

## Insolvency and Bankruptcy Board of India

18<sup>th</sup> March 2020

### Sub: Educational Course for Asset Class – Securities or Financial Assets with effect from 1<sup>st</sup> June 2020

In pursuance of the first proviso to rule 5 (1) of the Companies (Registered Valuers and Valuation) Rules, 2017, read with Rule 12 (2) (a) and Rule 14 (e), the Insolvency and Bankruptcy Board of India, being the Authority, hereby specifies the details of educational course for the Asset Class of Securities or Financial Assets to be commenced from 1<sup>st</sup> June 2020 as under:

i. The curriculum for the educational course shall be as under:

#### Asset Class: Securities or Financial Assets

Sl. No.	Coverage	Hours of Training
1.	<b>Macroeconomics</b> - National income accounting: consumption, capital, intermediate and final goods, stock and flows concepts, gross investment, depreciation and net investment; income method; expenditure method; value added method; GDP and NDP at factor cost and market price; national disposal income (gross and net); nominal and real income, GDP deflator - Basics of fiscal policy: meaning, objectives and components; revenue receipts, capital receipts, revenue expenditure, capital expenditure, government deficit, revenue deficit, effective revenue deficit, fiscal deficit, primary deficit - Basics of monetary policy: meaning, objectives and components; credit creation; money multiplier; tools of monetary policy- open market operation, cash reserve ratio, statutory liquidity ratio, bank rate, liquidity adjustment facility, marginal standing facility, reverse repo rate, quantitative easing; fiscal responsibility and budget management - Understanding business cycles: business cycle; phases of business cycle; yield curve as a predictor of future economic growth; real business cycle	1.5
2.	<b>Finance and Financial Statement Analysis</b> - Finance: basic concepts of finance including time value of money - decisions in finance - investment decision; financing decision; dividend decision; net present value; internal rate of return; payback period - Financial statement analysis: financial statements; operating and non-operating assets; liabilities; incomes and expenses; profit and loss analysis; balance sheet analysis; ratio analysis; performance analysis; capital structure analysis; credit analysis; cash flow analysis	3
3.	<b>Professional/Business Ethics and Standards</b> - Model Code of Conduct under the Companies (Registered Valuers and Valuation) Rules, 2017: professional competence and due care, independence and disclosure of interest, confidentiality, information management, gifts and hospitality - Integrity and fairness, remuneration and costs, occupation, employability and restrictions, business ethics	2

Sl. No.	Coverage	Hours of Training
	<ul style="list-style-type: none"> <li>- Ethical considerations under terms of engagements: engagement letter, management representation, guidance on use of work of experts, independence and conflict of interest, quality review process of valuers, rights and responsibilities of valuers</li> </ul>	
4.	<p><b>General laws</b></p> <ul style="list-style-type: none"> <li>- The Companies Act, 2013: Chapter IV - Share Capital and Debentures; Chapter XV - Compromises, Arrangements and Amalgamations and the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016; Chapter XVII - Registered Valuers; The Companies (Registered Valuers and Valuation) Rules, 2017; Chapter XX -Winding Up</li> <li>- The Transfer of Property Act, 1882: definition of immovable property; transfer and sale of property; rights and liabilities of buyer and seller; mortgage of property; rights and liabilities of mortgager and mortgagee; lease; gift of immovable property</li> <li>- The Indian Stamps Act, 1899: basics of the act; instruments on which duty is levied; valuation for duty</li> <li>- The Income Tax Act, 1961: taxes on individuals; taxes on companies; taxes on partnership firms; heads of income- income from salary; income from house property; income from profits; gains of business or profession; income from capital gains and income from other sources; clubbing and set off provisions; Double Taxation Avoidance Agreement; Valuation under Rule 11UA of Income Tax Act; taxation on transfer of business; transfer pricing issues; employee stock option plan or scheme</li> <li>- The Insolvency and Bankruptcy Code, 2016 (IBC) and Regulations: Part I of IBC: Preliminary; Part-II of IBC: Insolvency Resolution and Liquidation for Corporate Persons; The Insolvency and Bankruptcy Board of India (Insolvency Resolution Process for Corporate Persons) Regulations, 2016; The Insolvency and Bankruptcy Board of India (Liquidation Process) Regulations, 2016; The Insolvency and Bankruptcy Board of India (Voluntary Liquidation Process) Regulations, 2017; Valuation under IBC</li> <li>- The Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act, 2002)</li> <li>- The Securities and Exchange Board of India (SEBI) Regulations: The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Chapter VI-A and Chapter VII; The SEBI (Prohibition of Insider Trading) Regulations, 2015; The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; The SEBI (Delisting of Equity Shares) Regulations, 2009; The SEBI (Share based Employee Benefits) Regulation, 2014: Employee stock option schemes, Employee stock purchase schemes and Stock appreciation rights schemes</li> <li>- Reserve Bank of India and Regulations under Foreign Exchange Management Act, 1999: FEMA (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2017; Foreign Direct Investment (Pricing Guidelines); Direct Investment by Residents in Joint Venture/ Wholly Owned Subsidiary abroad; Prudential Norms for Classification, Valuation and Operation of Investment Portfolio by Banks; Guidelines on Sale of Stressed Assets by Banks</li> </ul>	9

