


Name:			
Enrolment No:			
UPES End Semester Examination, May 2023			
Course: Takeover Code Program: BBA LLB (Hons.) – CL, ITIL, IPR & Cyber Law Course Code: CLCC4021P		Semester: VIII Time: 03 hrs. Max. Marks: 100	
Instructions: 1. Read the questions carefully before answering them. 2. “The Regulations” mentioned in the Question Paper must be read as “SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011”.			
SECTION A			
S. No.		Marks	CO
Q1	State the threshold limit under Regulation 3 of SAST Regulations, 2011 for companies listed on Innovator’s Growth Platform.	2	CO1
Q2	Define “Offer Period”.	2	CO1
Q3	Mention the mandatory Open Offer threshold limit(s) provided under relevant regulations of SAST Regulations, 1997 and 2011.	2	CO1
Q4	State the components of Indicative Price decided for securities under the regulations.	2	CO1
Q5	Who decides about “Willful Defaulter” and what are the limitations placed on such defaulters under SAST Regulations?	2	CO1
SECTION B			
Q6	Explain the principle of law laid down in <i>Laurel Energetic v. SEBI</i> .	5	CO2
Q7	An acquirer along with PAC holds 67% stake in the Target Company. Whether Acquirer along with PAC be allowed to make a Voluntary Open Offer? Also, mention the other conditions of Voluntary Open Offer.	5	CO2
Q8	Discuss the powers of SEBI to grant exemption to an acquirer from making an Open Offer.	5	CO2
Q9	Conditional Open Offers are rarely resorted to in taking control over the Target Company. Elaborating upon the conditions of making a Conditional Offer, suggest why it is a least resorted to mode of Takeover?	5	CO2

SECTION-C			
Q10	Having competition is always good for the market. Examine the conditions of a Competing Open Offers under SAST Regulations.	10	CO3
Q11	“Open Offer Process is lengthy and complex.” Do you agree with the statement? Justify with the help of a diagram showing the entire open offer process.	10	CO3
SECTION-D			
Q12	<p><i>‘In the background of Vendanta Ltd. delisting attempt which was a failure due to want of requisite threshold limits to be attained as per the relevant regulations. The process of delisting a company under SAST Regulations is absolutely different and separate yardsticks will be applicable to such delisting processes. In delisting process under the SAST regulations, neither entirely, the SAST Regulations nor Delisting Regulations will be applicable.’</i></p> <p>Justify why such an exceptional process is provided under the regulations while dealing with the regulatory framework of the delisting under Regulation 5A of the SAST Regulations, 2011.</p>	25	CO4
Q13	<p>PQC Ltd. is an Acquirer (Holding 36% stake of Target Company) seeking to acquire GENCO Ltd. which company is listed on BSE and NSE both. After making Open Offer @ Rs 3500/- per share which is more than market price of the share, a foreign organization named a Sindenburg comes out with a report of gross illegalities happening in GENCO Ltd. including investments made by Shell Companies situated in Tax heaven countries, insider trading etc. After release of this report, shares of GENCO Ltd. tanked upto 55%. Since, Open Offer was already made and PQC Ltd. was only few days away from completion of Open Offer Process, they moved an application before SEBI for withdrawal of Open Offer for GENCO Ltd. to which SEBI declined. SAT also affirmed the order of SEBI stating that PQC Ltd. had no valid ground for withdrawal of Open Offer as enshrined in the SAST Regulations, 2011. Now the matter has gone to Hon’ble Supreme Court wherein the matter is still pending.</p> <p>In accordance with the facts outlined herein above, resolve the problem discussing the case of Pramod Jain v. SEBI clearly delineating the findings of Hon’ble Supreme Court that whether financial non viability to complete the Open Offer Process can serve as a valid ground for withdrawal of Open Offer.</p>	25	CO4