self Governance : <ul style="list-style-type: none"> ● Authority under Gram Panchayat Convening a meeting, Frequency & Quorum for the Meeting of the Gram Panchayat ● Minutes of the meeting of the Gram Panchayat ● Inspection & Preservation of Minutes. Functions of the Secretary ● Governance Practices in the Gram Panchayat ● Municipal Corporation & Notified Area Council ● Governance Practices in the Corporation/Council

INTERNAL AND FORENSIC AUDIT

Elective Paper - 4.2

Objective:

- To provide skills and knowledge required to conduct Internal Audit and open new vistas of opportunities for Company Secretaries in the field of internal auditing as well as to add tangible value to their organisations.
- To understand and analyse the concept of Corporate Fraud and Forensics Audit in the contemporary world along with the legal mechanism to counter the corporate fraud and understanding Forensic Audit and its methods.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I : Internal Audit (60 Marks)	
1	Internal Audit: Introduction & Overview : <ul style="list-style-type: none"> ● Definition, Key Concept, Purpose, Authority and Responsibility of Internal Auditing ● Internal Auditor vs. External Auditor ● Types of Internal Audit ● Qualification and Appointment of Internal Auditor ● Strategic and Operational Role of Internal Auditor
2	Practices related to Internal Auditing : <ul style="list-style-type: none"> ● Laws, Standards and Regulations on Internal Auditing - National and International ● Internal Auditing Practices ● Corporate / Organizational Governance Principles ● Code of Ethics
3	Internal Controls : <ul style="list-style-type: none"> ● Meaning and Definition of Internal Control ● Dimensions of Internal Control ● Types of Controls (Preventive, detective, input, output) ● Internal Control Techniques ● Internal Control Frameworks (COSO, Cadbury) ● Role of Internal Auditors in Implementation of Internal Controls ● Examine the effectiveness and efficiency of internal controls ● Fraud Risk Awareness ● Risk Management ● Recommend controls to prevent and detect fraud and educate to improve the organization's fraud awareness
4	Internal Audit Engagements and Planning : <ul style="list-style-type: none"> ● Plan Engagements ● Supervise Engagement ● Communicate Engagement Results ● Monitor Engagement Outcomes ● Audit Planning and Stages for Internal Audit Planning
5	Internal Audit Tools and Techniques : <ul style="list-style-type: none"> ● Data Gathering ● Data Analysis, Interpretation and Reporting ● Documentation / Work Papers ● Process Mapping including Flowcharting ● Steps in evaluation and its techniques ● Use of Sampling Techniques and its tests ● Flowcharts and Internal Control Questionnaires ● Automation

S. No.	Detailed Contents
6	Internal Audit of Specific Functions : <ul style="list-style-type: none"> ● Internal Audit of Purchase & Inventory Management ● Internal Audit of Production and Operations ● Internal Audit of Finance and Accounts ● Internal Audit of Human Resources ● Internal Audit of Sales & Marketing ● IT System Audit
7	Special Points relating to Internal Audit in various entities : <ul style="list-style-type: none"> ● Banking Companies ● Insurance Companies ● Cooperative Societies ● Public Sector Undertakings ● Partnership ● Shipping Companies ● Electric Supply Company ● Hotels ● Hospital ● Others
8	Reporting under Internal Audit : <ul style="list-style-type: none"> ● Observation Formulation ● Report Writing ● Monitoring Closure of Issues ● CARO - Companies (Auditors Report) Order
9	Emerging Issues and Challenges : <ul style="list-style-type: none"> ● Financial Accounting and Funding Risks ● Business related Challenges ● Project Management/ Organizational Change ● In-house vs. Outsourcing Audit Assignments ● Emerging Issues
Part II : Forensic Audit (40 Marks)	
10	Basic Concepts of Forensic Audit: <ul style="list-style-type: none"> ● Introduction ● Need and Objectives of Forensic Audit ● Fundamentals of Forensic Audit ● What is Fraud ● Kinds of Frauds ● Forensic Audit vis-a-vis Audit ● Modern Day Scenario
11	Audit and Investigations: <ul style="list-style-type: none"> ● Tools for handling Forensic Audit ● Investigation Mechanism ● Field Investigations ● Methods of Investigations ● Red Flags ● Green Flags ● Financial Statement Analysis
12	Forensic Audit: Laws and Regulations: <ul style="list-style-type: none"> ● Information Technology and Business Laws ● International Laws and Practices ● UK Bribery Act ● US Foreign Corrupt Practices Act ● Indian Laws ● ICSI Anti Bribery Code
13	Forensic Audit and Indian Evidence Law: <ul style="list-style-type: none"> ● Finding Facts ● Relevant Facts ● Admission of Evidence ● Methods to Prove Cases
14	Cyber Forensics: <ul style="list-style-type: none"> ● Introduction to Cyber Crime ● International Guidance to Cyber Forensics Laws ● Digital Forensics and Cyber Laws ● Introduction to Data Extraction ● Digital Forensics and Cyber Crime ● Ethical Hacking ● Digital Incident Response ● Case Laws: Indian and International
15	Fraud Detecting Techniques: <ul style="list-style-type: none"> ● Early Warning Indicators of fraud, Money laundering, misconduct ● General Audit Techniques ● Statistical & Mathematical Techniques ● Technology Based/ Digital Forensics Techniques ● Data mining techniques ● Willful defaults and Corporate Insolvency & Bankruptcy - emerging Forensic audit aspects

INTELLECTUAL PROPERTY RIGHTS - LAW & PRACTICE

Elective Paper - 4.3

Objective:

- To impart expert knowledge on the laws governing the Intellectual Property Rights, various organisations actively involved in Intellectual Property Rights related matters and their role in upholding the interests of the stakeholders by preventing infringement of intellectual property laws and other critical facets.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
1	<p>Introduction :</p> <ul style="list-style-type: none"> • Concept of Property vis-à-vis Intellectual Property • Concept of Property and Theories of Property - An Overview • Theories of Intellectual Property Rights • Meaning • Relevance • Business Impact • Protection of Intellectual Property • Intellectual Property as an Instrument of Development • Need for Protecting Intellectual Property - Policy Consideration - National and International Perspectives • Competing Rationales for Protection of Intellectual Property Rights • Intellectual Property Rights as Human Right • Determining Financial Value of Intellectual Property Rights • Negotiating Payments Terms in Intellectual Property Transaction • Intellectual Property Rights in the Cyber World • Paris Convention • Patent Cooperation Treaty • WTO- TRIPS • Harmonisation of CBD and TRIPs
2	<p>Types of Intellectual Property :</p> <ul style="list-style-type: none"> • Origin and Development - An Overview • Copyrights • Trademarks • Patents • Designs • Utility Models • Trade Secrets and Geographical Indications • Bio-Diversity and IPR • Case Studies / Case Laws related to Intellectual Property Rights
3	<p>Role of International Institutions :</p> <ul style="list-style-type: none"> • Introduction to the leading International Instruments concerning Intellectual Property Rights • The Berne Convention - Universal Copyright Convention • The Paris Convention • Patent Co-operation Treaty • TRIPS • The World Intellectual Property Organization (WIPO) and the UNESCO
4	<p>Indian Patent Law and its Developments:</p> <ul style="list-style-type: none"> • An Overview • Concept of Patent • Product / Process Patents & Terminology • The Patents Act, 1970 • Amendments to the Patents Act • Patentable Subject Matter • Patentability Criteria • Duration of Patents - Law and Policy Consideration • Elements of Patentability - Novelty and Non Obviousness (Inventive Steps and Industrial Application) • Non - Patentable Subject Matter • Procedure for Filing of Patent Application and types of Applications • Procedure for Opposition • Revocation of Patents • Ownership and Maintenance of Patents • Assignment and licensing of Patents • Working of Patents - Compulsory Licensing • Patent Agent - Qualification and Registration Procedure • Software and Business Method Patenting in India & other Jurisdiction • Patentable Inventions with Special Reference to Biotechnology Products entailing Creation of New Forms of Life • Case Studies / Case Laws related to Patent Laws