Sl. No.	Coverage	Hours of Training
5.	Financial reporting under Indian Accounting Standards (Ind AS) : Basics of fair value, fair value and adjustments; Highest and best use, Fair value techniques, Disclosure in financial statement; Impairment of Assets (Ind AS 36); Financial Instruments (Ind AS 109); Business Combinations (Ind AS 103); Fair Value Measurement (Ind AS 113)	2.5
6.	<p><b>Overview of Valuation</b></p> <ul style="list-style-type: none"> <li>- Meaning of value: Difference between price and value; definition of Value</li> <li>- Types of value: fair market value, fair value, intrinsic value, investment value, synergistic value, market value, special value</li> <li>- Premise of valuation: going concern and liquidation</li> <li>- Purpose of valuation: mergers and acquisitions, strategy evaluation, identification of under and overvalued assets, legal, financial reporting, scope of work</li> <li>- Valuation standards</li> <li>- Valuation process: understanding the business; planning and preparation; forecasting company performance; selecting the appropriate valuation model; converting forecast to valuation; applying analytical results in the form of recommendations; conclusions</li> <li>- Valuation report and documentation: scope of the work performed, approach adopted, method applied, key inputs used, assumptions made, conclusion(s) of value and principal reasons for any conclusions reached, and date of report, date of valuation</li> <li>- Importance of documentation, nature and purpose of documentation, timely preparation of documentation, documentation of valuation procedures performed, assembly of the final documentation, ownership of documentation</li> </ul>	2
7.	<p><b>Valuation Approaches</b></p> <ul style="list-style-type: none"> <li>- Cost approach: net asset value and book value, adjusted value, sum of the parts, replacement cost</li> <li>- Market approach: quoted market price, price of recent investment and price of recent transaction, relative valuation, concept of multiples, selection of appropriate comparables; adjustments to multiple calculated in accordance to size, lines of operation and geographical areas of operation</li> <li>- Income approach: discounted cash flow approach; terminal value; present value; adjusted present value approach; internal rate of return; cash flow analysis- end of year and mid of year conventions; earning capitalization method /yield method; concept of perpetual growth; concept of cost of capital and capitalization rate</li> </ul>	1.5
8.	<p><b>Valuation Application</b></p> <ul style="list-style-type: none"> <li>- Equity / Business Valuation: analysis of entity's business environment/ business model, industry analysis, regulatory framework (EIC)</li> <li>- Analysis of Business environment, Entity's Business Strategy Analysis: Michael Porter's five forces; SWOT; PEST; GE/McKinsey Matrix; ADL Matrix; core competencies</li> </ul>	17.5

