

CS Final Dec 2012
CRI Revision sheet

1. Revise chapter Compromise Arrangement in detail
2. Then revise Case Lawson Mergers, special emphasis on Stamp Duty aspects, competition Law aspects, whether fees to be paid again on combined authorized capital, Holding company & 90% subsidiary – exempted from stamp duty.
3. Practice legal documentation Chapter, Practice petition to HC u/s 391, practice notice of meeting u/s 391
4. Concept related to merger
 - a. 1 banking company with another banking company
 - b. 1 NBFC with another company
 - c. 1 Govt co with another Govt co (2011 circular)
5. Case law related to
 - a. Dinesh Lakhani Vs Parke Davis – full scheme of Sec 391 cannot be altered
 - b. L & T's case – composite scheme of merger and Demerger
 - c. Zydees Hospitals
 - d. Reliance Industries Ltd's demerger
 - e. Tata Motors Ltd – A sick Company cannot get a scheme of 391 sanctioned when the scheme of BIFR is pending
 - f. Subiksha Trading co
 - g. HP page 42
 - h. Buyback
 - i. National Organic Chemicals
6. Theory Questions:
 - a. Contents of Amalgamations Scheme – pg 37
 - b. What directors can be given by court for meeting u/s 391? Pg 42
7. Practice questions:
 - a. Pg 175 NBFC, Q1
 - b. Pg 174 Sumitra pharmaceuticals Q 2nd last
 - c. Pg 173 2nd last question
 - d. Pg 172 1st question
 - e. Pg 171 last question
 - f. Various physical forms to be filed with court
8. Various clause of listing agreement related to mergers –
Clause 24 f, g, h and i and clause 31 concept of organic & inorganic growth of merger
9. Concept of LBO (example – tata, corus, Bharati Airtel ain), MBO, Management Buy-in
10. Revise Buy back regulation, SICA, demerger, reverse merger, funding of mergers, reservation for small shareholders in buy back regulations.
11. Revise takeover code – disclosure requirement, PAC requirement, Pledge related concepts, ESCROW account, indirect acquisition, exemptions from P.A., minimum offer size, competitive bidding, offer period, Non- compete payment, general obligation of acquirer, target company
12. Practice fill up the banks sheet of takeover, offers subject to minimum level of acceptance

PART B

Securitization Act, do not miss definition, section 9,13,15,17,18

Winding up (Orange book + blue book)

Debt recovery

UNCITRAL

World Bank principles

Definition of foreign main proceeding

Concurrent proceedings

CS Final Dec 2012 Company Law

Revise the following topics in sequence of priority:

1. Drafting of resolution, Notices, Minutes, director's Report
2. Summary of various procedures under Companies act
3. Insider Trading
4. Defunct Company
5. Then all other chapters like –
Appointment, removal of directors, accounts, 372 A, MCA 21, 314, schedule xiii, 274, change of clauses of MOA, dividend, compromise arrangement, charges, miscellaneous section
6. Clauses of listing agreement should be studied for company law paper also
7. S. standards as per class notes
8. Short note on XBRL, Green initiatives, one man company, Highlights of companies bill
9. Practice fill up the blanks given in the blue book and one mock test paper taken in JULY
10. LIST OF E-FORMS

CS final dec 12 - drafting

As per notes given to dec 12 batch & one mock test paper fill up the blanks sheet

CS final Due diligence

Grey book dec 12 batch

Co Law portions relevant here also

Clauses of Listing agreement

SeBi ICDR From blue book

One fill up the blanks TEST given in august

CS final Ethics

Grey book of Dec 12 batch

Even clauses of listing agreement

SM, WTO, JV

Yellow Book as per class marking

MIS	ICSI Mat
Risk Management	ICSI Mat
JV , foreign Collaboration	ICSI Mat
WTO	as per class notes

Revision Sheet of CS Dec 12 WTO