S. No.	Detailed Contents
5	<p>Patent Databases & Patent Information System :</p> <ul style="list-style-type: none"> ● Patent Offices in India ● Importance of Patent Information in Business Development ● Patent search through Internet ● Patent Databases
6	<p>Patent Documentation, Examination and Infringement :</p> <ul style="list-style-type: none"> ● Lab Notebooks/Log Books/Record Books ● Methods of Invention Disclosures ● Patent Application and its Contents ● Writing of the Patent Document ● Publication of Patent Applications ● Request for Examination ● Process for Examination & Prosecution ● Reissue & Re-examination ● Literal Infringement ● Doctrine of Equivalence and Doctrine of Colourable Variation ● Contributory Infringement ● Defences to Infringement including Experimental Use ● Inequitable Conduct ● Patent Misuse ● Legal Aspects (Act, Rules, and Procedures)
7	<p>Trademarks :</p> <ul style="list-style-type: none"> ● Introduction to Trademarks ● The rationale of protection of trademark as (a) an aspect of commercial and (b) of consumer rights ● Definition and concept of Trademarks ● Kinds of marks (brand names, logos, signatures, symbols, well known marks, certification marks and service marks) ● International Legal Instruments on Trademarks ● Indian Trademarks Law (The Trade and Merchandise Marks Act, 1958 and Trademarks Act, 1999) ● Non Registrable Trademarks ● Procedure for Registration of Trademarks ● Opposition Procedure ● Procedural Requirements of Protection of Trademarks ● Content of the Rights ● Exhaustion of Rights ● Assignment / Transmission / Licensing of Trademarks ● Infringement of Trademarks and Right of Goodwill ● Passing off Action ● Offences and Penalties ● International Conventions - Madrid Protocol ● Domain Names - Domain Names and Effects of New Technology (Internet) ● WIPO Internet Domain Name Process ● Case Studies / Case Laws related to Trade Marks
8	<p>Copyrights :</p> <ul style="list-style-type: none"> ● Introduction to Copyright - Conceptual Basis ● International Protection of Copyright and Related rights - An Overview (International Convention/Treaties on Copyright) ● Nature of Copyright ● Indian Copyright Law ● The Copyright Act, 1957 with its amendments ● Copyright works ● Author & Ownership of Copyright ● Rights Conferred by Copyright ● Assignment ● Transmission ● Licensing of Copyrights ● Neighbouring Rights ● Infringement of Copyrights ● Remedies & Actions for Infringement of Copyrights ● Copyright Societies, Office, Board, Registration of Copyrights & Appeals ● International Conventions ● Copyright pertaining to Software/Internet and other Digital media ● Remedies, especially, possibility of Anton Pillar Injunctive Relief in India ● Case Studies / Case Laws related to Copyrights
9	<p>Industrial Designs :</p> <ul style="list-style-type: none"> ● Need for Protection of Industrial Designs ● Subject Matter of Protection and Requirements ● What is a Registrable Design ● What is not a Design ● Novelty & Originality ● Procedure for Registration of Designs ● Copyright under Design ● Assignment ● Transmission ● Licenses ● Procedure for Cancellation of Design ● Infringement ● Remedies

S. No.	Detailed Contents
10	<p>Geographical Indications :</p> <ul style="list-style-type: none"> ● Concept of Appellations of Origin ● Indication of Source and Geographical Indication ● International Conventions/Agreements ● The Geographical Indications of Goods (Registration and Protection) Act, 1999 ● Procedure for Registration ● Duration of Protection and Renewal ● Infringement, Penalties and Remedies ● Case Studies / Case Laws related to Geographical Indication
11	<p>Layout- Designs of Integrated Circuits :</p> <ul style="list-style-type: none"> ● The Semiconductor Integrated Circuits Layout-Design Act, 2000 ● Conditions and Procedure for Registration ● Duration and Effect of Registration ● Assignment and Transmission
12	<p>Protection of Trade Secrets :</p> <ul style="list-style-type: none"> ● Meaning of trade secrets ● Elements of a trade secret ● Best Practices of trade secret protection ● Regulatory framework of trade secrets ● Case Studies / Case Laws related to Infringement of Protection of Trade Secret
13	<p>Biological Diversity :</p> <ul style="list-style-type: none"> ● Introduction ● Significance of biological diversity ● Genetic Diversity ● Species Diversity ● Ecological Diversity ● Biodiversity Agreements ● Impact on Human Beings ● Case Studies / Case Laws related to Biological Diversity
14	<p>Protection of Plant Varieties:</p> <ul style="list-style-type: none"> ● Protection of Plant Varieties and Farmers' Rights Authority/Registry ● Registration of Plant Varieties and Essentially Derived Variety ● Duration And Effect of Registration And Benefit Sharing ● Farmers' rights & compulsory licence ● Case Studies / Case Laws related to Protection of Plant Varieties
15	<p>Business Concerns in Commercializing Intellectual Property Rights :</p> <ul style="list-style-type: none"> ● Competition and Confidentiality Issues ● Antitrust Laws ● Assignment of Intellectual Property Rights ● Technology Transfer Agreements ● Intellectual Property Issues in the Sale of Business ● Care & Maintenance of Confidential Information ● Legal Auditing of Intellectual Property ● Due Diligence of Intellectual Property Rights in a Corporate Transaction ● Management and Valuation of Intellectual Property ● Case Studies / Case Laws related to Commercialization of Intellectual Property Rights

ARTIFICIAL INTELLIGENCE, DATA ANALYTICS AND CYBER SECURITY - LAWS & PRACTICE

Elective Paper - 4.4

Objective:

- To provide skills of high order regarding digital technological developments in emerging economic environment.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I : Legal & Compliance Perspective	
1	Artificial Intelligence (“AI”) - Introduction and Basics : <ul style="list-style-type: none"> ● Introduction: Meaning and Definition ● Emergence of AI in modern IT world ● ChatBots and Virtual Assistance: Boon or Bane ● Need and Significance for AI in cyberspace ● Challenges and Opportunities of AI ● AI and Cyber Security ● AI vs. Ethics and Morality ● AI vs. Law and Compliance ● Case Studies
2	Cyber Security : <ul style="list-style-type: none"> ● Cyber Security ● Cyber Security Techniques ● Challenges and Restrictions ● Cyber Security Policies - National and International ● International Convention on Cyberspace ● Cyber Security: Legal and Compliance Assessment
3	Cyber Threats and Cyber Laws : <ul style="list-style-type: none"> ● Introduction ● Cyber Threats - Cyber Warfare - Cyber Crime - Cyber Terrorism ● Types of Cyber Threats/ Attacks ● Cyber Threat Hunting and Digital Forensics ● Digital Intellectual Property ● Liability of online platforms ● Laws applicable to AI and Cyber Laws - Information Technology Act, 2000 ● Overview of IT Act, 2000, The important provisions of IT Act, 2000, Positive and negative aspects of IT Act, 2000, Information Technology Rules (IT Rules), Companies Act, 2013, Indian Penal Code, 1860, Cyber security Framework (NCFS), Data Protection and AI: Laws and Regulations
4	Cyber Crimes and Investigation Procedures : <ul style="list-style-type: none"> ● Computer Forensics and Digital Evidence ● Security Audit
5	Regulatory Framework on AI, Cyber Security and Cyberspace : <ul style="list-style-type: none"> ● E-Governance in India ● RBI Regulations governing AI, Cyber Security and Cyberspace ● SEBI Regulations governing AI, Cyber Security and Cyberspace ● International Principles governing AI, Cyber Security and Cyberspace ● Other Applicable Regulatory Framework
6	Data Analytics and Law : <ul style="list-style-type: none"> ● Introduction to Data Analytics ● Introduction to Legal Analytics ● Introduction to Machine Learning for Lawyers ● Quantitative Legal Prediction vis-à-vis Business of Law ● Bias/ Variance, Precision/Recall & Dimensionality ● Overfitting, Underfitting, & Cross-Validation ● Logistic Regression and Maximum Likelihood ● Triple C Theory and Data Assessment ● Network Analysis and Law

