

BHARATHIAR UNIVERSITY,COIMBATORE-641 046

## M.Com- Corporate Secretaryship

(For the students admitted during the academic year 2010-2011 and onwards)

### SCHEME OF EXAMINATIONS : CBCS Pattern

| Study Components    | Course Title  | Ins. hrs / week | Examinations |     |       |             | Credit    |
|---------------------|---|-----------------|--------------|-----|-------|-------------|-----------|
|                     |   |                 | Dur.Hrs      | CIA | Marks | Total       |           |
| <b>Semester I</b>   |   |                 |              |     |       |             |           |
|                     | General Law and Practice  | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Company Law and Practice  | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Securities Laws and Financial Markets                               | 7               | 3            | 25  | 75    | 100         | 4         |
|                     | Company Accounts Theory and Practice                                | 8               | 3            | 25  | 75    | 100         | 4         |
|                     | Elective-I :  | 3               | 3            | 25  | 75    | 100         | 4         |
| <b>Semester-II</b>  |   |                 |              |     |       |             |           |
|                     | Tax Law – I   | 8               | 3            | 25  | 75    | 100         | 4         |
|                     | Advanced Company Law and Practice                                   | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Industrial Laws   | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Cost and Management Accounting                                      | 7               | 3            | 25  | 75    | 100         | 4         |
|                     | Elective-II :   | 3               | 3            | 25  | 75    | 100         | 4         |
| <b>Semester-III</b> |   |                 |              |     |       |             |           |
|                     | Company Secretarial Practice  | 5               | 3            | 25  | 75    | 100         | 4         |
|                     | Economic and other Legislations                                     | 5               | 3            | 25  | 75    | 100         | 4         |
|                     | Corporate Restructuring Law and Practice                            | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Information Technology & Computer Application                       | 5               | 3            | 25  | 75    | 100         | 4         |
|                     | Secretarial and Management Audit                                    | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Elective-III :  | 3               | 3            | 25  | 75    | 100         | 4         |
| <b>Semester-IV</b>  |   |                 |              |     |       |             |           |
|                     | Tax Law – II  | 7               | 3            | 25  | 75    | 100         | 4         |
|                     | Corporate Financial Management                                      | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Human Resources Management  | 6               | 3            | 25  | 75    | 100         | 4         |
|                     | Industrial Training (6 weeks) :<br>Training Report : 200 & Viva-50) | 8               | 3            | -   | -     | 250         | 10        |
|                     | Elective-IV :   | 3               | 3            | 25  | 75    | 100         | 4         |
| <b>TOTAL</b>        |   |                 |              |     |       | <b>2250</b> | <b>90</b> |

# Electives : List of Group Elective Papers :

(Colleges can choose any one of the Group Papers as Electives) :

1. GROUP-A

1. Export Trade Procedure
2. Import Trade Procedure
3. International Marketing
4. Foreign Exchange Management

2. GROUP-B

1. Financial Markets and Institutions
2. Indian Stock Exchanges
3. Futures and Options
4. Fundamental and Technical Analysis

3. GROUP-C

1. Principles and Practice of Marketing Services
2. Marketing of Financial Services
3. Marketing of Health Services
4. Travel and Hospitality Services

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\* In the core subjects, Number of Papers both theory and practical are included wherever applicable. Existing number of papers to be offered. However, the total credit and marks for core subjects remains the same as stated above.

\*\* For the Project present 80% marks and Viva-Voce 20% marks. Boards of Studies to frame specific guidelines for the project to be completed during the fourth semester of two year PG programme.

@ Includes 25 / 40% continuous internal assessment marks for theory and practical papers respectively.

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**semester – I**

**PAPER – 1.1. GENERAL LAWS & PRACTICE**

**Unit – I**      Interpretation of statutes

General principles of interpretation – Internal and external aids to interpretation – Primary and other rules.

Constitution of India

Nature of Indian Constitution – Fundamental Rights – Directive Principles of State Policy – Freedom of Trade – Commerce and Intercourse – Constitutional provisions relating to state Monopoly.

**Unit – II**      Civil Procedure Code – 1908

Elementary knowledge of the structure of civil courts – their jurisdiction - basic understanding of certain terms – orders judgement and decree, stay of suits – resudicate basic under – standing of summary proceedings – appeals – reference – review and revision.

Limitation Act, 1963

Computation of period of limitation for different types of suits – extension of periods of limitation.

**Unit III**      Transfer of Property Act – 1882

Movable and immovable property – Properties which cannot be transferred – Provisions relating to sale – Mortgage – charge – Lease – Gift – and Actionable claim.

Indian Trust Act 1882

General concepts relating to trusts creation of trusts; duties and liabilities of trustees and beneficiaries rights and power of trustees, disabilities of trustees.

**Unit IV**      Arbitration Act – 1940

Arbitration agreement – Definitions – Appointment of arbitrator – Powers of the arbitrator – award – remission –setting – abide – modification and filling there of – stay of legal proceedings.

Registration Act – 1908

Registrable documents – Compulsory and optional time and place of registration – Consequences of non-registration – Miscellaneous provisions.

## **Unit – V     Indian Stamp Act 1989**

Methods of stamping – Consequences of non-stamping and under stamping – impounding of instruments construction of instruments for stamp duty payable – allowance & refund.

### **Right to Information Act 2005**

Definitions-Public Information Officers-Assistant Public Information Officers-procedure for getting information-information not disclosable under the Act-Time limit for providing information-Fees prescribed—Information Commission-Appeals-offences and penalties.

### **BOOKS RECOMMENDED**

1. A manual of Mercantile Law's, Chand & Company (p) Ltd., - M.C. Shukla.
2. Commercial Law – The World press Ltd – Sen and Mitra.
3. Mulla on the Transfer of Property Act – 1882 – N.M. Tripathy (p) Ltd.,
4. Civil procedure code – Allahabad Law Agency – M.P. Tanton.
5. V.N. Shukul's the constitution of India – Dr. D.K. SINGI.
6. Principles of statutory interpretation – G.P. Singh.
7. All Indian Reporter – Published by All Indian Reporter Ltd., Congress nagar – Nagpur.
8. Relevant bare Acts.

## **SEMESTER – I**

### **PAPER – 1.2. COMPANY LAW AND PRACTICE**

#### **Unit – I**     Introductory

The Company as a business medium – nature and form of business enterprise: types of business enterprises. Nature and functions of companies: concept of corporate personality and nature of corporateness – company as a person, resident, citizen.

