

Subject : Financing Mergers and Acquisitions

Day : Monday

Date : 22/05/2017



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.

- Q. 1** Write short notes on ANY FOUR of the following:
- a) Define 'Merger'
 - b) Meaning of 'Compromise' and 'Arrangement'
 - c) Indian Constitution and Payment of Stamp Duty
 - d) Appointment of Merchant Banker
 - e) Equity Share Capital
 - f) Net Asset Value Method
- Q. 2** State and explain process of Budgeting mergers and acquisitions.
- Q. 3** State the method of Discounted cash flow with reference to importance of valuation.
- Q. 4** Discuss the legal aspects and judicial interpretation of mergers and amalgamations.
- Q. 5** Discuss Amalgamation between Holding and Subsidiary company exemption from payment of stamp duty.
- Q. 6** "The valuation of shares is a technical matter which requires considerable skill and expertise". Discuss.
- Q. 7** State the consequences if the acquirer/target company/merchant banker violate the principles of SEBI regulations.
- Q. 8** "According to KPMG study, 83 % of all mergers and acquisitions failed to produce any benefit for the shareholders. How and Why"? Discuss.
- Q. 9** ABN AMRO case. Discuss the importance and relevance in financing mergers and acquisitions.
- Q.10** Explain the concept of Due diligence and state the kinds of the diligence.

Subject : Documentation Issues in Mergers and Acquisitions

Day : Saturday

Date : 20/05/2017



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) Notice convening meeting under form No.36
- c) Form No. 39
- d) Order on summons for directions under form No.35
- e) Notice of the court or the company law board order under form No.21
- f) Issue of shares by transferee company.

Q.2 What are steps which would be followed by both the companies in a merger or an amalgamation? Discuss.

Q.3 Explain the contents of an application made to the National Law Tribunal under the Companies Act, 1956.

Q.4 Discuss in detail clause-3 of scheme of amalgamation for conduct of business by transferor company till effective date upto application to high court.

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 as per form No. 41.

Q.7 What is petition to the National law tribunal which should be filed for sanction of compromise or arrangement? Explain the few terms of it.

Q.8 What is Due Diligence? Why there is a need for Due Diligence.

Q.9 What is Article of Association of the Company? Discuss the content of Article of Association.

Q.10 Draft few terms of form No. 40 which derives petition to sanction compromise of Arrangement.

Subject : Case Studies in Mergers and Acquisitions

Day : Tuesday

Date : 23/05/2017



Time : 02.30 PM TO 05.30 PM

Max Marks : 80 Total Pages : 1

N.B.:

- 1) Attempt any **SIX** questions, out of which Q. No. 1 is **COMPULSORY**.
 - 2) Q. No. 1 carries 20 marks and all other questions carry 12 marks each.
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Q.2 Write short notes on any **FOUR** of the following:

- a) Tata acquires Tetley
- b) Schedule 2 of Mittal and Arcelor Group
- c) Merger and Acquisition in Europe
- d) Alliance between United Airlines and Lufthansa
- e) Undertaking by UAL corporation and US Airways
- f) Ranbaxy acquires Terapia.

Q.2 Discuss the overlap routes with non-stop operations in case of acquisition of US Airways by United Airlines.

Q.3 Explain the provisions related to "Trustee" as committed to the European Commission by Mittal steel.

Q.4 In 2004, Siemens acquired UGS Capital Group. Discuss their relevant markets.

Q.5 Explain Competitive Assessment clause in the order of the European Commission confirming the acquisition of Reebok by Adidas.

Q.6 What is US Merger law? Compare it with Indian Merger law.

Q.7 Discuss the competitive assessment of Edison S.P.A. acquired by Eneco Energia in 2004.

Q.8 Explain any 2 cases of mergers and acquisition in India.

Q.9 Explain briefly the remedy package made available by the Mittal Group to the European Commission.

Q.10 Discuss the vertically related markets in relation with Mittal and Arcelor group.

Subject : Law of Mergers and Acquisitions

Day : Friday

Date : 19/05/2017



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Time : 02.30 PM TO 05.30 PM

Max Marks : 80 Total Pages : 1

N.B.

- 1) Attempt any **SIX** questions out of which **Q.1** is **COMPULSORY**.
- 2) **Q.1** carries 20 marks and all other question carries 12 marks each.

Q.1 Write short notes (**ANY FOUR**)

- a) Takeover
- b) Demerger
- c) Appointed date
- d) Offer size and Offer price
- e) Premerger activity
- f) Combination Thresholds

Q.2 Explain in detail the procedure for merger of two companies under the Companies Act.

Q.3 Explain the provisions related to stamp duty applicable in merger and acquisitions.

Q.4 Explain the Provisions of Competition Act applicable to the process of merger or amalgamation.

Q.5 Discuss the provisions related to transfer of shares under Foreign Exchange Management Act.

Q.6 Discuss the scheme for amalgamation related to revival of sick companies.

Q.7 What is buy back of shares? Explain the procedure for buy back.

Q.8 Explain the procedure to acquire shares from dissenting shareholders under Companies Act.

Q.9 What is an open offer? When does it get triggered under SEBI Takeover Code?

Q.10 Discuss in detail the provisions of Income Tax Act, 1951 applicable to mergers and acquisitions.

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