

B.B.A. LL.B. (5 Year Degree Course) SEM-VII (2015 Course) :

WINTER - 2018

**SUBJECT : MERGER AND ACQUISITION
(BUSINESS LAW)**

Day : Wednesday
Date : 28/11/2018

W-2018-1345

Time : 02.30 PM TO 05.30 PM
Max. Marks : 60

N. B. ;

- 1) All questions are **COMPULSORY**.
 - 2) All questions carry **EQUAL** marks.
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Q. 1 a) ABC Co. Ltd. plans to carry out organic corporate restructuring through buy back of shares. Advise its Board on the provisions to be followed and conditions to be fulfilled for buy back.

OR

b) XYZ Co. Ltd. and PQR Co. Ltd. are incorporated under the Companies Act, 1956. However they plan to merge in the year 2019. Is the procedure under Companies Act, 2013 applicable to such merger? If yes, give a detailed overview of the procedure.

Q. 2 a) What is a Combination? Which combinations are regulated under Competition Act and how?

OR

b) Define Company. Explain the essential characteristics of company.

Q. 3 a) Does the Central Government have the power to amalgamate companies? Explain when and how it is done?

OR

b) Discuss in detail the provisions related to Stamp Duty applicable in case of merger and amalgamation.

Q. 4 a) Write short notes
i) Clause 40A
ii) Capital Gains

OR

b) Write short notes
i) FEMA 20
ii) Purchase of shares of minority shareholding

Q. 5 a) Explain the concept and need of due diligence and highlight the contents of due diligence report.

OR

b) Discuss in detail the provisions related to disclosures under SEBI takeover code which help of regulate hostile takeover.

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