#### **Unit – II**     Incorporation and its Consequences

Formation of a company and types of companies – Memorandum of Association – Articles of Association, additional documents required for incorporation, certificate of incorporation, commencement of business.

Government and foreign companies – Alteration of Memorandum and Articles and Limitations on power of alteration – Promoters – meaning and importance: Position, duties and liabilities – Corporate transactions – Pre-incorporation contracts: doctrine of ultra-vires and common seal. Protection of persons dealing with a company – the doctrine of constructive notice: doctrine of indoor management and lifting of corporate veil.

#### **Unit – III**     Financial Structure and membership

The concept of capital and financing of companies – Sources of capital; classes and types of shares; equity with differential rights; issue of shares at par, premium and discount; bonus issues, rights issues, issue of sweat equity shares, employee stock option scheme; private placement.

Share capital alteration – alteration of share capital; reduction of paid-up capital; forfeiture and surrender of shares. Prospectus – definition; abridges prospectus; statement in lieu of prospectus; shelf prospectus; information memorandum; contents, registration, misrepresentations and penalties therefore. Debt capital – debenture, debenture stock, bonds; new developments in corporate debt financing debenture trust deed and trustees; conversion of and redemption of debentures, creation of charges – fixed, floating and registration thereof.

Allotment and certificates – contracts to subscribe for shares, debenture and other securities, letters of allotment and renunciation; calls and forfeitures; share certificates and share warrants. Membership – modes of acquiring membership including through depository mode; restriction on membership, rights and privileges of members. Transfer and Transmission of securities in physical and depository modes.

#### **Unit – IV**     Management and control of companies

Directors – appointment / re-appointment of directors – qualifications, disqualifications remuneration, vacation of office, retirement, resignation and removal; loans to directors; their powers and duties office or place of profit; role of directors. Managing and whole-time directors manager, company secretary – appointment, re-appointment, powers and duties. Meetings of directors and committees – frequency convening and proceedings of Board / Committee meetings, minutes and evidence.

General meetings – kinds of meetings and resolution; law, practice and procedure relating to convening and proceedings at general and other meetings; recording and signing of minutes; role of chairman; teleconferencing; postal ballot. Distribution of powers of a company – division of powers between Board and general meetings; acts by directors in excess of authority; monitoring and management.

#### **Unit – V**     Deposits

Invitation, acceptance, renewal, repayment, default and remedies. Law relating to making investments in and giving guarantees and providing security.

### **BOOKS RECOMMENDED**

1. Ramiah; Companies Act 2000.
2. Kapoor N.D., Elements of Company Law.
3. Gogna P.P.S., A Text of Company Law.
4. Ghosh. P.K. & Balachandran. V., Company Law & Practice.
5. ICSI Study material on Company Law.

## SEMESTER – I

### PAPER – 1.3. SECURITIES LAWS AND FINANCIAL MARKETS

#### **Unit – I**     An Overview of Financial System

Constituents of financial system; significance, development and growth of financial and capital markets in India; Financial reforms and present scenario, regulatory authorities governing financial and capital markets.

#### **Unit – II**     Capital Market

An introduction, meaning and significance of capital market; capital market vis-à-vis money market; market players – investors and companies; securities laws / regulatory framework governing Indian Capital Market; an overview of international capital market.

#### **Unit – III**     Securities and Exchange Board of India and Investor Protection

Role and Powers of SEBI. Meaning and significance of investor protection, regulatory measures to promote investor confidence.

#### **Unit – IV**     Financial Instruments and Instruments issued outside India

Capital market instruments – equity, debentures, preference shares, sweat equity shares, non-voting shares, new instruments of capital market – pure, hybrid and derivatives; money market instruments - treasury bills, commercial bills, certificate of deposits; new money market instruments. Foreign currency convertible debentures, global Depository Receipts, American Depository Receipts External Commercial Borrowings, etc., - their characteristics, advantages and disadvantages, procedure for issue of various instruments and their cost.

#### **Unit – V**     Primary market and secondary market

Meaning, Significance and scope, developments in primary market; various agencies and institutions involved in primary market; role of intermediaries – merchant bankers, registers, underwriters, bankers to issue, portfolio managers, debentures, trustees, etc., - their rules, regulations and code of conduct framed by Securities and Exchange Board of India. Meaning, significance functions and scope of secondary market; secondary market intermediaries – stock brokers, sub-brokers, advisors, their rules, regulations and code of conduct framed by Securities and Exchange Board of India.

#### **BOOKS RECOMMENDED**

1. Balakrishnan & Narta. S., Securities Market in India.
2. Machiraju H.R., Merchant banking
3. Gordon & Natarajan, Financial Service.
4. Maheswari, S.N. Financial Management.
5. Donald & Fisher & Ronald T.Jordan, Security Analysis and Portfolio Management.
6. ICSI study material, Securities Laws and Regulation of Financial Markets.

**SEMESTER – I**  
**PAPER – 1.4. COMPANY ACCOUNTS – THEORY AND PRACTICE**

**Unit – I**

Accounting for share capital & loan capital – Acquisition of business and treatment of profits prior to incorporation.

**Unit – II**

Preparation and presentation of final accounts of companies

**Unit – III**

Accounting treatment for amalgamation – absorption & reconstruction of Companies Accounts of holding and subsidiary companies.

**Unit – IV**

Valuation of goodwill and shares, Liquidation of Companies – Accounting treatment.

**Unit – V**

Final accounts of Banking Companies – Insurance companies, Electricity Companies and Hotel Companies.

**BOOKS RECOMMENDED**

1. M.C. Shukla & T.S. Grewal : Advanced Accounts.
2. R. L. Gupta & S. Radhaswamy : Advanced Accountancy.
3. H. Chakraborty : Advanced Accountancy.
4. William Pickles : Accountancy.



**SEMESTER – II**  
**PAPER – 2.1. TAX LAW – I**

**Unit – I**      Income tax Act 1961

Definition – Basis of charge (a) Scope of total income, (b) Residential status of Assessee and the effect of taxation in respect of various residential status of assesses. Importance of income received or deemed to have been received; or income accrued or deemed to have arisen with levy of income tax – Exempted incomes.