S. No.	Detailed Contents
Part II : Technological Perspective	
7	Computer Hardware and Software : <ul style="list-style-type: none"> ● An Introduction - Computer System Concept, Types, Categories and Emerging Technologies ● Components of a Computer System ● Primary and Secondary Storage ● Computer Storage Capacities ● Computer Peripherals - Inputs, Output and Storage Devices ● Computer Software: An Introduction ● Software Trends ● Multi-Programming, Multi-Processing, Time Sharing, Batch Processing ● On-Line and Real Time Processing ● Application Software
8	Network Basics and Security : <ul style="list-style-type: none"> ● Intranets ● Extranets ● Internet ● Networking concepts OSI models TCP/IP model ● Ports ● Secure protocols ● Common network attacks ● Network Devices Hubs ● Bridges Switch ● Security Devices ● Firewall
9	Softwares and Software Security
10	Database Management : <ul style="list-style-type: none"> ● Data Base Concepts ● Data Structure ● Data Base Management System ● Data Base Files ● Data Mining and Warehousing
11	Data Analytics : <ul style="list-style-type: none"> ● Data Recovery Tools ● Data Recovery Procedures and Ethics ● Gathering Evidence-Precautions, Preserving and safely handling original media for its admissibility ● Document a Chain of Custody and its importance ● Complete time line analysis of computer files based on file creation, file modification and file access ● Recover Internet Usage Data ● Data Protection and Privacy ● Recover Swap Files/Temporary Files/Cache Files ● Introduction to Encase Forensic Edition, Forensic Toolkit ● Use computer forensics software tools to cross validate findings in computer evidence-related cases
12	Information Systems : <ul style="list-style-type: none"> ● Systems - An Overview ● Features and Qualities of Information ● Types of Information ● Process of Generating Information ● Value and Cost of Information ● Information Needs a Various Levels of Management ● Factors Influencing Information Needs ● Information System Activities ● Types of Information Systems ● Information Systems in Business Management ● Recent Trends in Information System
13	Management Information Systems - An Overview : <ul style="list-style-type: none"> ● Concept, Evolution and Elements ● Structure ● Computerized MIS ● Approaches of MIS ● Development ● Pre-requisites of an Effective MIS ● MIS and Decision Support Systems ● MIS and Information Resource Management ● Artificial Intelligence and Expert System
14	Enterprise Resource Management
15	Internet and Other Technologies : <ul style="list-style-type: none"> ● Applications of Internet ● Internet Protocols ● E-Commerce ● Nature, Types (B2B, B2C, C2C) ● Supply Chain Management ● CRM, Electronic Data Interchange (EDI) ● Electronic Fund Transfers (EFT) ● Digital Currency ● Block Chain Technology ● Payment Portal ● E-Commerce Security - Mobile Commerce ● Bluetooth and Wi-Fi

GROUP 2

STRATEGIC MANAGEMENT & CORPORATE FINANCE

Paper - 5

Objectives :

- To enable students to acquire multidimensional skills as to equip them to comprehend the process of strategy formulation.
- To provide the practical and procedural knowledge on various sources of finance available to corporates at their various stages of journey and the legislative framework for raising such funds.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I : Strategic Management (40 Marks)	
1	Introduction to Strategic Management : <ul style="list-style-type: none">● Basic concepts of corporate strategy and the strategic framework● Strategic Leadership● Functions and Importance for Professionals like Company Secretaries● Board of Directors and Corporate Social Responsibility● Corporate Governance code and laws
2	Analyzing the External and Internal Environment: <ul style="list-style-type: none">● Overview-Meaning & Process● Environmental Influences of Business Characteristics and Components of Business Environment● External Environmental analysis● Internal Corporate analysis● Factors of Micro & Macro Environment of Business Competitive Environment● Porter's Five Force Model
3	Business Policy and Formulation of Functional Strategy: <ul style="list-style-type: none">● Introduction to Business Policy● Strategic Decision Model● Aligning the Vision, Mission● Objectives and Goals● Strategic Levels of the Organization● Formulation of Functional Strategy-Formulation of Financial, Marketing, Production, Human Resource and Logistics strategies
4	Strategic Analysis and Planning: <ul style="list-style-type: none">● Situational Analysis● Strategic Choices-SWOT and TOWS Analysis● PERT (Programme Evaluation Review Technique) and CPM (Critical Path Method), 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
5	Competitive Positioning : <ul style="list-style-type: none">● Business level competitive strategies● Cost leadership strategy● Differentiation strategy● Issues in Strategy Implementation● Strategic enablers, Strategic risk and related issues● Strategic Leadership and its forms● Establish a strategic mind-set to diagnose problems and make recommendations● E-Business and Strategy

S. No.	Detailed Contents
6	<p>Managing the Multi-Business firm and Analyzing Strategic Edge</p> <ul style="list-style-type: none"> ● Case Studies from the Indian context to establish a strategic mindset to diagnose problems and make recommendations
Part II : Corporate Finance (60 Marks)	
7	<p>Sources of Corporate Funding:</p> <ul style="list-style-type: none"> ● Equity Shares ● Preference Shares, ● Venture Capital ● Alternative Investment Funds, ● Angel Funds ● Debentures ● Bonds ● Loan from financial institutions ● Foreign Funding ● Foreign Direct Investment (FDI) & Foreign Institutional Investment (FII) ● External Commercial Borrowings (ECB) ● Private Equity ● Securitization
8	<p>Raising of Funds from Equity and Procedural aspects:</p> <p>(a) Public Funding</p> <ul style="list-style-type: none"> ● Initial Public Offer (IPO) ● Further Public Offer (FPO) ● Preferential Allotment ● Private Placement ● Qualified Institutional Placement ● Institutional Private Placement ● Offer for Sale ● Rights Issue ● Fast Track Issue ● Green Shoe Option <p>(b) Sources of Funds for Mega projects</p> <ul style="list-style-type: none"> ● Real Estate Investment Trust (REIT) ● Infrastructure Investment Trust (InvIT) <p>(c) Private funding</p> <ul style="list-style-type: none"> ● Venture Capital ● Alternative Investment Fund ● Angel Funds ● Seed Funding ● Private Equity <p>(d) Non Fund based</p> <ul style="list-style-type: none"> ● Bonus issue ● Sweat Equity ● ESOP <p>(e) An overview on Listing and Issuance of Securities in International Financial Services Centre</p>
9	<p>Raising of Funds from Debt and Procedural aspects:</p> <p>(a) Indian Fund Based</p> <ul style="list-style-type: none"> ● Debentures ● Non-Convertible Securities ● Public Deposits ● Bonds ● Bank Finance ● Promoter Funding ● Working Capital Finance - Overdrafts ● Cash Credits Bill Discounting ● Factoring ● NBFCs Funding <p>(b) Indian Non Fund Based</p> <ul style="list-style-type: none"> ● Letter of Credit ● Bank Guarantee ● Stand by Letter of Credit etc.
10	<p>Foreign Funding-Institutions:</p> <ul style="list-style-type: none"> ● International Finance Corporation (IFC) ● Asian Development Bank (ADB) ● International Monetary Fund (IMF) ● World Bank

S. No.	<i>Detailed Contents</i>
11	Foreign Funding-Instruments, laws and Procedures: <ul style="list-style-type: none"> • External Commercial Borrowing (ECB) • American Depository Receipt (ADR)/Global Depository Receipt (GDR) • Foreign Currency Convertible Bonds (FCCB) • Foreign Currency Exchangeable Bonds (FCEB)
12	Role of Intermediaries in fund raising: <ul style="list-style-type: none"> • Investment Advisor • Merchant Banker • Portfolio Manager and Role of Company Secretary
13	Project Evaluation: <ul style="list-style-type: none"> • Factors affecting the cost of project • Project appraisal through feasibility and Due Diligence (Technical, Financial, and Legal) • Project viability and research on innovation • Regulatory Authorities/ agencies • Risk Assessment and mitigation • Credit Risk Management in Project Finance, Preparation of detailed project report

GROUP 2

CORPORATE RESTRUCTURING, VALUATION AND INSOLVENCY

Paper - 6

Objective :

- To provide legal, procedural and practical aspects of Corporate Restructuring, Valuation, Insolvency, Liquidation & Winding-up.

