

**BACHELOR OF LAWS - LL.B. (THREE YEAR DEGREE COURSE) (CBCS - 2015 COURSE)**

**LL.B. Sem-III : WINTER : 2021  
SUBJECT: MERGER & ACQUISITION**

**Day :** Friday  
**Date :** 21-01-2022

**W-12599-2021**

**Time :** 10:00 AM-12:30 PM  
**Max. Marks:** 60

**N.B.:**

- 1) All questions are **COMPULSORY**.
- 2) All questions carry **EQUAL** marks.

**Q.1 a)** ABC Co. Ltd wishes to carry out corporate restructuring through the organic route of buy back of shares. Explain its directors the procedure to be followed for buyback of shares provided under Companies Act, 2013.

**OR**

**b)** XYZ Co. Ltd and PQR Co. Ltd are companies which manufacture cement. However both companies have planned for a horizontal merger. The resulting combination crosses the threshold limits as specified under the Competition Act. What compliance are these companies required to do under Competition Act so as the combination is approved.

**Q.2 a)** What is open offer? What are the trigger points for open offer? Are there any exceptions to it?

**OR**

**b)** Define Merger. Explain the procedure for merger of companies prescribed under Companies Act, 2013.

**Q.3 a)** What is stamp duty? Is stamp duty payable on the order of Tribunal sanctioning a merger?

**OR**

**b)** What is a sick company? Explain how the sick company could be revived through a scheme of amalgamation.

**Q.4 a)** Write short notes on:  
**i)** Capital Gains  
**ii)** Memorandum of Association

**OR**

**b)** Write short notes on:  
**i)** Kinds of Shares  
**ii)** Purchase of minority shareholding

**Q.5 a)** Discuss the need and concept of due diligence. Which aspects are to be considered in the due diligence process related to merger?

**OR**

**b)** Define Corporate restructuring. Explain the different modes and forms of corporate restructuring.

\* \* \* \*