**Unit – II**      Computation of income under various heads

Salaries – House Property – profits and gains of business or Profession – Capital Gains – Other Sources.

**Unit – III**

Income of other persons included in assessee total income – Aggregation of income and set off or carried forward of loss – Arrival of Gross Total Income – Deductions under chapter VI. A.

**Unit – IV**

Computation of total of income and Assessment of Individual's – Registered and Unregistered firms – Companies.

**Unit – V**      Income Tax Authorities

Their appointments and control – Jurisdiction and powers of various Income Tax Authorities – Appeals – Revisions and reference.

Collection and Recovery of Tax – General – Tax deduction at source – Advance payment of Tax – Refunds. Penalties and prosecutions.

**BOOKS RECOMMENDED**

1. S. Bhattacharya – Indian Income Tax law & Practice.
2. Dr. V.K. Singhania – Direct Taxes Law & Practice, Taxman Pub.
3. B.B. Lal – Income Tax law and practice – Allied Publications.
4. Dr. Bhagwathi Prasad, Law & Practice of Income Tax in India.
5. Taxman Journal – Taxman – New Delhi.
6. Direct Tax – law and Practice – Dr. H.C.Mehrotra & Goyal.
7. Dr. V.K. Singhania – Students Guide to Income Tax.
8. Dinkar Pagare – Tax Laws

**SEMESTER – II**  
**PAPER – 2.2. ADVANCED COMPANY LAW AND PRACTICE**

**Unit – I**     Petitions, Applications and Appearances before Company law Board

Procedure for making and filing petitions, application and making appearances before Company Law Board as well as matters related thereto including specimen petitions, applications and resolutions.

**Unit – II**     Applications to the Central Government and Petitions to the Court

Procedure for making various applications to the Central Government. Making and filing petitions to the court for reduction of capital, variation of shareholders rights and other matters.

**Unit – III**    Inspection and Investigation

Inspection of documents, books of account, registers etc., power of the Registrar of Companies to call for information, investigation of the affairs of the company, power of the inspector, seizure of books and documents, inspector's report.

**Unit – IV**     Corporate Collapse

Winding up concept; necessity and types of winding up; Organisational set up of administrative machinery for winding up; winding up process; role of liquidators, consequences of winding up and winding up unregistered companies; law of corporate insolvency and process in United Kingdom and United States of America.

**Unit – V**     Buy-back of Shares and Insider Trading

Detailed procedure and practice for buy-back of shares covering Government and Securities and Exchange Board of India Guidelines. Concept, rationale behind prohibition, Securities and Exchange board of India's anti insider trading regulations and major actions taken by Securities and Exchange Board of India so far.

**BOOKS RECOMMENDED**

1. Romaiah, Companies Act 2000.
2. Kapoor N.D., Elements of Company Law.
3. Gogna P.P.S., A Text of Company Law.
4. Ghosh. P.K & Balachandran V., Company Law & Practice.
5. ICSI Study material on Company Law.

## SEMESTER – III

### PAPER – 2.3. INDUSTRIAL LAWS

#### **Unit – I**      The Factories Act 1948

Definitions – provisions relating to health – safety and welfare of workers. Working hours and leave benefit provisions – approval – licensing and registration of factories.

#### **Unit – II**      The Industrial Disputes Act – 1947

Definitions – authorities for settlement of disputes – methods of settlement – reference of disputes. Strikes and Lock-outs – retrenchment and closure – awards and settlements – unfair labour practices – other miscellaneous provisions.

#### **Unit – III**      Employee’s State Insurance Act – 1948

Important definitions – Employee’s State Insurance Corporation – standing committee and medical benefit council – provisions relating to contribution – benefits under the Act adjudication of disputes and claims. Objects – Employees’s Provident Fund and other schemes made under the Act.

#### **Unit – IV**      Payment of Bonus Act 1965

Important definition – eligibility for bonus and payment of bonus – deductions from bonus – computation of available surplus – set-on and set-off allocable surplus miscellaneous provisions.

#### Payment of Gratuity Act 1972

Objects – Payment of gratuity – exemption – determination and recovery.

#### **Unit – V**      Trade unions Act 1926

Registration – Status – duties – functions – immunities and liabilities of registered trade unions – Payment of Wages Act – Minimum Wages Act.

#### Books Recommended

1. Commercial Law – Sen and mitra.
2. An Introduction to labour and Industrial laws – S.N. Misra.
3. Industrial Law – Mallik
4. The Law of Industrial Disputes – O.P. Malhotra.

#### Journals

1. Labour Law Journal digest – R. Venkatraman – Nagpur.
2. Relevant Bare Acts – Rules and Regulatons.

**SEMESTER – II**  
**PAPER – 2.4. COST AND MANAGEMENT ACCOUNTING**

**Unit – I**

Meaning and nature of cost accounting – various cost concepts and installation of cost.  
Components of cost: Material cost – meaning of inventory – methods of inventory control – pricing of issues and receipts of materials – accounting and control of normal and abnormal wastages – spoilage and defectives.

Labour cost – meaning and control of labour cost – treatment and control of labour turnover – idle time – leave with pay – casual workers – overtime – apprenticeship – and training cost – labour cost control reports to the management.

Direct expenses – meaning and control.

Overheads – classification of overheads – collection and allocation of overheads – absorption and control of overheads.

**Unit – II**      Methods of Costing

Single or output costing – operating costing – job-contract.

Process costing – treatment of by – products and joint products.

**Unit – III**

Control and integrated accounts – reconciliation of cost accounts with financial accounts.

Budgets and budgetary control

Preparation – advantage – various types of budgetary control reports to management.

**Unit – IV**      Standard Costing and Various Analysis

Meaning and advantages – distinguishing standard costing from budgetary control – types of standards – determination of standards – variance analysis – disposal and reporting of variances to management.

Marginal Costing

Meaning and uses of Marginal costing – determination of income under marginal and absorption costing – application of marginal costing – contribution and decision making – limitations of marginal costing – cost – volume – profit relationship – break even analysis – profit planning and pricing – meaning uses and construction of break even charts – profit planning and price decisions.

**Unit – V**      Management Accounting

Meaning and nature of management accounting – management accounting distinguished from financial accounting and cost accounting – scope and importance of management accounting.

Financial Statement Analysis

Meaning-nature-preparation-analysis and interpretation of financial statements- limitations.