Level of Knowledge : Expert Knowledge

S. No.	<i>Detailed Contents</i>
Part I : Corporate Restructuring (40 Marks)	
1	Types of Corporate Restructuring: <ul style="list-style-type: none"> • Key definitions, Compromises, Arrangements, Mergers & Amalgamations • Demergers & Slump Sale, Business Sale • Joint Venture, Strategic Alliance, Reverse Merger • Disinvestment • Financial Restructuring (Buy-back, Alteration & Reduction)
2	Acquisition of Company/ Business: <ul style="list-style-type: none"> • Acquisition of Company • Takeover of Listed Companies : Legal Framework, Process & Compliances
3	Planning & Strategy: <ul style="list-style-type: none"> • Case Studies pertaining to Merger, Amalgamation, Restructuring • Studies of Judicial pronouncements • Planning relating to acquisitions & takeovers • Protection of minority interest • Succession Planning • Managing Family Holdings through Trust

S. No.	Detailed Contents
4	Process of M&A transactions: <ul style="list-style-type: none"> • Key Concepts of M&A • Law & Procedure • M&A Due Diligence • M&A Valuation • M&A Structure finalization • Post transaction integration
5	Documentation-Merger & Amalgamation: <ul style="list-style-type: none"> • Drafting of Scheme • Drafting of Notice and Explanatory Statement • Drafting of Application & Petition
6	Accounting in Corporate Restructuring: Concept and Accounting Treatment: <ul style="list-style-type: none"> • Methods of 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: <ul style="list-style-type: none"> • Capital Gain • Set-off and carry forward under Income Tax Act • Deemed Dividend • Payment of Stamp Duty on scheme, payment of stamp duty on movable and immovable properties
8	Regulation of Combinations: <ul style="list-style-type: none"> • Regulation of combinations under the Competition Act • Kinds of combinations • Exempted combinations • Concept of relevant market and its importance • Determination of combinations and any appreciable adverse effect • Role of CCI
9	Regulatory Approvals of Scheme: <ul style="list-style-type: none"> • From CCI, Income Tax, Stock Exchange, SEBI, RBI, RD, ROC, OL, Sector Regulators such as IRDA, TRAI, etc.
10	Fast Track Mergers: <ul style="list-style-type: none"> • Small companies • Holding and wholly owned companies
11	Cross Border Mergers
Part II : Valuation (20 Marks)	
12	Overview of Business Valuation: <ul style="list-style-type: none"> • Genesis of Valuation • Need for Valuation • Hindrances/ Bottlenecks in Valuation • Business Valuation Approaches • Principles of Valuation (Cost, Price and Value)
13	Valuation of Business and Assets for Corporate Restructuring: <ul style="list-style-type: none"> • Type of Valuations • Valuation Principles & Techniques for Merger • Amalgamation, Slump Sale, Demerger • Principles & Techniques of Reporting • Relative Valuation and Swap Ratio
Part III : Insolvency, Liquidation & Winding Up (40 Marks)	
14	Insolvency: <ul style="list-style-type: none"> • Historical Background • Pillars of IBC, 2016 [IBBI, IPA, IP, AA, IU] • Key Definitions and Concepts • Insolvency Initiation/Resolution under sections 7, 8 and 10
15	Application for Corporate Insolvency Resolution Process: <ul style="list-style-type: none"> • Legal Provisions • Procedure, Documentation • Appearance, Approval

S. No.	Detailed Contents
16	Role, Functions and Duties of IP/ IRP/ RP: <ul style="list-style-type: none"> ● Public announcement ● Management of affairs and operations of company as a going concern ● Raising of Interim Finance ● Preparation of Information Memorandum
17	Resolution Strategies: <ul style="list-style-type: none"> ● Restructuring of Equity & Debt ● Compromise & Arrangement ● Acquisition, Takeover & Change of Management ● Sale of Assets
18	Convening and Conduct of Meetings of Committee of Creditors: <ul style="list-style-type: none"> ● Constitution of Committee of Creditors ● Procedural aspects for meeting of creditors
19	Preparation & Approval of Resolution Plan: <ul style="list-style-type: none"> ● Contents of resolution plan ● Submission of resolution plan ● Approval of resolution plan
20	Pre-Packaged Insolvency Resolution Process: <ul style="list-style-type: none"> ● Governing Framework ● Eligibility for PPIRP ● Approval of Resolution Plan ● Closure of PPIRP
21	Cross Border Insolvency: <ul style="list-style-type: none"> ● International Perspective and Global Developments ● UNCITRAL Legislative Guide on Insolvency Laws ● US Bankruptcy Code, Chapter 11 reorganization ● Enabling provisions for cross border transactions under IBC
22	Liquidation on or after failing of Resolution Plan: <ul style="list-style-type: none"> ● Initiation of Liquidation ● Distribution of assets ● Dissolution of corporate debtor
23	Voluntary Liquidation: <ul style="list-style-type: none"> ● Procedure for Voluntary Liquidation ● Powers and duties of the Liquidator ● Completion of Liquidation
24	Debt Recovery & SARFAESI: <ul style="list-style-type: none"> ● 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
25	Winding-up by Tribunal under the Companies Act, 2013: <ul style="list-style-type: none"> ● Procedure of Winding-up by Tribunal ● Powers and Duties of the Company Liquidator ● Fraudulent preferences
26	Strike Off and Restoration of Name of the Company and LLP: <ul style="list-style-type: none"> ● Ways of striking off of companies ● Strike Off by ROC Suo-Motu ● Strike Off by Way of Filing an Application by the Company ● Procedure of striking off of the name of the company by way of an application to ROC ● Restoration of the company ● Appeal to NCLT for restoration of the name of the company ● Restoration of the LLP

SELECT ONE PAPER FROM ELECTIVE 2

Elective 2

ARBITRATION, MEDIATION & CONCILIATION

Elective Paper - 7.1

Objectives:

- To provide understanding, application and expert knowledge of Alternate Dispute Resolutions.
- To develop global experts in the area of Alternate Dispute Resolution systems.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I : Arbitration & Conciliation (70 Marks)	
1	Arbitration: An Introduction : <ul style="list-style-type: none">● History of Arbitration along with all amendments● Structure of Arbitration & Conciliation Act (A&C Act)● How is arbitration different from other modes of dispute resolutions?● Features and advantages of Arbitration● Types of Arbitration (Institutional vs. Ad Hoc)● General Principles of Arbitration (introduction to process of arbitration)● Other pertinent statutes such as Limitation Act, Interest Act
2	Commercial Transactions : <ul style="list-style-type: none">● Introduction and Practical Aspects of Contract Law● Types of Contracts and Concepts related to Negotiation and Conciliation● Modes of Discharging Contract● Critical Clauses● Breach of Contract: Related Provisions● Damages under Contract Law● Drafting of Commercial Contracts and Other Documents
3	Arbitration Agreement/Clauses and related concepts : <ul style="list-style-type: none">● Arbitration Agreement● Scope of Arbitration Clause● Seat, Venue, Choice of Arbitrator, Language, applicable rules, fees, timelines, qualification of arbitrators, prior mechanisms,● Choice of Law (Procedural, Substantive and governing law of arbitration agreement)● Post Contract Arbitration agreement● Arb-Med-Arb clauses
4	Arbitration Institution : <ul style="list-style-type: none">● National & International Institutions● Bye laws of the Institutions● Incorporation/ Establishment of Arbitration Centre