Sl. No.	Coverage	Hours of Training
	<ul style="list-style-type: none"> <li>- Business Combinations: amalgamation, merger, demerger, arrangement &amp; restructuring; concept of due diligence, business risk assessment, historical financial analysis, sources of information; top to bottom and bottom to top approaches to analysis</li> <li>- Forecasting approaches and techniques; cash flow analysis - end of year and mid of year conventions</li> <li>- Appropriate Cost of Capital / rate of return; built-in Discount Rate; capital Asset Pricing Model (CAPM); modified CAPM; weighted Average Cost of Capital; weighted Average Rate of return on asset; internal rate of return; arbitrage pricing theory; risk adjustments</li> <li>- Valuation adjustments in relation to discount and premium</li> </ul> <p><b>Fixed Income Securities</b></p> <ul style="list-style-type: none"> <li>- Types of fixed income securities: categories of fixed income securities i.e. debt and preferred stocks along with different rights attached to both categories</li> <li>- Types of debt instruments: sovereign securities; state and local government bonds; semi-government/agency bonds; corporate debt securities; corporate bonds; money market securities in relation to investments (CP, CD, T-Bills); tax free securities; asset backed securities</li> <li>- Terms used in fixed income securities: fixed income securities; bond indenture; issuer and holder; covenants; maturity; par value, coupon rate, clean price, dirty price; repurchase agreement; yield to maturity, yield to put, yield to call; forward rate and spot rate</li> <li>- Bond duration- Macaulay duration, Modified duration, Effective duration, Key duration</li> <li>- Credit rating of bonds: risk assessment and factors considered in assigning credit rating</li> <li>- Embedded options for issuer and holder; call/put for repayment; cap and floor on coupon; conversion options; pre-payment options</li> <li>- Derivative products: types of derivative products; calculation of swap rates; valuation of swaps; accruals on swaps</li> <li>- Related Fixed Income Money Market and Derivatives Association of India circulars for Non-SLR bonds, Traded bonds, Non-traded bonds-rated, Non-traded bonds-not rated, Floating rate bonds, Staggered redemption bonds, Perpetual bonds, Deep discount bonds, Bonds with call/put options, Tax free bonds, Security receipts/Pass through certificates</li> <li>- Option valuation: General principles</li> <li>- Option valuation models: Black and Scholes; Black and Scholes Merton option pricing method; Binomial tree method; Monte Carlo simulation</li> <li>- Valuation of other financial assets and liabilities: concept of financial and non-financial assets and liabilities; valuation of other instruments like financial guarantees and warranties</li> </ul> <p><b>Intangible Assets</b></p> <ul style="list-style-type: none"> <li>- Nature and classification of intangibles</li> <li>- Identification of nature of intangible assets: life of asset; based on function; acquired or internally generated; generating cash flow</li> </ul>	

Sl. No.	Coverage	Hours of Training
	<p>independently or not generating cash flow independently; intangible assets under development and research assets</p> <ul style="list-style-type: none"> <li>- Purpose of intangibles valuation: financial reporting under Ind AS, legal and tax reporting, estate and gift tax, amortization allowance, transfer of standalone intangible assets, transfer of intangible asset as part of transaction, collateral lending, franchises and brand license agreement, insolvency/ bankruptcy</li> <li>- Valuation Approaches: excess earnings method; relief-from-royalty method; premium profit method; greenfield method; distributor method; other valuation approaches as applicable; rate of return and discount rate for intangibles</li> </ul> <p><b>Situation Specific Valuation</b></p> <ul style="list-style-type: none"> <li>- Distressed asset valuation</li> <li>- Start-up entities valuation</li> <li>- Valuation of small and medium enterprises</li> <li>- Valuation of cyclical firms</li> <li>- Valuation of investment entities</li> <li>- Valuation for insurance coverage</li> </ul>	
9.	<p><b>Judicial Pronouncements on Valuation</b></p> <ul style="list-style-type: none"> <li>- Miheer H. Mafatlal Vs. Mafatlal Industries Ltd. (1997) 1 SCC 579</li> <li>- Hindustan Lever Employees' Union Vs. Hindustan Lever Limited and Ors</li> <li>- Brooke Bond Lipton India Ltd. (1999) 98 Comp Cas 496 (Cal)</li> <li>- Dinesh Vrajlal Lakhani Vs. Parke Davis (India Ltd.) (2005) 124 Comp Case 728 (Bom HC)</li> <li>- Dr. Mrs. Renuka Datla Vs. Solvay Pharmaceutical B.V. and Ors.</li> <li>- G.L. Sultania and Another Vs. The Securities and Exchange Board of India</li> </ul>	1
10.	<p><b>Case Studies</b></p> <p>This section will have three case studies for application of valuation techniques.</p> <ul style="list-style-type: none"> <li>- One case study with four 2-mark questions, for 8 marks</li> <li>- Two case studies with three 2-mark questions each, for 12 marks</li> </ul> <p>(This section will have case studies for application of valuation techniques. For each case there will be a comprehension narrating the transaction based on which questions will be asked from the case.)</p>	10
<b>Total</b>		<b>50</b>

- ii. A candidate having the required qualification and experience and having completed the education course specified above shall be eligible for registration as a valuer on passing the valuation examination of the asset class conducted by the Authority, subject to compliance with the other conditions as provided in the Companies (Registered Valuers and Valuation) Rules, 2017.

2. The educational course will be reviewed on a yearly basis.

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