Tools of Financial Statement Analysis

Ratio analysis-cash and fund flow analysis

**BOOKS RECOMMENDED**

1. N.K. Prasad, Principles & practice of cost accounting, Book Syndicate.
2. Bierman & Drebenig, Managerial Accounting, Macmillan.
3. I.M. Pandey, Managerial Accounting, Vikas Pub. House.
4. Advanced Cost Accounting, Jain and Narang, Kalyani Pub.
5. Management Accounting and Financial Control, S.N. Maheswari, Sultan Chand.
6. Robert N. Anthony, Management Accounting – Text & Cases, Irwin.

## SEMESTER- III : 3.1 COMPANY SECRETARIAL PRATICE

### Unit I:

Company Secretary - Qualifications - Procedure for appointment and dismissal of a secretary - Role of a secretary practicing to Secretary – Role of company secretary - Powers - Duties and Liabilities of a Secretary.

Secretarial procedure for incorporation of companies - Certificate of incorporation and commencement of business - procedure for incorporation of a public company and a private company – Procedure for issue to prospectus.

### Unit II:

Secretarial procedure for issue of shares - Procedure for allotment of shares - procedure for issue of share certificate and duplicate share certificate - share warrant - procedure for forfeiture of shares and re-issue of forfeited shares - issue of further shares - Guidelines and procedure for issue of bonus shares - procedure for transfer and transmission of shares - procedure for buying back - procedure in depository mode of transfer.

Methods of borrowing - Ultravires borrowing - Debentures - Trust deed - Procedure for redemption of debentures and conversion pf debentures - Registration of charges - Effect of registration - Satisfaction and modification of charges - Returns of charges.

### Unit III:

Types of meetings - Secretarial duties in connection with SM, AGM, EGM and Board Meeting

Practical aspects of drafting: Agenda, Notice - Explanatory statement - Minutes of different types of meetings - Resolutions.

### Unit IV:

Secretarial procedure for appointment of Directors and their removal - Appointment - Re-appointment of Managing Director/ Whole time director / Manager in a public company or a private company which is a subsidiary of public company - procedure for appointment - re-appointment of sole selling agents.

Secretarial duties with regard to accounts of the company procedure for appointment of auditors - Re-appointment and removal of auditors - Procedure for appointment of a cost auditor - Audit of Government Companies.

### Unit V:

Compromise and arrangement - Reconstruction and Amalgamation - Procedure for compromise and arrangement - Various ways of reconstruction.

Winding up - Procedure for winding up of companies - Duties of Secretaries in respect of winding up - Procedure after the winding up orders.

### BOOKS RECOMMENDED:

1. Company Law Procedures - K.V. Shanbhogue
2. Company Notice, Meetings and Resolutions - Chakraborti & Bhangara
3. Company Meeting Law Procedures - B.K. Sen Gupta
4. Guide to Company Law Procedures - M.C. Bhandari
5. Company Meetings - S.K. Tuteja
6. ICSI's Monthly Journal Executive 'Chartered Secretary'

## SEMESTER III

### 3.2 ECONOMIC AND OTHER LEGISLATIONS

#### **Unit I:**

**The Competition Act 2002** - definition- Anti competitive agreements, prohibition of abuse of competitive position, combinations - Competition Commission of India - Benches of the Commission - Procedure for inquiry on complaints, investigation of combination, power to grant interim relief, compensation - Appearance before the commission.

#### **Unit II:**

**Consumer Protection act 1986** - objects - definitions- district forum, state commission and national commission - Nature and scope of remedies under the act - Limitation period for filing complaints.

#### **Unit III:**

##### **Pollution Control Laws**

- a) Object and salient features of the Air (Prevention and control of pollution Act) 1981 - Various Board and their functions and powers - duties of occupier of specified industries to ensure adherence to standard - offences by companies.
- b) Object and salient features of the Water (Prevention and control of pollution Act) 1974 - functions and powers of Central, State and Joint Boards - Compliance regarding discharges causing pollution - penalties and offences.

#### **Unit IV:**

**Foreign Exchange Management Act, 1999** - definition - Regulation and Management of Foreign Exchange - Dealing holding current and capital account transactions - Export of goods and services - Realisation and repatriation of Exemptions authorized persons - RBI powers, penalties, appeals and enforcement.

#### **Unit V:**

##### **Intellectual Property Laws**

- a) **Trade Mark Act, 1999** - objects of trade mark law - registration of trade marks - licensing and assignment of trade mark - rectification and removal of marks from the register - passing off and infringement of mark - certification of trade marks.
- b) **Indian Patents Act, 1970** - objects of patents - registration of patents - secrecy directions - powers of controller of patents - surrender and revocation of patent - infringement of patents and remedies therefore patent agents, international arrangements.
- c) **Copy Right Act, 1957** - objects and schemes of the Act - important definitions (secs 2-8) - copy right office and copyright board - Works in which copyright subsists (sec 13) - Ownership of copyright and rights of the owner - Licensing and registration of copyrights - International copyrights - Infringement of copyright - civil remedies.

#### **BOOKS RECOMMENDED:**

1. Bare Act of all relevant legislations.
2. MRTP - A Manual - ICSI's publications.
3. Foreign Exchange Law and Practice - Texman pub Gupta & Jain
4. ACS study material on "Economic Labour and Industrial Laws" 2005 - Edn.

## SEMESTER -III

### 3.3 CORPORATE RESTRUCTURING - LAW AND PRACTICE

#### **Unit I:**

**Introduction** - Meaning of Corporate restructuring, need scope and modes of restructuring historical background, global scenario, and national scenario.

#### **Unit II:**

**Strategies** - Strategic planning, competitive advantage and core competence, strategy formulation, routes for executing strategy - start up, mergers, acquisitions, takeovers, disinvestments and strategic alliances.

#### **Unit III:**

**Mergers and Amalgamation** - Concept, need and reasons, legal aspects, procedural aspects relating to commencing of meetings and presentation of petition including documentation, economic aspects, stamp duty and allied matters, payment of consideration, bail out takeover of sick units - Difference between demerger and reconstruction, modes of demerger - by agreement, under scheme of arrangement, by voluntary winding up, tax reliefs, Indian scenario - reverse mergers.

#### **Unit IV:**

**Takeover** - Meaning and concept, types of takeovers, legal aspects - Securities and Exchange Board of India takeover regulation procedural aspects, economic aspects, financial consideration bailout takeover of sick units.