S. No.	Detailed Contents
5	<p>Arbitration Procedure :</p> <ul style="list-style-type: none"> ● Invoking Arbitration and Notice to parties ● Finalisation on name of Arbitrators mutually ● Finalisation on name of Arbitrators by court ● Filing of Pleadings ● Fixation of Issues ● Witnesses and Evidence ● Interim reliefs ● Final Arguments ● Award
6	<p>Appointment of Arbitrator and Other Aspects :</p> <ul style="list-style-type: none"> ● Common methods to appoint a sole arbitrator/ arbitral tribunal: As per arbitration clause by mutual agreement of parties or by approaching the court under section 11 of A&C Act. ● What if parties don't operate as per contract? ● Appointment in case of Institutional Arbitration ● Challenging the Arbitrator's appointment ● Selection and Appointment of Arbitrators from the Point of View of the Parties ● Powers, Duties and Role of Arbitrators ● Grounds for conflict under Arbitration and Conciliation Act, 1996 ● Where to file the petition - Pre and Post 2015-Amendment ● Waiver of rights to object ● Arbitration Tribunal and Jurisdiction Issues ● Kompetenz Kompetenz principle
7	<p>Pleadings :</p> <ul style="list-style-type: none"> ● Statement of Claim ● Statement of Defense ● Counter Claim
8	<p>Arbitral Proceedings and Evidence in Arbitration :</p> <p>Part A: Statement of Claim, Defense and Rejoinders</p> <ul style="list-style-type: none"> ● Oral hearings, Documentary Evidence and Written Proceedings ● Drafting of the above important submissions. ● Importance of leading evidence ● Affidavit of Admission/Denial by Parties ● Criteria for identification of witnesses - expertise, key personnel, credibility and credential, non-signatories ● Number of witnesses ● Exclusion of oral hearings and fast-track arbitration <p>Part B : Evidence by affidavit</p> <ul style="list-style-type: none"> ● What facts need to be led through affidavit ● Drafting of Affidavit ● Case Study on preparation of documents for Arbitral Proceedings
9	<p>Preparation and Execution of Arbitral Award :</p> <ul style="list-style-type: none"> ● Essential ingredients of an Award ● Domestic v. Foreign Awards ● Drafting of Execution Petition ● Types of Award ● Award of Arbitration and Enforcement of Arbitral Awards ● Drafting of Arbitration Awards ● Case Study on Execution of Domestic Award/Foreign Award
10	<p>Challenge to Award :</p> <ul style="list-style-type: none"> ● Time period of challenge ● Grounds of challenge ● Power of court to modify the award ● Drafting of Petition for setting aside an arbitral award ● Case Study on challenging Awards
11	<p>Appeals :</p> <ul style="list-style-type: none"> ● Orders against which appeal can be filed ● Appeal against refusal to refer parties to arbitration ● Appeal against interim relief granted by the court ● Appeal against interim award of the tribunal ● Appeal against refusal to set aside an arbitral award ● Case Study on Appeal against Award

S. No.	<i>Detailed Contents</i>
12	Fast Track and virtual Arbitration : <ul style="list-style-type: none"> ● What, Why and How - Fast Track Arbitration ● Required Documents and Drafting ● Steps and Procedure in Virtual Arbitration ● Case Studies Related to Fast Track Arbitration
13	Arbitration under Investors' Grievances Redressal Mechanism of Stock Exchanges : <ul style="list-style-type: none"> ● Introduction ● Investors' Grievances Redressal Mechanism ● Arbitration Proceedings under the mechanism ● Procedure ● Regulatory Actions ● Surveillance Actions ● Case Studies on Arbitration under Stock Exchange Grievance Redressal Mechanism
14	Conceptual Framework of International Commercial Arbitration : <ul style="list-style-type: none"> ● Domestic v. International Arbitration - from the A&C Act's purview ● Role of Private International Law in Indian Council of Arbitration ● International Commercial Arbitration ● The role of national courts in the international arbitration process ● The evaluation of international arbitral institutions and their rules ● The drafting of an international arbitration clause and submission agreement ● Consideration of arbitration as a dispute resolution process in the domain of international trade ● International Experience in Online Dispute Resolution: Government Run Online Dispute Resolution (ODR) Platform, Court Run ODR Platform, Private Run ODR Platform ● Procedure adopted by ODR in Brazil, South Korea, Hongkong, China, UK, USA ● Singapore International Arbitration Centre ● International Centre for Settlement of Investment Disputes (ICSID) arbitrations and current issues in international commercial arbitration (e.g. confidentiality and consolidation) ● London Court of International Arbitration
15	International Law of Arbitration : <ul style="list-style-type: none"> ● Law and practice of international commercial arbitration ● UNCITRAL Arbitration Act/ Rules ● CIArb- UK Model rules on International Arbitration ● Model Laws on International Commercial Arbitration ● Asia Pacific Centre for Arbitration & mediation (APCAM) Rules and accreditation system and International Arbitration ● The International Bar Association (IBA) Rules on conflict of Interest ● International Chamber of Commerce (ICC) Rules on International Commercial Arbitration ● New York Convention ● Geneva Convention ● UN Convention on Recognition and Enforcement of Foreign Arbitral Awards ● Case Study on International Commercial Arbitration
16	Emerging Aspects : <ul style="list-style-type: none"> ● Role of Company Secretaries and Related Provisions ● Arbitration Vs. Insolvency and Bankruptcy Code: A Comparative Study ● Future of Indian Arbitration: Prospects and Challenges ● Online Dispute Resolution ● Important Case Laws and Recent Amendments
17	Introduction of Conciliation : <ul style="list-style-type: none"> ● Introduction ● Important Definitions ● Nature and Modes of Conciliation ● Law Relating to Conciliation
18	Conciliation Proceedings : <ul style="list-style-type: none"> ● Process of conciliation ● Procedural Aspects ● Appointment, Roles and Responsibilities ● Drafting terms of settlement under Conciliation ● Settlement Agreement ● Status and effect thereof ● Drafting of Conciliation Clause/Agreement ● Sections 61 to 81 A&C Act ● Case Study on Domestic Conciliation

S. No.	Detailed Contents
19	Conciliation for Micro Small and Medium Enterprises : <ul style="list-style-type: none"> ● Importance of conciliation for MSME ● Conciliation procedure ● Case Study on Conciliation under MSME
20	International Perspective : <ul style="list-style-type: none"> ● Comparative Study of Conciliation ● International Rules on Conciliation ● Case Study on International Conciliation
Part II : Mediation (30 Marks)	
21	Mediation : An Introduction : <ul style="list-style-type: none"> ● Basics of Mediation ● Socio-Philosophical Roots of Mediation ● Pre litigation Mediation ● Adhoc and Institutional Mediation ● Private and Court Referred Mediation ● Understanding of Conflicts and their resolutions
22	Negotiation Skills and Communication : <ul style="list-style-type: none"> ● Specific Negotiations ● Importance of Dialogue ● Negotiation Techniques ● Communication in Mediation and Negotiation ● Interest v Position (Iceberg Concept)
23	Process of Mediation : <ul style="list-style-type: none"> ● Legal Status of Mediation ● Models of mediation - rights based - interest based - facilitative - evaluative - settlement oriented - therapeutic - transformative and other models ● Theory of mediation ● Process of mediation ● Role Play and assimilation ● Drafting Mediation clause / Agreement
24	Various Modes and scope of Mediation : <ul style="list-style-type: none"> ● Types of Mediation including Civil and Commercial Mediation ● Court Annexed and Private Mediation ● Employment mediation ● Online Mediation and use of Artificial Intelligence ● Observational and Reflective Practice ● Stages of Mediation ● Role of a Mediator ● Mediation Clauses in Commercial Agreement ● Overview of Corporate & Commercial Negotiations ● Stages of Mediation ● Mediation checklist ● Initiation ● Mediation Confidentiality and Neutrality ● Mediated settlement agreement
25	Role of Mediation in other ADR domains : <ul style="list-style-type: none"> ● Arbitration ● Commercial Courts Act ● Conciliation proceedings
26	Emerging aspects : <ul style="list-style-type: none"> ● Mediation Bill and upcoming Law ● Mediation under various statutes
27	Rules relating to mediation : <ul style="list-style-type: none"> ● Rules made by High Courts and Supreme Courts ● Practices and Rules of Institutional Mediation ● Case Study on Domestic Mediation
28	International aspects : <ul style="list-style-type: none"> ● United Nations Convention on International Settlement Agreements Resulting from Mediation ● Singapore Convention on Mediation ● International Negotiations and Diplomacy ● Influence and Importance of Culture ● World Culture <i>vis a vis</i> Organizational Culture ● International Rules ● Singapore Mediation settlement agreement ● Case Studies on International Mediation

GOODS AND SERVICES TAX (GST) & CORPORATE TAX PLANNING

Elective Paper - 7.2

Objective :

- To provide expert knowledge of Goods and Services Tax.
- To provide expert knowledge on Corporate Tax Planning conforming to the legal obligations and requirements of the Income Tax Laws.

