

Programme : **Master of Commerce [M.Com]**  
 Course Code : **COM-622**  
 Course Title : **Corporate Mergers and Acquisitions**  
 Number of Credits : **4**  
 Effective from AY : **2022 – 2023**

**Pre-requisites for the Course:**

NIL

**Objectives of the Course:**

1. To understand the Mergers and Acquisitions, Various Forms of Corporate Restructuring, and Corporate Restructuring in Recent times in India
2. Understand Theories of Mergers, Types of Mergers & Acquisitions Process.
3. To acquire knowledge and understanding of Takeover defenses.

**Course Content**

<b>Unit 1</b>	<b>Mergers and Acquisitions - An Overview.</b>	<b>15 Hours</b>
<b>An overview-</b> Various Forms of Corporate Restructuring- Expansion – Contraction- Corporate Control- Changes in Ownership Structure- Restructuring: Underlying Issues - The growing need for Corporate Restructuring Recent times in India		
<b>Unit 2</b>	<b>Theories of Mergers</b>	<b>15 Hours</b>
<b>Efficiency Theories</b> – Information and Signaling – Agency Problems and Managerialism – Free Cash Flow Hypothesis – Market Power – Taxes and their Impact on Merger Decisions – Hubris Hypothesis.		
<b>Unit 3</b>	<b>Types of Mergers &amp; Acquisitions and Acquisition Process</b>	<b>15 Hours</b>
<b>Types of Mergers</b> - Horizontal Mergers - Vertical Mergers - Conglomerate Mergers – Financial Conglomerate mergers - Product Extension Mergers - Geographic Market extension and Pure Conglomerate Mergers - Merger and Acquisition Process– Participants in the Restructuring Activities - Post-Merger Management/Horizontal Mergers - Vertical Mergers - Conglomerate Mergers- Financial Conglomerate mergers - Product Extension Mergers - Geographic Market extension and Pure Conglomerate Mergers - Merger and Acquisition Process– Participants in the Restructuring Activities - Post-Merger Management.		
<b>Unit 4</b>	<b>Takeover Defenses</b>	<b>15 Hours</b>
<b>Takeover Defences</b> - Friendly vs. Hostile Takeovers – Bear Hug – Proxy Contests –Impact of shareholder's value- Proxy Fight Process- Tender offers – Two tiered tender offers –Any–or-all-offers- Partial Offers- Open market Operations- Street Sweeps- Dawn raid – Saturday Night Special - Alternative Takeover Tactics –Takeover Defenses – Preventive Anti-Takeover Measures – Active Antitakeover.		

**Pedagogy:**

The following methods and forms of study are used in the course

- The methodology used in the class will combine lectures, applications, and case discussions.
- Lectures will address the assigned reading materials. The required readings, study notes, and assigned home works are intended to support learning objectives and prepare the students adequately for the examinations.
- Review sessions will address assignments, end-of-chapter questions, and occasionally assigned cases.

**Reference / Readings:**

1. John Humphrey, Kaplinsky, and Saraph, *Corporate Restructuring*, SAGE Publications Pvt. Ltd; India, 1998.
2. Ranjit Kumar Mandal, *Corporate Mergers in India: Objectives and Effectiveness*, Kanishka Publishers, Distributors, India, 1995.
3. S.Shiva Ramu, *Corporate Growth through Mergers & Acquisitions*, SAGE Publications Pvt. Ltd; India, 1<sup>st</sup> Edition, 1998.
4. Sudarshan, *The Essence of mergers and acquisitions* Pearson P T R; India, 1995.
5. Vijay Kumar Kaushal, *Corporate Takeovers in India*, Sarup & Sons, India, 1995.
6. Weston, Chung, Hoag, *Mergers, Restructuring and Corporate Control*, PHI, India, 1<sup>st</sup> Edition, 2015.
7. J. Fred Weston, Juan A. Siu and Brian A. Johnson, *Takeovers, Restructuring and Corporate Governance*, Pearson; India, 3<sup>rd</sup> Edition, 2000.

**Online Resources:****Online E-Books:**

Mergers and Acquisitions from A to Z by Andrew J. Sherman  
<https://www.pdfdrive.com/mergers-and-acquisitions-from-a-to-z-e157133810.html>

Mergers, Acquisitions, and Other Restructuring Activities: An Integrated Approach to Process by Donald DePamphilis

<https://www.pdfdrive.com/mergers-acquisitions-and-other-restructuring-activities-an-integratedapproach-to-process-tools-cases-and-solutions-e157351328.html>

Mergers, Acquisitions, and Corporate Restructurings by Patrick A. Gaughan  
<https://www.pdfdrive.com/mergers-acquisitions-and-corporate-restructurings-e49474813.html>

Mergers, Acquisitions, and Corporate Restructuring by Vishwanath S.R. and Chandrashekar Krishnamurti

<https://www.pdfdrive.com/mergers-acquisitions-and-corporate-restructuring-e38366324.html>

**Website Links:**

1. <https://www.wtamu.edu/~jowens/FIN6320/MERGER%20WAVES.html>
2. <https://archive.mbda.gov/news/blog/2012/04/5-types-company-mergers.html>
3. <https://corporatefinanceinstitute.com/resources/knowledge/strategy/corporate-reorganizationclause/>
4. <https://cleartax.in/s/corporate-restructuring>
5. <https://ibusinessmotivation.com/corporate-restructuring-meaning/>
6. <https://theintactone.com/2018/04/23/macru-1-topic-5-hubris-hypothesis-of-takeovers/>
7. <https://www.slideshare.net/saurangpatel1/corporate-restructuring>
8. <https://www.icsi.edu/media/webmodules/publications/3.%20Corporate%20Restructuring,%20Valuation%20and%20Insolvency.pdf>
9. <http://egyankosh.ac.in/handle/123456789/6742>
10. <http://egyankosh.ac.in/handle/123456789/6280>

**Course Outcomes:**

On successful completion of Course, the candidate will be prepared with a

**CO1:** Comprehensive and in-depth knowledge about Mergers and Acquisitions and broad-based knowledge about various forms of re-structuring,

**CO2:** To understand the Theories of Mergers.

**CO3:** To learn the Types of Mergers, M&A Process and role of different parties.

**CO4:** To understand the Takeover defenses and Antitakeover measures.