

GHODAP-: APRIL-MAY/2012

SUBJECT: DOCUMENTATION ISSUES IN MERGERS AND ACQUISITIONS

Day: **Tuesday**
Date: **22-05-2012**

Time: **2:30 P.M. TO 5:30 P.M.**
Max Marks: 80

N.B.:

- 1) Write any SIX questions Q. No 1 is **COMPULSORY**.
- 2) All questions carries equal marks Q. 1 carries 20 marks.

Q.1 Write a short notes ANY FOUR :-

- a) Issues of shares by transferee Company.
- b) Draft Form No.33 'Summons for directions to convene meeting under Section-391.
- c) What is Compromise of Arrangement?
- d) Draft 'Order on Summons for Directions' under Form No.35.
- e) Report by Chairman under Form No.39.
- f) Form No.36 as 'Notice convening meeting'.

Q.2 Draft, scheme of amalgamation by explaining clause-1,2 and 'Transfer of Undertaking' under clause-3.

Q.3 Briefly explain from 'Conduct of business by transferor company till effective date' upto 'Application to High Court' under clause-3of scheme of amalgamation.

Q.4 Registration of resolution(s) and agreement(s) which pursued under Section 192 of Companies Act 1956. Draft.

Q.5 Draft 'Affidavit in support of summons' as Form No. 34.

Q.6 What is Petition to the National Law Tribunal which filed for the sanction of compromise or arrangement? Explain the few terms of it.

Q.7 'The Articles of Association is the essence for incorporation of company'. Analyse the content of Articles of Association.

Q.8 "The share exchange ratio of the sale price of company which determines the value the price at which seller wills to participate with his assets". Discuss the Valuation Report.

Q.9 Agreements are the most essential part for any business to get legal sanction. Draft a Confidentiality Agreement.

Q.10 What is sample due diligence checklist? Draft.

GHODAP : APRIL/MAY 2012
SUBJECT: FINANCING MERGERS & ACQUISITIONS

Day: *Wednesday*
Date: *23-05-2012*

Time: *2:30 P.M. TO 5:30 P.M.*
Max Marks. 80

N.B.

- 1) Attempt any **SIX** questions including Q. No. 1 which is **COMPULSORY**.
 - 2) Q. No. 1 carries **20** marks and other carry **12** mark each.
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- Q.1** Write short notes on any **FOUR** of the following
- a) Define Mergers
 - b) Meaning of "Compromise" and "Arrangement"
 - c) Indian constitution and payment of stamp duty
 - d) types of Amalgamations
 - e) appointment of merchant Banker
 - f) Banking financing
- Q.2** Discuss the significance of equity culture in the Indian capital market.
- Q.3** "The valuation of shares is technical matter which require considerable skill & expertise" Discuss.
- Q.4** Discuss the legal aspects & judicial interpretation of mergers & amalgamations.
- Q.5** What is the process Budgeting mergers and acquisition?
- Q.6** What is the Discounted cash flow method with reference of importance of valuation?
- Q.7** According to KMPG study, 83% of all mergers & acquisitions failed to produce any benefit for the shareholders. How & Why? Discuss.
- Q.8** Discuss, Amalgamation between holding and subsidiary company exemption from payment of stamp duty.
- Q.9** What happens if the acquirer/ target company / merchant banker violate the principle of SEBI regulations?
- Q.10** ABN AMRO case, Discuss the importance and relevance in financing mergers and acquisitions.

GHODAP: - APRIL-MAY/2012

SUBJECT: CASE STUDIES IN MERGERS AND ACQUISITIONS

Day: **Thursday**
Date: **24-05-2012**

Time: **2:30 P.M. TO 5:30 P.M.**
Max Marks: **80**

N.B.:

- 1) Write any SIX questions Q. No 1 is **COMPULSORY**.
- 2) All questions carries equal marks Q. 1 carries 20 marks.

Q.1 Write a short notes **ANY FOUR** :-

- a)
- b) Schedule 2 of Mittal and Arcelor group
- c) Schedule 4 of Mittal and Arcelor group
- d) Undertaking Submitted by ULA and U.S. Airways
- e) Slots by ULA corporation / US Airways
- f) Reliance acquires GAPCO

Q.2 Mittal steel Industries acquired Arcelor Company in 2004. In the fulfillment of this operation it was explained by European Commission the different products of steels. Enlight.

Q.3 What is vertically neated market to the Mittal and Arcelor company?

Q.4 In 2005 it was merger between Adidas and Reebok as both are European companies what are the similar products under both the companies for competitive market.

Q.5 In 2004 Siemens company acquired UGC designed as both are the I.T. Industries. Discuss about the relevant market of both industries.

Q.6 In 2000 United Airlines acquired U.S Airways what was the assessment between both.

Q.7 What was the overlap route without non stop operation by acquisition of U.S Airways through U.A.L .

Q.8 Un 2004 Edison S.P.A. acquired Eneco. Energia Discuss their competitive Assessment.

Q.9 Discuss few cases of merger and acquisition in U.S.

Q.10 Discuss few cases of merger and acquisition in India.

GHODAP : APRIL / MAY - 2012
SUBJECT : LAW OF MERGERS AND ACQUISITIONS

Day : Monday
Date : 21-05-2012

Time : 2:30 P.M. TO 5:30 P.M.
Max. Marks: 80

N.B.-

- 1) Attempt any six questions including Q. No. 1 which is Compulsory.
- 2) Q. No. 1 carries 20 marks and all other questions carry 12 marks each.

Q. 1 Write Short Notes on (Any Four)

- a) Buyback of shares
- b) Premerger Activity
- c) Concept of Previous Year under Income Tax Act 1961
- d) Object of Merger
- e) Difference between merger and acquisition
- f) Takeover

Q. 2 How Compromise or Arrangement involving in the Scheme of Amalgamation?

Q. 3 What is basic concept related to merger?

Q. 4 What is Takeover? Explain its kinds and objects.

Q. 5 How Competition Act 2002 helping to the merger and acquisition process?

Q. 6 What is process of buyback of shares? Discuss with the help of foreign direct investment.

Q. 7 Discuss the provisions of Foreign Exchange Management Act 1999 related to issue of shares and buyback of shares.

Q. 8 Explain the SEBI guidelines with the help of SEBI (SAST) Regulations 1997 regarding takeover.

Q. 9 How Companies Court Rules 1959 helping in merger and acquisition process?

Q. 10 Discuss the provisions of Stamp Duty Act 1899, Sick Companies Act 1985 and Sales Tax Act 1956 which helps merger and acquisition.