Level of Knowledge : Expert Knowledge

S. No.	Detailed Contents
Part I: Goods and Services Tax 'GST' (70 Marks)	
1	Overview on Goods and Services Tax 'GST': <ul style="list-style-type: none"> • Introduction • Constitutional Aspects & Administration • GST Models • Basics about CGST, SGST, IGST, UTGST and GST Compensation to States • Exemptions from GST
2	Supply under GST: <ul style="list-style-type: none"> • Levy and Collection of CGST and IGST • Deemed Supply • Composite and Mixed Supply • Inter-State Supply • Intra-State Supply and Supplies in Territorial Waters • Composition Scheme • Pure Agent • Forward Charge Mechanism and Reverse Charge Mechanism
3	Time of Supply: <ul style="list-style-type: none"> • Classification of Goods and Services under GST • Rules of Interpretation • Time of Supply of Goods • Time of Supply of Services
4	Value of Supply: <ul style="list-style-type: none"> • Rules for Determination of Value of Supply • Applicability of Valuation Rules • Import and Export of Goods and Services under GST • Zero Rated Supply • Difference between Exempt Supply and Zero Rated Supply
5	Input Tax Credit & Computation of GST Liability: <ul style="list-style-type: none"> • Input tax credit • Job Work • Job Work Procedure • Computation of GST liability
6	Procedural Compliance under GST: <ul style="list-style-type: none"> • Registration • Tax Invoice, Debit & Credit Notes • Accounts and Records • Electronic Way Bill • Electronic Invoicing, • Payment of Tax • TDS • TCS • Returns & Refund • Valuation
7	Assessment, Audit, Scrutiny, Demand and Recovery, Advance Ruling, Appeals and Revision: <ul style="list-style-type: none"> • Assessment • Audit by Registered Dealer • Audit by Tax Authorities • Special Audit • Demand and Recovery • Time Limit for Issue of Notice • General Provisions Relating to Determination of Tax • Recovery of Tax • Advance Ruling • Appeals and Revision
8	Inspection, Search, Seizure, Offences & Penalties: <ul style="list-style-type: none"> • Inspection, Search, Seizure & Arrest • Power of Inspection, Search and Seizure • Inspection of Goods in Movement • Arrest Provision under GST • Particulars of Search Authorization (Warrant) • Period for Retention of Documents or Books • Procedure for Releasing the Seized Goods • Seizure of Perishable and Hazardous Nature Goods

S. No.	<i>Detailed Contents</i>
9	Compliance Rating, Anti-Profitteering, GST Practitioners, Authorised Representative: <ul style="list-style-type: none"> ● GST Compliance Rating ● National Anti-Profitteering Authority ● GST practitioners ● Functions of GST Practitioners ● Appearance by the Authorized Representative
Part II: Corporate Tax Planning (30 Marks)	
10	Corporate Tax Planning: <ul style="list-style-type: none"> ● An Introduction ● Concepts & Objectives ● Types of Tax Planning ● Corporate Tax Planning ● Tax Avoidance ● Tax Evasion ● Tax Management.
11	Tax Planning and Nature of Business <ul style="list-style-type: none"> ● Deductions in respect of Investment in Specified Business ● Deduction in respect of profits and Gains of enterprise engaged in Specified Business ● Tax incentives for start-ups ● Tax Incentives to Exporters.
12	Tax Planning and Location of Business: <ul style="list-style-type: none"> ● Tax Provisions in respect of Free Trade Zone / Special Economic Zone ● Tax Provisions in respect of Infrastructure Development ● Tax Provisions in respect of Investment in notified Backward Areas
13	Tax Planning and Managerial Decisions: <ul style="list-style-type: none"> ● Tax Planning with respect to own or Lease Decision ● Make or Buy Decisions, Shut-down or Continue Decision ● Sale of Assets used for Scientific Research ● Capital Structure & Dividend Policy ● Inter-Corporate Dividends and Bonus Shares
14	Tax Planning and Business Restructuring: <ul style="list-style-type: none"> ● Amalgamation ● Foreign Collaboration ● Demerger including Slump Sale

LABOUR LAWS & PRACTICE

Elective Paper - 7.3

Objective:

- To acquire expert knowledge, understanding and application of Labour Laws

Level of Knowledge: Expert Knowledge

S. No.	<i>Detailed Contents</i>
1	Constitution and Labour Laws: <ul style="list-style-type: none"> ● Fundamental rights vis-à-vis labour laws, Equality before law and its application in Labour Laws ● Equal pay for equal work ● Article 16 and reservation policies, Articles 19, 21, 23 and 24 and its implications

S. No.	<i>Detailed Contents</i>
2	International Labour Organization: <ul style="list-style-type: none"> ● Aims and objects ● Cooperation between Governments and Employers' and workers' organizations in fostering social and economic progress ● Setting labour standards ● developing policies and devising programmes to promote decent work
3	Law of Welfare & Working Condition: <ul style="list-style-type: none"> ● The Factories Act, 1948 ● Contract Labour (Regulation and Abolition) Act, 1970 ● The Building and Other Constructions Workers' (Regulation of Employment and Conditions of Service) Act, 1996 ● The Mines Act, 1952 ● The Working Journalists and Other Newspapers Employees (Conditions of Service) and Miscellaneous Provisions Act, 1955 ● The Weekly Holidays Act, 1942 ● Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ● The Child and Adolescent Labour (Prohibition and Regulation) Act, 1986
4	Law of Industrial Relations: <ul style="list-style-type: none"> ● Industrial Disputes Act, 1947 ● The Industrial Employment (Standing Orders) Act, 1946 ● Indian Trade Union Act, 1926
5	Law of Wages: <ul style="list-style-type: none"> ● Payment of Wages Act, 1936 ● Minimum Wages Act, 1948 ● Payment of Bonus Act, 1965 ● Equal Remuneration Act, 1976
6	Social Security Legislations: <ul style="list-style-type: none"> ● Employees' Compensation Act, 1923 ● Equal Remuneration Act, 1976 ● Employees' State Insurance Act, 1948 ● Employees' Provident Funds and Miscellaneous Provisions Act, 1952 ● Payment of Gratuity Act, 1972 ● Maternity Benefit Act, 1961 ● The Unorganized Workers' Social Security Act, 2008
7	The Labour Laws (Simplification of Procedure for Furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988
8	Introduction of Labour Codes: <ul style="list-style-type: none"> ● Labour Code on Wages ● Labour Code on Industrial Relations ● Labour Code on Social Security & Welfare ● Labour Code on Safety & Working Conditions
9	<ul style="list-style-type: none"> ● Industrial and Labour Laws Audit covering the above Acts and other Industry Specific Acts

BANKING & INSURANCE - LAWS & PRACTICE

Elective Paper - 7.4

Objectives :

- To develop a robust knowledge base pertaining to significant facets of Banking Sector among those students who wish to pursue a career in Banking Sector.
- To impart knowledge on insurance related concepts to the students with the aim of broadening professional opportunities in the arena of insurance.

