


Name:			
Enrolment No:			
UPES End Semester Examination, May 2023			
Course: Corporate Restructuring Program: LLB Course Code: CLCP1002H		Semester: II Time : 03 hrs. Max. Marks: 100	
Instructions:			
SECTION A (5Qx2M=10Marks)			
S. No.		Marks	CO
Q 1	Corporate Restructuring is the process of significantly changing a company's business model, management team or financial structure to address challenges and increase shareholder value. a) True b) False	2	CO1
Q 2	Reverse Merger is a merger in which a public company becomes a private company by acquiring it. a) True b) False	2	CO1
Q 3	What is the role of the National Company Law Tribunal (NCLT) in approving a merger? A) To ensure that the merger is in compliance with the Companies Act, 2013 B) To determine the valuation of assets and liabilities C) To decide on the tax implications of the merger D) To finalize the details of the merger agreement	2	CO1
Q 4	A merger of business firm engaged into different stages of production is termed as: A) Horizontal B) Vertical C) Conglomerate D) Market extension	2	CO1
Q 5	Voluntary Open Offer under Regulation 6 is an offer made by a person who himself or through Persons acting in concert, if any, holds 26% or more shares or voting rights in the target company but less than the maximum permissible non-public shareholding limit. a) True b) False	2	CO1

SECTION B (4Qx5M= 20 Marks)			
Q 6.	List the procedure to be followed once the public announcement of public offer is made SEBI Takeover Code, 2011?	5	CO2
Q 7.	What do you mean by 'buy-back' of shares or specified securities under the Companies Act, 2013?	5	CO2
Q 8.	Briefly explain the provisions with regard to disclosures of shares under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.	5	CO2
Q 9.	What do you understand by Due Diligence? Mention the types of due diligence and what should be the contents of the due diligence report?	5	
SECTION-C (2Qx10M=20 Marks)			
Q 10.	In the matter of the merger or takeover of the listed companies, they are required to comply with the provisions of the Companies Act as well as SEBI guidelines. Identify and analyze the relevant provisions of the Companies Act, 2013 and the SEBI Guidelines governing it. OR Analyse the role of Tribunal in approving a scheme of reconstruction or restructuring under the Companies Act from the standpoint of shareholders and employees.	10	CO3
Q11.	The introduction of section 233 (Fast Track Merger) in the Companies Act, 2013 is a much-awaited reform as it has eased the process or amalgamation of companies which have limited resources. Analyze the salient features of Fast Track Merger OR Discuss briefly the points to be considered while drafting a scheme of merger and amalgamation under various provisions.	10	CO3
SECTION-D (2Qx25M=50 Marks)			
Q 12.	Dorff Limited and Brooks Limited are companies in the Telecomm industry of Hinden and have significant market share. They propose to merge their businesses. As a result of the merger, the combined entity would have a dominant position in the market. The proposed merger of Dorff Limited and Brooks Limited could raise competition concerns in the industry. The competition authority proposes to conduct a comprehensive review of the impact of a merger. As a lawyer hired by Dorff Limited, Identify the competition-related concerns that could arise from the proposed merger under the relevant competition laws and run a detailed risk analysis and potential solution to mitigate the risk.	25	CO4

Q 13.	<p>ABC Limited is a company listed in India. XYZ Limited, a company incorporated in the UK, expressed its intention to acquire control of ABC Limited. XYZ Limited has acquired 25% of the shareholding in ABC Limited through open-market transactions. However, ABC Limited is yet to receive any formal communication from XYZ Limited regarding its intention to acquire a controlling stake in the company. ABC Limited's board of directors has not taken any decision on the matter.</p> <p>As a lawyer for ABC limited, prepare a note for helping the Board of directors to arrive a decision by listing the compliance requirements under the Securities and Exchange Board of India (SEBI) Takeover Code, 2011 in case of a proposed acquisition of a listed company by a foreign entity?</p>	25	CO4
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