



Model Institute of Engineering
& Technology (Autonomous)
Course Handout

Kot Bhalwal, Jammu

COURSE HANDOUT

Merger and Acquisition (BBALLB-606 (E) (BL3))

BBALLB - 6th SEMESTER

ACADEMIC YEAR (2024-25)

Dr. Rohini Sharma

Assistant Professor

School of Law



School of Law

Model Institute of Engineering & Technology (Autonomous)

Kot Bhalwal, Jammu - 181122

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Dr. Arun K. Gupta Teaching-Learning Centre

Version 1.1



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Course Code	Course Name	Course Type	Cd	L	T	P	Marks		
							Sessional	Final Exam	Total
BBALLB-606(E) (BL3)	Merger and Acquisition	Core	4	4	0	0	30	70	100

COURSE OUTCOMES

At the end of the course the student will be able to:	
CO1	Explain the fundamentals, types, and strategic rationale of corporate restructuring and mergers.
CO2	Analyze various categories and legal frameworks of mergers.
CO3	Evaluate the legal aspects, defences, and processes involved in substantial acquisition and takeovers
CO4	Assess the impact of M&A agreements on competition and the regulatory role of the CCI.
CO5	Examine common disputes in M&A and explore effective methods for their resolution, including mediation.

Unit-I: Corporate Restructuring and Merger

- 1.1 Basics of Corporate Finance - Raising of Capital by Private and Public Company
- 1.2 Meaning, Nature and Forms of Corporate Restructuring - Merger, Acquisition, Takeover, Compromise and Arrangement
- 1.3 Meaning of Hostile Takeover, Reverse Merger, Demerger
- 1.4 Financial Instruments involved in M&A
- 1.5 Rationale, Drivers and Strategies for M&A

(10 Hrs)

Unit-II: Different Categories of Mergers

- 2.1 Corporate Restructuring under Companies Act, 2013
- 2.2 Fast Track Mergers, Merger in Public Interest
- 2.3 Merger of Banking Companies, Merger of Government Company
- 2.4 Cross Border Mergers
- 2.5 Transaction Stages of M&A; Reverse Merger, Demerger, Taxation and Stamp Duty on M&A

(8 Hrs)

Unit-III: Law on Substantial Acquisition of Shares and Takeover

- 3.1 Substantial Acquisition & Takeover
- 3.2 Takeover Defences, Key Takeover Terms
- 3.3 Disclosure Obligations Under the Takeover Code
- 3.4 Open Offer Triggers
- 3.5 Exemption from Open Offer Obligation, Open Offer Process

(8 Hrs)

Unit-IV: Agreements for M&A and Its Effect on Competition

- 4.1 Anti-competitive Agreements
- 4.2 Appreciable Adverse Effect on Competition, Unilateral Effect and Coordinated Effect, Effects of Horizontal and Vertical Agreements
- 4.3 Abuse of Dominant Position
- 4.4 Intellectual Property and Competition Law
- 4.5 Concept of Combination in India, Reasons for Thresholds, Notification & Procedure, Powers of CCI over Combinations

(12 Hrs)

Unit-V: Dispute Resolution in M&A

- 5.1 Common Conflicts & Disputes in M&A
- 5.2 Features in M&A Disputes
- 5.3 Potential for M&A Disputes in Post-Closure of Transactions
- 5.4 Commercial Mediation – A Suitable Dispute Resolution Method



5.5 Contemporary Issues and Case Studies

(10 Hrs)

Textbooks

S.No	Name of the Books	Name of the Author	Publisher Name	Edition (Pub.Yr.)
1	Mergers et al – Issues, Implications and Case Law in Corporate Restructuring	S. Ramanujam	LexisNexis	4th (2019)
2.	Guide to the Companies Act	Ramaiya	LexisNexis	19th (2020)

Reference Books

S.No	Name of the Books	Name of the Author	Publisher Name	Edition (Pub.Yr.)
1	Guide to Takeovers & Mergers	Sridharan and Pandian	LexisNexis	4th (2018)
2.	Merger Control In India: Law And Practice	Tarun Mathur	Eastern Book Company	(2018)