Level of Knowledge: Expert Knowledge

S. No.	<i>Detailed Contents</i>
Part I : Banking Laws (50 Marks)	
1	Overview of Indian Banking System: <ul style="list-style-type: none"> ● Indian Banking System - Evolution ● Reserve Bank of India and its role ● Structure of Banks in India ● Other Financial Institutions in India
2	Regulatory Framework of Banks: <ul style="list-style-type: none"> ● Legislations applicable to Banking Sector in India ● Salient features of legislations applicable to Banking Sector in India
3	Control over Organization of Banks : <ul style="list-style-type: none"> ● Powers of Reserve Bank of India ● Licensing of Banking Companies ● Shareholding in Banking Companies ● Subsidiaries of Banking Companies ● Board of Directors of Banking Companies - Restrictions on Employment ● Control over Management ● Governance Practices in Banking Companies
4	Banking Operations : <ul style="list-style-type: none"> ● Transactions in Banks ● Know Your Customers (KYC) Documents ● Verification and authentication of documents for KYC ● Operational aspects in regard to opening of all types of accounts ● Scrutiny of loan applications / documents ● Operational Aspects of CBS Environment ● Back office operations in banks ● Handling of unreconciled entries in banks
5	Digital Banking : <ul style="list-style-type: none"> ● Digital Banking ● Components and architecture of CBS ● Core Business Processes Flow and relevant risks ● Controls Reporting System and MIS Data Analytics and Business Intelligence ● Overview of Banking services and IT related risk and controls
6	Payment and Collection of Cheques and Other Negotiable Instruments (NI) : <ul style="list-style-type: none"> ● Salient features of Negotiable Instruments Act ● Role & Duties of Paying & Collecting Banks ● Endorsements ● Forged Instruments ● Bouncing of Cheques ● Return of Cheques ● Cheque Truncation System (CTS)

S. No.	Detailed Contents
7	Various Government Schemes : <ul style="list-style-type: none"> ● Pradhan Mantri Jan DhanYojana (PMJDY) ● Sukanya Samridhi Yojana ● MUDRA Bank Yojana ● Pradhan Mantri Jeevan Jyoti Beema Yojana (PMJJBY) ● Pradhan Mantri Suraksha Bima Yojana (PMSBY) ● Atal Pension Scheme ● Other Government Scheme
8	Consumer Protection : <ul style="list-style-type: none"> ● Operational Aspects of Consumer Protection Act ● Banking Ombudsman Schemes
9	Advances, Securities and Documentation : <ul style="list-style-type: none"> ● Types of Borrowers ● Types of Fund Based Credit Facilities ● Types of Non Fund Based Credit Facilities ● Credit Score Authenticity ● Information Utility (IU) ● Types of Securities ● Types of Charges ● Types of Documents ● Stamping ● Limitation ● Securitisation
10	Calculation of Interest and Annuities : <ul style="list-style-type: none"> ● Fixed and Floating Interest Rates ● Calculation of Simple Interest & Compound Interest ● Calculation of Equated Monthly Instalments ● Calculation of Annuities ● Interest Calculation using Products / Balances ● Amortisation of Debt ● Sinking Funds
11	Performing & Non Performing Assets : <ul style="list-style-type: none"> ● Classification of Bank Assets ● Income Recognition Norms ● Provisioning Norms ● Corporate Debt Restructuring (CDR) ● Asset Reconstruction Companies (ARCs)
12	Analysis of Financial Statements of Banks : <ul style="list-style-type: none"> ● Analysis of Financial Statements of Banks ● Disclosure Requirements of Banks ● Additional Disclosures prescribed by Reserve Bank of India (RBI)
13	Risk Management in Banks and Basel Accords : <ul style="list-style-type: none"> ● Introduction to Risk Management ● Types of Risks in Banking Sector ● Reporting of Banking Risks ● Risk Adjusted Performance Evaluation Basel- I, II & III Accords ● Risk Weighted Assets ● Role of RBI in Risk Management in bank ● Risk Based Internal Audit in Banks (RBIA)
Part II : Insurance Laws (50 Marks)	
14	Concept of Insurance: <ul style="list-style-type: none"> ● Introduction ● Evolution of Insurance in India ● Principles of Insurance ● Purpose and Need of Insurance ● Insurance as a social security tool ● Insurance Markets ● Insurance Customers ● Insurance Contracts ● Broad categories of Insurance - Life Insurance, General Insurance, Health Insurance, Specialized Insurance ● Indemnity based Insurance and Benefit based Insurance ● Role of Insurance in Economic Development
15	Regulatory Framework in Insurance: <ul style="list-style-type: none"> ● Insurance Act, 1938 - Registration of Insurance Companies ● FDI and FEMA provisions pertaining to Insurance Sector ● Registration of Re-insurance Companies ● Requirement of Solvency Margin ● Appointment of MD/WTD/CEO ● Rural & Social Obligations of Insurer ● Advance receipt of Premium ● Prohibition on Rebates ● Restriction on the common directorship ● IRDAI Act, 1999 - Constitution ● Role & Powers of IRDAI

S. No.	<i>Detailed Contents</i>
16	<p>Life Insurance:</p> <ul style="list-style-type: none"> • Life Insurance Organization • Premiums and Bonuses • Plan of Life Insurance • Annuities • Group Insurance • Linked Life insurance policies • Policy Documents • Premium Payment • Policy Lapse and Revival • Assignment • Nomination and Surrender of Policy • Policy Claims • Life Insurance Underwriting
17	<p>General and Health Insurance:</p> <p>(a) General Insurance</p> <ul style="list-style-type: none"> • Introduction to General Insurance • Various sub-classes of General Insurance- Fire & Property, Marine, Miscellaneous - Motor, Health, Personal Accident, Travel, Agriculture & Crop, Aviation, Engineering, Liability • Workmen Compensation • Professional Indemnity • Directors & Officers Liability • Other miscellaneous lines of business • Policy Documents and Forms • Underwriting • Ratings and Premiums • Claims under General Insurance <p>(b) Health Insurance</p> <ul style="list-style-type: none"> • Introduction of Health Insurance and Health system in India • Health Financing in India • Health Insurance Products • Health Insurance Underwriting • Health Insurance Policy Forms and Clauses Health Insurance Pricing and Reserving • Customer Service in Health Insurance
18	<p>Functions in Insurance & Compliance related thereto: (Part - I)</p> <p>Appointment & Role of Appointed Actuary</p> <ul style="list-style-type: none"> • Product Pricing • Reserving • Product Review • Actuarial Valuations • Review of Financial Condition/ Economic condition <p>Product Design & Filings</p> <ul style="list-style-type: none"> • File & Use and Use & File • Product Filing Guidelines <p>Underwriting</p> <ul style="list-style-type: none"> • Risk selection • Risk Tolerance • Rating • Pricing • Loading & Discounts
19	<p>Functions in Insurance & Compliance related thereto: (Part - II)</p> <p>Marketing & Distribution Channels of Insurance Products:</p> <ul style="list-style-type: none"> • Individual Agency • Corporate Agency • Insurance Brokers • POSP (Point of Sales Person) • Web Aggregator • Common Public Service Centres (CPSC) • Insurance Marketing Firm • Motor Insurance Service Providers (MISPs) • E-commerce Platform • Ceiling of Commission • Remuneration & Rewards to Insurance Agents & Intermediaries <p>Other Insurance Participants:</p> <ul style="list-style-type: none"> • Network Hospitals • Third Party Service Providers (TPA) • Surveyors and Loss Assessors • Forensic Investigators • Pre-Inspection Agencies • Insurance Repositories <p>Claims & Customer Services, Grievance Management</p> <ul style="list-style-type: none"> • Protection of Policyholders' Interest • Grievance Management • Claim Settlement Process • Reporting • Management of Unclaimed Amount of Policyholders • Advertisements • Ombudsman Rules • Consumer Forums

