

Subject : Law of Mergers and Acquisitions

Day : Monday

Date : 17/11/2014



Time : 02.30 PM TO 05.30 PM

Max Marks : 80 Total Pages : 1

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** of the following:

- a) Friendly Takeover
- b) Kinds of Merger
- c) Effective Date and Appointed Date
- d) Issue of Shares to Employees
- e) Open offer
- f) Combination

Q.2 Explain the procedure for amalgamation by Central Government under the Companies Act, 1956.

Q.3 Explain the procedure for investigation about a combination under the Companies Act, 1956.

Q.4 How are the shares of dissenting shareholders acquired u/s 395 of the Companies Act, 1956.

Q.5 Explain the provisions of Income Tax Act which get applicable in case of merger of companies.

Q.6 Explain the procedure specified u/s 391 to 394 related to amalgamation under the Companies Act, 1956.

Q.7 Examine the stamp duty provisions related to mergers and amalgamation.

Q.8 Write in detail note on "Buy Back of Shares".

Q.9 What is Public Announcement? Explain the contents of Public Announcement.

Q.10 Explain the Reconstruction of Sick Companies.

Subject : Documentation issues in Mergers and Acquisitions

Day : Tuesday

Date : 18/11/2014



Time : 02.30 PM TO 05.30 PM

Max Marks : 80 Total Pages : 1

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** of the following:
- a) Memorandum of Association
 - b) Order on summons for directions under Form No. 35
 - c) Issue of shares by transferee company
 - d) Report by Chairman under Form No. 39
 - e) Notice convening meeting under Form No. 36
 - f) Kinds of Merger
- Q.2** What is Scheme of Amalgamation? Explain Clause No.1 and Clause No. 2 of the Draft of Scheme of Amalgamation.
- Q.3** Explain the contents of an application made to the National Law Tribunal under the Companies Act,1956.
- Q.4** Explain the details regarding the notice of meeting to be held for approving the scheme of Amalgamation.
- Q.5** Explain the contents of Form No.23 required for registration of resolutions (s) and agreements (s) u/s 192 of Companies Act 1956.
- Q.6** Draft an order on petition sanctioning the scheme of amalgamation per Form No. 41.
- Q.7** What is valuation report? Explain the contents of a valuation report and methods of valuation.
- Q.8** What is Due- Diligence? Why there is a need for Due Diligence.
- Q.9** What is Confidentiality Agreement? Explain its contents.
- Q.10** Draft an Affidavit in support of summons as prescribed in Form No. 34.

Subject : Financing Mergers and Acquisitions

Day : Wednesday
Date : 19/11/2014



Time : 02.30 PM TO 05.30 PM
Max Marks : 80 Total Pages : 1

N.B:

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

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- Q.1** Write short notes on **Any Four** of the following.
- a) Define 'Acquisitions'
 - b) Statutory Right & Duties of Auditor
 - c) Type of Amalgamations
 - d) Banking Financing
 - e) Debentures
 - f) Kinds of Share Capital.
- Q.2** "The valuation of shares is a technical matter which requires considerable skill & expertise." Discuss.
- Q.3** Discuss the legal aspect and judicial interpretation of mergers & amalgamations.
- Q.4** Discuss the significance of Equity Culture in the Indian Capital Market.
- Q.5** Explain the concept of Due Diligence and state the kinds of due diligence.
- Q.6** State the method of Discounted cash flow with reference to importance of valuation.
- Q.7** "According to KPMG study, 83% of all mergers & acquisitions failed to produce any benefit for the shareholder. How and Why?" Discuss.
- Q.8** Discuss how compromise and arrangement are involved in the scheme of Amalgamation.
- Q.9** 'State the consequences if the acquirer/ target company/ merchant banker violate the principles of SEBI regulations.
- Q.10** ABN AMRO case. Discuss the importance and relevance in financing mergers & acquisitions.

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Subject : Case Studies in Mergers and Acquisitions

Day : Thursday
Date : 20/11/2014



Time : 02.30 PM TO 05.30 PM
Max Marks : 80 Total Pages : 1

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** of the following:
- a) Tata acquires Tetley
 - b) Alliance between united and Lufthansa
 - c) Ranbaxy acquires Terapia
 - d) Selection procedure with reference to USL Corporation and US Airways
 - e) Kingfisher Airlines acquires Air Deccan
 - f) Tata acquires Tyco Global
- Q.2** Explain the vertically related markets in relation with Mittal and Arcelor group.
- Q.3** Explain Competitive Assessment clause in the order of the European Commission confirming the acquisition of Reebok by Adidas.
- Q.4** In 2004, Siemens acquired UGS Capital Group. Discuss their relevant markets.
- Q.5** Explain the provision related to "Trustee" as committed to the European Commission by Mittal Steel
- Q.6** Adidas and Reebok are both European companies which got merged in 2005. Discuss their similar products.
- Q.7** Discuss the Overlap routes with non-stop operations in case of acquisition of US Airways by United Airlines.
- Q.8** Discuss the Competitive Assessment of Edison and Eneco Companies.
- Q.9** What is U.S Merger law? Compare it with Indian Merger law.
- Q.10** Explain any 2 cases of Mergers and Acquisition in India.