Statutory References

S.No	Name of the Books	Publisher Name	Edition (Pub.Yr.)
1.	Companies Act, 2013 1996 – Bare Act	Eastern Book Company	13th (2024)
2.	SEBI Act, 1992- Bare Act	Eastern Book Company	1 st (2024)
	The Banking Regulation Act, 1949- Bare Act	Eastern Book Company	



COURSE PLAN		
Unit-I Corporate Restructuring and Merger		
S. No	Topics	Recommended Books
1	Basics of Corporate Finance - Raising of Capital by Private and Public Company	Book 2, Pg. 1-7
2	Meaning, Nature and Forms of Corporate Restructuring - Merger, Acquisition, Takeover, Compromise and Arrangement	Book 1, Pg.7-10
3	Meaning of Hostile Takeover, Reverse Merger, Demerger	Book 1, Pg. 335- 3381-2
4		Book 1, Pg. 338-340
5	Rationale, Drivers and Strategies for M&A	Book 1, Pg.349-350
Unit-II Different Categories of Mergers		
6	Corporate Restructuring under Companies Act, 2013	Book 2, Pg. 349-350
7	Fast Track Mergers, Merger in Public Interest	Book 1, Pg. 351
8	Merger of Banking Companies, Merger of Government Company	Book 2, Pg. 352
9	Cross Border Mergers	Book 1, Pg. 345-349
10	Transaction Stages of M&A; Reverse Merger, Demerger, Taxation and Stamp Duty on M&A	Book 1, Pg. 345-349
Unit-III Law on Substantial Acquisition of Shares and Takeover		
11	Substantial Acquisition & Takeover	Book 2, Ch.2, Pg. 62-81
12	Takeover Defences, Key Takeover Terms	Book 2, Ch.3, Pg. 105-107
13	Disclosure Obligations Under the Takeover Code	Book 2, Ch.4, Pg. 150 -163
14	Open Offer Triggers	Book 2, Ch.8, Pg. 245-249
15	Exemption from Open Offer Obligation, Open Offer Process	Book 2, Pg. 297-314
Unit-IV Agreements for M&A and Its Effect on Competition		
16	Anti-competitive Agreements	Book 2, Ch.3, Pg. 105-107
17	Appreciable Adverse Effect on Competition, Unilateral Effect and Coordinated Effect, Effects of Horizontal and Vertical Agreements	Book 2, Ch.4, Pg. 150 -163
18	Abuse of Dominant Position	Book 2, Ch.3, Pg. 114-135
19	Intellectual Property and Competition Law	Book 2, Ch.8, Pg. 245-249
20	Concept of Combination in India, Reasons for Thresholds, Notification & Procedure, Powers of CCI over Combinations	Book 2, Ch.8, Pg. 245-249
Unit-V Dispute Resolution in M&A		
21	Common Conflicts & Disputes in M&A	Book 2, Ch.2, Pg.272-296
22	Features in M&A Disputes	Book 2, Ch.1, Pg. 273
23	Potential for M&A Disputes in Post-Closure of Transactions	Book 2, Ch.1, Pg.296
24	Commercial Mediation – A Suitable Dispute Resolution Method	Book 2, Ch.1, Pg. 287
25	Contemporary Issues and Case Studies	Book 2, Ch.1, Pg. 287



ADDITIONAL WEB RESOURCES

1.

MOOC:

Mergers, Acquisitions and Corporate Restructuring by Prof. Chandra sekhar Mishra, IIT Kharagpur.

https://onlinecourses.nptel.ac.in/noc25_mg69/preview

GRADING AND ASSESSMENT

- **Sessional Test:** 15 marks
- **Assignment:** 10 marks
- **Attendance:** 05 marks
- **Final Examination:** 70 marks

COURSE POLICIES

- **Attendance:** Minimum 75% attendance is mandatory to appear in the final examination of the course.
- **Academic Integrity:** MIET's academic integrity policies apply. Plagiarism will not be tolerated.
- **Late Submissions:** Assignments and projects must be submitted by the specified timelines.

FACULTY INFORMATION

- **Office Hours**
Monday (12:05 PM - 12:55 PM)
Friday (12:05 PM - 12:55 PM)
- **Contact Information**
rohini.llb@mietjammu.in