#### **Unit V:**

**Revival and Restructuring of Sick Companies** - the problem of sick industries and their revival with special reference to the law relating to sick industrial companies.

#### **BOOKS RECOMMENDED:**

1. Dr. K R Chandratre - Corporate Restructuring
2. S Ramanujam - Merger (Ta McGraw Hill publication)
3. Dr. J C Verma - Corporate Merger and Takeovers (Bharath Publishing)
4. L M Sharma - Amalgamations, Mergers, Takeovers, Acquisition (Company Law Journal)  
Nerma JC, Corporate Mergers, Amalgamations and Takeovers.
5. ICSI publication - Hand book on Merger and Amalgamations.
6. ICSI study material - Corporate Restructuring Law & Practice.



## SEMESTER III

### 3.4 INFORMATION TECHNOLOGY AND COMPUTER APPLICATION

#### Unit I:

**Management Information System** - Meaning - Nature and basic requirements of MIS - Its needs - Purpose and significance - Recognizing the need to provide different types of information at different levels of management.

#### Unit II:

**Word Processors and Word Processing** - What it is and the can do getting started word star - Entering and editing texts - Finding and replacing texts - Marking and moving blocks - Formatting - text on screen - Special print features - Dot commands - Mail merge.

#### Unit III:

**Electronic Spreadsheet**- Concept of an electronic spreadsheet - introduction to Lotus 1-2-3 - Basic worksheet screen - Entering information - Entering formula - Changing entries and formula - Marking calculations - Replication - Global changes - Leading, saving, printing and erasing a worksheet.

#### Unit IV:

**Database Management System** - Introduction to dbase III - Record structure - Creating a database - Entering and edit data viewing data - Modifying data - Base structure - Duplication printing formatted reports working with multiple databases - Common files - Setting up screen displays.

#### Unit V:

**Introduction to Internets** - Resources of internet - Hardware and software requirements of internet - Internet Service Providers (ISP) - Internet addressing - Mail - Using mail from self account - Introduction to web - Using web.

#### BOOKS RECOMMENDED

1. Joyce Cox, Pollyurban, "Quick course in Microsoft Office", Galgotia Publications Pvt Lts 1996
2. R K Taxali "PC Software for windows made simple", Tata McGraw Hill Publications Pvt Lts 1998
3. Fundamentals of Information Technology - Alexis Leon Mathews.
4. Information Technology C S V Murthi
5. The Internet - complete reference - Harley Hahn - Tata McGraw Hill.

### SEMESTER III

#### 3.5 SECRETARIAL AND MANAGEMENT AUDIT

##### **Unit I:**

Need objectives and scope of secretarial audit process - Periodicity and format for secretarial audit report - Appointment, duties and power of secretarial auditor - Check list work sheet for secretarial audit under various corporate laws and covenants of loan agreements entered into with financial institutions.

##### **Unit II:**

Preparation of search and status report from registrar of companies record for banks and financial institutions scope and importance - Verification of documents relating to charges - Requirements of various financial institution and other corporate lenders.

##### **Unit III:**

**Securities Audit** - Meaning need and scope - Ensuring proper compliance of provisions relating to issue and transfer of securities - Preventing fraudulent and unfair trade practices including Securities and Exchange Board of India regulation framed thereon - Protecting the interest of investors.

##### **Unit IV:**

**Management Audit** - Meaning, nature and scope - Principles and fundamentals of management audit - Appraisal of management methods and performance - Organizing needs for management audit.

##### **Unit V:**

**Corporate Governance** - Listing agreement - Clause 49 - Compositions of Board - Independent Directors - Audit Committee - Whistle Blowing - Compliance of Corporate Governance.

#### BOOKS RECOMMENDED:

1. Dr. V.Balanchandran & Dr.K.S.Ravinchandran - Secretarial, Securities and Management Audit
2. ICSI Publications - Guidance notes on secretarial audit
3. A R Ramanathan - Cost and Management Audit.

## SEMESTER IV 4.1 TAX LAW-II

### Unit I:

**Wealth Tax Act** – definition – basis of charge – asset exempt from wealth tax – valuation of various assets under wealth tax. Filing of wealth tax return assessment procedure penalties and prosecution appeal

### Unit II:

**Central Excise Act, 1944** – excise duty – levy and collection of excise duty – central excise traffics act 1985- special features – excisable goods – concept of manufacture and manufacturer – classification – valuation of excisable goods – normal price – exemption form excise duty.

Registration law under central excise procedural aspects of registration – clearance or removal of excisable goods – methods of removable of such goods- concept of MODVAT – procedure for availing MODVAT facility – powers and duties of central excise officer – appeals to various authorities – offences and penalties

### Unit III:

**Customs Act, 1962** – Customs duty – prohibition on importation and exportation – deduction illegally imported goods and export of goods and their prevention – levy of and exemption from customs duty – valuation of goods under customs act.

Clearance of imported goods and export goods – concept of customs duty draw – conditions and procedures for availing duty draw back – powers of customs officer – search & seizure – confiscation of goods – appeals, offences & penalties.

### Unit IV:

**Central Sales Tax Act, 1956** – objects of CST – levy and collection of tax concept of inter state sales and intra state sales – sales in the course of import and export – liability to tax on inter state sales.

Registration of dealers – taxable turnover and determination of turnover – goods of special importance of declared goods – appeals, offences and penalties.

### Unit V:

**VAT (Value Added Tax) Meaning, Applicablity,Coverage of goods under VAT,-- Tax Payers Identification Number (TIN) – Modes of charging sales tax – Levy of purchase tax.**

#### BOOKS RECOMMENDED

1. Law of Central Sales Tax – Eastern book company, Lucknow- SD- Singh
2. Commentaries on Customs Act, 1962 with rules and notification - Eastern book company, chapter I – XVI- P.L.Malik.
3. Central Excise Law Guide (1982 edition), Central Law of Office, Delhi – R.K.Jain
4. Gift and Wealth Tax - Mehrotra & Goyal, Sahitya Bhavan, Agra.
5. Tax Laws - Dinker Pagare, Sultan Chand Son's, New Delhi.
6. Datey Vs Indirect Taxes – Taxmann Publications, New Delhi

## SEMESTER IV 4.2 CORPORATE FINANCIAL MANAGEMENT

### **Unit I:**

**Nature of financial management** – scope of financial functions – changing role of financial manager – traditional role – new role – meaning and definition of objectives of financial management – profit maximization & wealth maximization – scope of financial management – the art and science of financial management.