S. No.	Detailed Contents
20	<p>Functions in Insurance & Compliance related thereto: (Part - III)</p> <p>Investments: • IRDAI Regulations on Investments • Classification of Investment categories • Investment of Assets of Insurers carrying life insurance business • Investment of Assets of Insurers carrying General insurance business • Decision making for Investment of Funds • Investments Brokers Role • Investing in Capital Markets • Stewardship Codes</p> <p>Accounting : • IRDAI Regulations on preparation of Financial Statements • Analysing the Financial Statement • Accounting of Direct, Re-insurance, Co-Insurance and Investment Transactions • Expense of Management • Reserving techniques (UPR, PDR, IBNR & IBNER) IT, Cyber security & Data Protection Compliances</p>
21	<p>Functions in Insurance & Compliance related thereto: (Part - IV)</p> <p>Risk Management: • Various types of risks in Insurance Companies and managing the same (like market risk, product risk, investment risk, liquidity risk) • Role of Risk Management Committee • Business Continuity Procedures • Risk Governance</p> <p>Re-Insurance: • Concepts • Reinsurance Markets • Types of Re-insurance Arrangements-obligatory • quota share • treaty and facultative • Proportional and non-proportional • Designing and framing of Reinsurance programme • Placements of reinsurance covers - treaty and facultative</p> <p>Coinsurance</p>
22	<p>Functions in Insurance & Compliance related thereto: (Part - V)</p> <p>Corporate Governance: • IRDAI regulations on Corporate Governance • Role and responsibilities of the Board of Directors, Independent Directors • Delegation of functions to various Committees of Board, Audit Committee, Nomination & Remuneration Committee, Investment Committee, Risk Management Committee, Policyholders, Protection Committee, CSR Committee, other Non-Mandatory Committees • KMPs & their roles & responsibilities • Audit & Auditors • Compliance management • Whistle Blower Policy</p> <p>Compliance Management, Regulatory Filings/ Reporting/ disclosures and other Compliances • Compliance Management Framework • Role of Compliance Officer • Regulatory Filings/ Reporting & Disclosures - BAP Reporting • GIC/ LC and IIB Reporting</p> <p>Other Compliances: • AML/ PMLA Compliance • Place of Business • Outsourcing Regulations</p>
23	<p>Inspection, Investigation, Penalty & Appellate Procedure:</p> <p>• Power of Investigation and Inspection by IRDAI • Penalty for Default in complying with or act in contravention of the Insurance Act • Power of Court to Grant Relief • Cognizance of Offence • Appellate Provisions-Appeal to Securities Appellate Tribunal</p>
24	<p>Professional Opportunities:</p> <p>• As Company Secretaries and Compliance Officers • As Independent Directors • As Governance Risk professionals • As Corporate Governance professionals and advisors As Secretarial Auditors • As advisors for various compliances of Companies Act, Insurance laws, IRDAI Regulations, SEBI Regulations, Other legislations • As arbitrators • As surveyors • As agents and marketing professionals • As valuation experts • As legal advisors • CSR Professional • Policy Development and Drafting • Trainer to Agents/ Employees • Principal Officer under AML Laws • Principal Officer of IMF/ CA/ Brokers/ Web Aggregators</p>

INSOLVENCY AND BANKRUPTCY - LAW & PRACTICE

Elective Paper - 7.5

Objective:

- To provide Expert Knowledge in Insolvency & Bankruptcy Laws in India & International Perspective.

Level of Knowledge: Expert Knowledge

S. No.	Detailed Contents
1	Introduction to Insolvency and Bankruptcy Code: <ul style="list-style-type: none">● Concepts and Evolution; Historical Background● Report of the Bankruptcy Law Reforms Committee, Need for the Insolvency and Bankruptcy Code, 2016● Overall scheme of the Insolvency and Bankruptcy Code● Important Definitions● Institutions under Insolvency and Bankruptcy Code, 2016
2	Corporate Insolvency Resolution Process: <ul style="list-style-type: none">● Legal Provisions● Contents of Resolution Plan● Submission of Resolution Plan● Approval of Resolution Plan● Committee of Creditors● Procedure● Documentation● Appearance● Approval
3	Resolution Strategies: <ul style="list-style-type: none">● Restructuring of Equity and Debt● Compromise and Arrangement● Acquisition● Takeover and Change of Management● Sale of Assets
4	Fast Track Corporation Insolvency Resolution Process: <ul style="list-style-type: none">● Applicability for Fast Track Process● Time Period for Completion of Fast Track Process● Procedure for Fast Track Process
5	Liquidation of Corporate Person: <ul style="list-style-type: none">● Initiation of Liquidation● Powers and Duties of Liquidator● Liquidation Estate● Distribution of Assets● Dissolution of Corporate Debtor
6	Voluntary Liquidation of Companies: <ul style="list-style-type: none">● Procedure for Voluntary Liquidation● Initiation of Liquidation● Effect of Liquidation● Appointment● Remuneration● Powers and Duties of Liquidator● Completion of Liquidation
7	Adjudication and Appeals for Corporate Persons: <ul style="list-style-type: none">● Adjudicating Authority in relation to Insolvency Resolution and Liquidation for Corporate Persons● Jurisdiction of NCLT● Grounds for Appeal against Order of Liquidation● Appeal to Supreme Court on Question of Law● Penalty of Carrying on Business Fraudulently to Defraud Traders
8	Pre-Packaged Insolvency Resolution Process: <ul style="list-style-type: none">● Governing Framework● Eligibility for PPIRP● Approval of Resolution Plan● Closure of PPIRP

S. No.	<i>Detailed Contents</i>
9	Debt Recovery and Securitization: <ul style="list-style-type: none"> ● Non-performing Assets ● Asset Reconstruction Companies [ARC] ● Security Interest (Enforcement) Rules, 2002 ● Options available with Banks e.g. SARFAESI, DRT, etc. ● Application to the Tribunal/Appellate Tribunal
10	Winding-Up by Tribunal: <ul style="list-style-type: none"> ● Introduction ● Is Winding up and Dissolution Synonymous? ● Winding up under the Companies Act, 2013 ● Powers of the Tribunal Fraudulent Preferences.
11	Insolvency Resolution of Individual and Partnership Firms: <ul style="list-style-type: none"> ● Application for Insolvency Resolution Process ● Procedural Aspects ● Discharge Order
12	Bankruptcy Order for Individuals and Partnership Firms: <ul style="list-style-type: none"> ● Bankruptcy if Insolvency Resolution Process fails ● Application for Bankruptcy ● Conduct of Meeting of Creditors ● Discharge Order ● Effect of Discharge Order.
13	Bankruptcy for Individuals and Partnership Firms: <ul style="list-style-type: none"> ● Background ● Overview of the provisions ● Adjudicating Authority ● Appeal against order of DRT ● Appeal to Supreme Court.
14	Fresh Start Process: <ul style="list-style-type: none"> ● Background ● Application for Fresh Start Order ● Procedure after Receipt Of Application ● Discharge Order
15	Professional and Ethical Practices for Insolvency Practitioners: <ul style="list-style-type: none"> ● Responsibility and Accountability of Insolvency Practitioners ● Code of Conduct ● Case Laws ● Case Studies and Practical Aspects
16	Group Insolvency: <ul style="list-style-type: none"> ● Framework Dealing with the Insolvency of Companies in Corporate Groups ● Issue and Challenges Group Insolvency in India ● Case laws ● Case Studies and Practical Aspects.
17	Cross Border Insolvency & IBC: <ul style="list-style-type: none"> ● Applicability of the IBC to a Foreign Company ● Applicability of the Cross-border Insolvency Framework ● Foreign Assets, Liabilities and Operations ● Structures likely to Trigger Cross-Border Insolvency Provisions
18	Cross Border Insolvency: <ul style="list-style-type: none"> ● Introduction ● Evolution of Cross Border Insolvency Regimes ● Global Developments ● UNCITRAL Legislative Guide on Insolvency Laws ● UNCITRAL Model Law on Cross Border Insolvency ● World Bank Principles for Effective Insolvency and Creditor Rights ● ADB principles of Corporate Rescue and Rehabilitation ● International Perspective - UK, Canada, UAE, Singapore ● US Bankruptcy Code