


Name:			
Enrolment No:			
<b>UNIVERSITY OF PETROLEUM AND ENERGY STUDIES</b> <b>End Semester Examination, December 2022</b>			
<b>Course: Corporate</b> <b>Program: B.BA.LL. B (Hons.) (CL)- B1&amp;B2</b> <b>Course Code: CLCP 4001</b>		<b>Semester: VII</b> <b>Time : 03 hrs.</b> <b>Max. Marks: 100</b>	
<b>Instructions:</b>			
<b>SECTION A</b> <b>(5Qx2M=10Marks)</b>			
S. No.		Marks	CO
Q 1	Statement of question		
1.	Explain the meaning of the term ‘corporate restructuring’.	2	CO1
2.	Explain the conditions required for a ‘business transfer’ to be categorised as a “slump sale”.	2	CO1
3.	Explain the meaning of “going-concern”, in the context of a business being run by a company.	2	CO1
4.	Explain the term ‘amalgamation’ in the context of M&A.	2	CO1
5.	Explain the difference between ‘reverse merger’ and ‘cross border merger’.	2	CO1
<b>SECTION B</b> <b>(4Qx5M= 20 Marks)</b>			
Q 2	Statement of question		
1.	Explain the concept of ‘share-swap ratio’ in a merger transaction.	5	CO2
2.	Illustrate the concept of demerger.	5	CO2
3.	What are post-merger objectives? Explain.	5	CO2
4.	Illustrate the difference between horizontal and vertical mergers.	5	CO2
<b>SECTION-C</b> <b>(2Qx10M=20 Marks)</b>			
Q 3	Statement of question		
1.	Explain the construct of ‘control’ under the takeover regulations.	20	CO3

2.	Explain the construct of buy-back of shares & the process set out under the Companies Act, 2013.	20	CO3
<b>SECTION-D</b> <b>(2Qx25M=50 Marks)</b>			
Q 4	Statement of question		
1.	<p>Your client ABC India Private Limited (a company having a share capital of INR 100 crs, and 5 shareholders) is merging with XYZ India Private Limited (a company having a share capital of INR 400 crs, and 4 shareholders). Both the companies are engaged in the business of automotive components. Your client has requested you to prepare a brief memo on the process and steps in this regard, highlighting the probable share-swap ratio and the key components of the scheme of merger.</p> <p>Please draft the memo to be sent to your client.</p>	25	CO4
2.	<p>Your client, who is an active director in a public listed company, has been accused of sharing unpublished price sensitive information (“UPSI”) regarding a prospective merger with her brother, and funding the purchase of market purchases of shares based on such UPSI.</p> <p>Explain the construct of UPSI?</p> <p>Will your client’s brother be deemed to be a ‘connected person’ under the SEBI (Prohibition of Insider Trading) Regulations, 2015?</p> <p>What are the defenses that are available to your client under the SEBI (Prohibition of Insider Trading) Regulations, 2015?</p>	25	CO4