**Financial analysis** – financial leverages – operating and combined leverages in financial forecasting

### **Unit II:**

**Management of working capital** – determination of the size of working capital – risk factor management cash including bank credit.

Management of accounts receivable – management of inventory effects of inflation on working capital management – financing of working capital requirements.

### **Unit III:**

**Methods of financing** – instruments of long term finance – equity and preference shares – debentures – marketing of corporate securities – basic considerations of rights issue – leasing and sub-contracting – financial institutions – internal financing – depreciation and retained earnings.

**Dividend policies and decisions** – nature and factors – affecting dividend decisions – different theory of dividend – alternative form of dividend – developing dividend policies of corporate enterprises with special reference to India.

### **Unit IV:**

**Investment in capital structure decisions** – meaning and significance of capital budgeting – difficulties – rationale of capital expenditure – kinds of capital budgeting decisions – its various components – methods of appraising investment proposals – buy back period – accounting rates of returns – discount cash flow methods - net present value method - internal rate of returns and profitability index - Analysis of risk and uncertainty.

The concept of cost of capital - cost of equity stock - debt capital, retained earning and preference stock - Weighted average cost of capital - rationale of optimum capital structure and financial decision

### **Unit V:**

**Preparation of Project Report** - Analysis the economic feasibility and commercial profitability - Estimation of markets - Prospectus - Capital cost - Working capital - Needs - Sales revenues -Operating costs - Earning and cash flows.

**Project Appraisal By Financing Institutions** - Financing and other aspects of appraisal - Criteria for judging the value of industrial projects to the economy the main terms of loan and underwriting covenants with financing institutions - Security against loans - Special problems regarding terms of lending to small scale enterprises.

### **BOOKS RECOMMENDED:**

1. I M Fardey, Financial Management - Vikas Pub. House.
2. S C Kuchal, Financial Management - An Analytical and Conceptual approach - Chaitanya Pub. House.
3. Prasanna Chandra-Project Preparation-Appraisal and Implementation- Tata McGraw Hill.
4. James C Van Horne, Fundamental of Financial Management - Prentice Hall.

## SEMESTER IV

### 4.3 HUMAN RESOURE MANAGEMENT

#### **Unit I:**

**Concept of HRM** - HR philosophy - Changing environment of HR - Evolution and development of HRM - Functions of HRM - Organisation of HR department - Role of HR managers.

#### **Unit II:**

**Job analysis** - Methods, process - Human Resource Planning - Recruitment - sources, process - Selection - Process, tests, interviews - Placements - Induction.

#### **Unit III:**

**Training & Development** - Need analysis, training process, techniques, Management development - Performance appraisal - Methods, performance interviews - Potential appraisal managing careers - Career planning and development - Promotions and transfers.

#### **Unit IV:**

**Compensation management** - Factors determining pay rates - Job evaluation - Financial incentives - Plans for operatives and executives - Fringe benefits - Statutory and non Statutory benefits - Welfare measures.

#### **Unit V:**

**Trends in HR** - HRIS - HR outsourcing - Talent management - PCMM \_knowledge management - Learning organizations - Virtual organizations - Flexible employment.

#### **BOOKS RECOMMENDED:**

1. Rao VSP 2000, Human Resource Management, Text and cases, New Delhi, Excell.
2. Decenilzo D A & Robbins S 1999 Personnel/ Human Resource Management, Text and cases, New Delhi, Prentice Hall.
3. Dessler, G, 2000, Human Resource Management, New Delhi, Prentice Hall.
4. Tripathi 1999 Personnel Management and Industrial Relations, New Delhi, Himalaya.
5. Pattanyak, B.2001, Human Resource Management, New Delhi, Prentice Hall.
6. Venkataratnam & Srivastava, Personnel Management & Human Resource, New Delhi, Prentice Hall.

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**GROUP-A**

|           |                             |
|-----------|-----------------------------|
| Paper I   | Export Trade Procedure      |
| Paper II  | Import Trade Procedure      |
| Paper III | International Marketing     |
| Paper IV  | Foreign Exchange Management |

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**Paper –I : Export Trade Procedure**

**Unit I**

Export trade – Different categories of exporters – Export Licencing Procedures – Role of ECGC in Export promoter – Deemed export and its benefits.

**Unit II**

Export promotion council – functions and role of the councils in India Foreign trade – commodity board and its function

**Unit III**

Project exports and consultancy exports – warehousing and customs procedure for exports

**Unit IV**

Registered exporters – Export hours and trading houses – 100% EOU, EPZ –Salient features – Benefits – Rules governing the establishment of units.

**Unit V** : Export procedures - and procedures

**Text Books :**

|                  |   |                     |
|------------------|---|---------------------|
| Export Marketing | - | TAS Balagopal       |
| How to Export    | - | Wab hps publication |

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**Paper –II : Import Trade Procedure**

**Unit I**

Import trade – Licence – Advance licencing – Special import lincences – Duty Entitlement pass book scheme – Import trade control items – classification and its IEC code number.

**Unit II**

Import of goods under EPLG scheme – Import of raw materials and components under OGL – Restricted and banned items for import – Various canalizing affairs

**Unit III**

Import documentation – Documents and Procedures – approved methods of RBI regulations – Suppliers credit.

**Unit IV**

Warehousing in connection with imports – bonded warehousing – provision relating to NRI and their imports.

**Unit V**

Customs practice and procedure settlement of international trade disputes.

**Text Book**

1. Francis Cherrunilam
- 
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### Paper –III : International Marketing

#### **Unit I**

International marketing – meaning, definition – Difference between domestic and international marketing – Features of International marketing – Barriers in international marketing – Future of global marketing.

#### **Unit II**

Channels of Exports marketing – The growth and benefits of direct marketing – Indirect marketing – Major channels of direct marketing – Online marketing.

#### **Unit III**

International marketing decision – Product strategies and product planning – Branding and packaging decision

#### **Unit IV**

Pricing strategies in international marketing

#### **Unit V**

INMKS information, MIS – source of foreign marketing intelligence – methods of identifying foreign market.

