

**B.B.A. LL.B. (FIVE YEAR DEGREE COURSE) (CBCS - 2015 COURSE)**  
**B.B.A. LL. B. Sem - VII : WINTER- 2022**  
**SUBJECT : MERGER & ACQUISITION**

Day : Monday

Time : 10:00 AM-12:30 PM

Date : 21-11-2022

**W-12558-2022**

Max. Marks : 60

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**N.B.:**

- 1) All questions are **COMPULSORY**.
  - 2) All questions carry **EQUAL** marks.
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**Q.1 a)** PQR Company Ltd. and XYZ Company Ltd. are small companies which have plans to merge. Advise the Board of Directors regarding the procedure to be followed for such a merger as per Companies Act, 2013.

**OR**

**b)** ABC Company Ltd. and PQR Company Ltd. carry out the business of cement manufacturing. However considering the benefits of corporate restructuring these companies have planned for a merger. Advise their board regarding the combination thresholds and procedure followed by CCI in regulating the Combinations.

**Q.2 a)** 'Corporate restructuring is essential to eliminate all the financial troubles and improve the performance of the company'. Explain the meaning, concept and objectives of corporate restructuring.

**OR**

**b)** 'SEBI Takeover Code prevent hostile takeovers through open offer process'. Comment.

**Q.3 a)** What are listing agreements? Discuss the contents of Clause 40A and 40B of listing agreement.

**OR**

**b)** Define Sick Company. Discuss the procedure under IBC, 2016 for revival and rehabilitation of Sick Companies.

**Q.4 a)** Write notes on:  
i) Memorandum of Association  
ii) FEMA 20

**OR**

**b)** Write notes on:  
i) Capital Gains  
ii) Purchase of minority shareholders

**Q.5 a)** Discuss the concept and need for due diligence explaining the various aspects to be considered for due diligence related to mergers and acquisitions.

**OR**

**b)** Discuss the provisions relating to levying of stamp duty in case of merger and amalgamation pre and post Companies Act, 2013. Support your answer with the help of relevant case laws.

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