#### **Text Books**

International Marketing : Varshney and Bhattacharya  
In Trade and Export Management – Francis oherunilam

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### Paper IV : Foreign Exchange Management

#### **Unit I**

Foreign exchange – Meaning – definition – Administration of foreign exchange – Foreign exchange transaction – Purchases and sales transactions – Authorized dealers of foreign currency accounts – vostro accounts

#### **Unit II**

Foreign exchange Market functions – exchange rates – spot and forward transaction – merchant rates – TT buying and selling rate

#### **Unit III**

Fixed Vs Floating exchange rate – Managing foreign exchange reserves – fiscal and monetary policies in India.

#### **Unit IV**

Inter bank deals – Cover deals trading – Swap deals – Arbitrage operations – Devaluation – Pros and cons.

Balance of payment – meaning – BOP account – diversilibrium – reasons for disequilibrium in BOP – measures to control disequilibrium

#### **Unit V**

Theories of foreign exchange – mint parity theory – balance of payment theory – Hecher obtain theory

#### **Text Books**

Foreign – exchange and international finance – A.V. Rajwade  
International economics – Methatie

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## **GROUP-B**

|           |                                    |
|-----------|------------------------------------|
| Paper I   | Financial Markets and Institutions |
| Paper II  | Indian Stock Exchanges             |
| Paper III | Futures and Options                |
| Paper IV  | Fundamental and Technical Analysis |

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## **SEMESTER I PAPER I : FINANCIAL MARKETS & INSTITUTIONS**

### **UNIT I**

Financial Markets – An Overview – Money Market – Call Money Market – Commercial Paper Market – Commercial Bill Market – Certificate of Deposit (CD) Market – Treasury Bill Market – Government or Gilt-edged Securities Market.

### **UNIT II**

Capital Market–An Overview – Capital Market Instruments – Capital Market Reforms – New Issue Market(NIM) – Debt Market – Foreign Exchange Market – Derivatives Market.

### **UNIT III**

Financial Services Institutions – Clearing corporation of India Limited (CCIL) – Credit Rating and Information Services of India Limited (CRISIL) – Discount and Finance House of India Limited (DFHIL).

### **UNIT IV**

Investment Information and Credit Rating Agency of India Limited (Icra) – Over the Counter Exchange of India (OTCEI) – National Securities Depository Limited (NSDL) – Securities Trading Corporation of India Limited (STCI).

### **UNIT V**

Financial Institutions – Money Market Institutions – Capital Market Institutions – National Housing Bank–Functions and working – Export-Import(EXIM) Bank of India – NABARD.

### **Books for Reference:**

1. Financial Institutions and Markets, L.M.Bhole, Tata McGraw – Hill Publishing Company Limited.
2. Financial Instruments and Services, Nalini Prava Tripathy, Prentice Hall of India.
3. Financial Markets and Institutions, S. Gurusamy, Vijay Nicole Imprints (P) Ltd.Financial Services: M.Y.Khan, Tata Mc Graw-Hill Publishing Company Limited.
4. Financial Services: Dr.D.Joseph Anbarasu & Others, Sultan Chand & Sons.

## **SEMESTER II PAPER II INDIAN STOCK EXCHANGES**

### **UNIT I**

Stock Exchange-Meaning and Functions – World’s Stock Exchanges – Indian Stock Exchanges-Origin and Growth-Organisation Structure-Mode of Organisation-Membership-Stock Exchange Traders – Stock Exchange Trading-Jobbers Vs.Brokers-Stock Exchange Dealings-Trading of Securities.



## UNIT II

Stock Exchange Regulatory Framework-Under the SEBI Act, BSCC Act, Defence of India Rule, Capital Issues Control Act 1947, Securities Contract Act 1956, Securities Contracts Rules 1957 – Profile of Indian Stock Exchanges-BSE,NSE, etc., - Restructuring Indian Stock Exchanges-Demutualization.

## UNIT III

Listing-Meaning, Characteristics, Steps, Legal provisions, Benefits, Consequences of Non-Listing – Delisting – Insider Trading – Speculation- Speculation Vs. Gambling-Investors Vs Speculators – Investor Protection.

## UNIT IV

The Securities Contracts (Regulation) Act, 1956-Important provisions – SEBI-Functions and working.

## UNIT V

Internet Stock Trading-Meaning and features-Current Scenario-Regulating Internet Stock Trading-IPOs on the Internet-e-IPO – E-commerce Act and Internet Stock Trading – Stock Index Futures.

### **Books for Reference:**

1. Financial Services and Markets: Dr.S.Gurusamy, Vijay Nicole Imprints (P) Ltd,
2. Financial Services: M.Y.Khan, Tata Mc Graw-Hill Publishing Company Limited.
3. Financial Services: Dr.D.Joseph Anbarasu & Others, Sultan Chand & Sons.
4. Financial Institutions and Markets, L.M.Bhole, Tata McGraw – Hill Publishing Company Limited.

## **III-SEMESTER**

### **PAPER III – FUTURES AND OPTIONS**

#### UNIT I

Introduction to Derivatives – Definition of derivatives products – participants in derivatives market, economic forever of derivatives market.

#### UNIT II

Index Derivatives – Index number – economic significance of index movements – types of Indices – desirable attributes of an index – Derivatives in Nifty and Sensex.

#### UNIT III

Forward contracts - Limitations of forward markets – futures – Distinction between Future and Forward contracts – Futures terminitory options – Options terminitory , Call options and Put option.

#### UNIT IV

Pay off for buyer (long futures ) of futures – pay off for seller ( short futures ) of futures – Hedging, speculation and arbitrage – Options pay off – pay off profit for buyer of call options – pay off profit for writer of call options. Hedging and speculation in options.

#### UNIT V

Evolution of Commodity Markets – Commodity markets in India – Newyork Mercentile Exchange- London Metal Exchange , Chicago Board of Trades –Tokyo Commodity Exchange, Chicago Mercantile Exchange.

**Books for Reference:**

- 1.Financial Services and Markets : Dr.S.Gurusamy, Vijay Nicole Imprints (P) Ltd,
- 2.Financial Services : M.Y.Khan, Tata Mc Graw-Hill Publishing Company Limited.
- 3.Financial Services : Dr.D.Joseph Anbarasu & Others, Sultan Chand & Sons.
- 4.The Financial and Analysis of Capital : A.J. Merrett, Allen Ykes projects
- 5.Financial Management : P.V. Kulkarni & B.G. Sathya Prasad
- 6.Financial Management : M.Y. Khan & P.K. Jain

**IV SEMESTER**

**Paper IV - FUNDAMENTAL AND TECHNICAL ANALYSIS**

UNIT I

Investment - meaning – importance – security analysis – risk and return – various approaches to security valuation.

UNIT II

Fundamentals analysis – meaning – Market analysis – Indices of NSE and BSE

UNIT III

Industry analysis – meaning – methods - Company analysis – meaning – methods.

UNIT IV

Technical analysis – meaning – Dow Theory – Elliot Wave Theory

UNIT V

Moving Averages – Charts – macd -relative strengths.

**Books for Reference:**

1. Investment analysis and portfolio management : Reily.
2. Portfolio management : S.K. Baura.
3. Modern portfolio theory and investment analysis : Elton and Gurbar.
4. Securities analysis and portfolio management : Fischer and Jordan.
5. Investment :Jack Clark Francis & Richard w.Taylor.
6. Investment management :V.K.Bhalla.

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**GROUP-C**

|           |  |
|-----------|--|
| Paper I   | Principles and Practice of Marketing of Services |
| Paper II  | Marketing Financial Services                     |
| Paper III | Marketing Health Services                        |
| Paper IV  | Travel and Hospitality Services                  |

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**SEMESTER I**

**Paper I – Principles and Practice of Marketing of Services**

- Unit I - Services: - Meaning and definition of services – Importance of services in Indian Environment – Classification of services – Characteristic features of services – Growth of the service sector – Economic policy on services – Differences between goods and services.
- Unit II - Service Marketing: - Concept – Significance – Customer’s expectation in Service Marketing – Managing demand and supply in service business.

- Unit III - Marketing Mix for Services – Marketing mix of selected services: - Personal care Marketing – Entertainment Marketing – Education Marketing – Communication Marketing – Electricity Marketing.
- Unit IV - Key Services Marketing:- Banking services – Insurance services – Transport services – Tourism services – Hotel services- Consultancy services – Hospital services - Market segmentation.
- Unit V - Service Quality: - Introduction – Measurement of Service Quality – Scope of Service Quality – Tools for achieving Service Quality – Causes of Service Quality – Problems – Principles guiding improving of service quality.

**Books for Reference:**

1. Services Marketing - P.N. Reddy, H.R. Appannaiah, S. Anil Kumar, Nirmala.
2. Services Marketing - S.M. Jha.
3. Services Marketing - Dr.S. Shajahan.

**SEMESTER II**

**Paper II - Marketing of Financial Services**

- Unit I - Financial Market in India – Financial Sector Reforms – Money Market – Capital Market – Bond Market – Types of Bonds.
- Unit II - Stock Exchanges – Objectives of NSE – Bombay Stock Exchange (BSE) – OTCEI.
- Unit III - Plastic cards – Types of Card – Current Trends in Credit Card Industry – Benefits of Plastic Cards – Dis advantages of Plastic Cards. Bancassurance – Benefits of Bancassurance – Distribution Channels in Bancassurance – Success of Bancassurance.
- Unit IV - Insurance Services – Insurance Sector Reforms – Types of Insurance Companies – Need of Insurance – Types of Insurance Policies – Role of Life Insurance.
- Unit V - Real Estate Industry – Concept – Classification – Benefit of Real Estate Investment – Developments in the Indian Real Estate Markets. Securitization: Mechanism of Securitization – Advantages of Securitization – Securitization in India.

**Books for Reference:**

- Financial Services – Nalini Prava Tripathy  
Financial Markets & Institutions – Frederic S. Mishkin  
Financial Institutions and Markets - L.M.Bole

**III SEMESTER**

**PAPER III - MARKETING OF HEALTH SERVICES**

**UNIT I**

Marketing plans for services: process, strategy formulation, resource allocation and monitoring services communications- customer focused services- service quality- SERV QUAL model.

**UNIT II**

Hospital services- Selecting Health Care Professionals- Emerging trends in Medicare- Marketing Medicare – Thrust areas for Medicare services.

**UNIT III**

Marketing Mix for Hospitals- Product Mix- Promotion Mix- Price Mix- Place Mix- Strategic Marketing for Hospitals.

**UNIT IV**

Online Health Services- Organization of Online Health Care Business- On-line Marketing and On-line financial & clinical transaction.

**UNIT V**

Legal system: Consumer Rights & Protection, medicine safety rules- Food & Nutrition Security in India - Health Promotion Agencies.

**Note :** The Question Paper shall cover 100% Theory.

**Books for Reference**

1. Marketing Health Services : Richard .K. Thomas
2. Service Marketing : S.M. Jha
3. Changing Trends in Health & Nutrition : Sujata, K.Dass
4. Teaching Today's Health : David J. Ans Paugh & Gene Ezell
5. Marketing for Health services:  
A framework for communications,  
evaluation & Total Quality Management : Rod Sheaff
6. Service Marketing : Helen Woodruffe
7. Service Marketing : P.K. Sinha & S.C. Sahoo

**IV SEMESTER**

**PAPER IV - TRAVEL AND HOSPITALITY SERVICES**

**UNIT I**

Tourism: Concept- Nature of Tourism: Significance of Tourism – Classification – Tourism in India – Future of Tourism – Basic and Geographical Components of Tourism – Definitions of Tourist and Foreign Tourist – Elements of Tourism.

**UNIT II**

India – A Tourist Destination- Tourism Marketing: the concept – users of Tourism Services – Product Planning and Development – Market Segmentation for Tourism – Marketing Information System for Tourism

**UNIT III**

Marketing Mix for Tourism – the Product Mix – Promotion Mix – Price Mix – the Place Mix – the people – Tourism Marketing in Indian Perspective.

**UNIT IV**

Hospitality Services: Hotels – classification of Hotels by physical characteristics – classification of hotels by price level.

**UNIT V**

Behavioural profile of users – Market Information System for Hotels – Product Planning and Development – Marketing Mix for Hotels – Hotel Marketing in Indian Perspective.

**Note :** The Question Paper shall cover 100% Theory.

**Books for Reference:**

1. Tourism and Travel Management – Bishwanath Ghosh
  2. International Tourism Management – A.K. Bhatia
  3. Services Marketing – S.M.Jha
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