

PSG COLLEGE OF ARTS & SCIENCE  
(AUTONOMOUS)

MCom(CS) DEGREE EXAMINATION MAY 2023  
(Fourth Semester)

Branch - CORPORATE SECRETARYSHIP

**CORPORATE RESTRUCTURING LAW AND PRACTICES**

Time: Three Hours

Maximum: 50 Marks

**SECTION-A (5 Marks)**

Answer ALL questions

ALL questions carry EQUAL marks

(5 x 1 = 5)

- 1 ..... helps the firm to grow and expand.  
(i) Merger (ii) Takeover  
(iii) Corporate Restructuring (iv) None of these
- 2 ..... means an acquirer takes over the control of the target company.  
(i) Joint Venture (ii) Takeover  
(iii) Disinvestment (iv) Demerger
- 3 When an LBO is led by management it is called?  
(i) MBO (ii) LBOM  
(iii) IPO (iv) CEO
- 4 Due diligence is a process of \_\_\_\_\_, into the details of a potential investment such as an examination of operations and management and the verification of material facts.  
(i) audit performed by internal auditor.  
(ii) audit performed by statutory auditor.  
(iii) investigation performed necessarily by statutory auditor  
(iv) investigation performed by investors.
- 5 ..... merger is a merger of business firm engaged in different stages of production in an industry.  
(i) horizontal (ii) Conglomerate  
(iii) Vertical (iv) Market extension

**SECTION - B (15 Marks)**

Answer ALL Questions

ALL Questions Carry EQUAL Marks

(5 x 3 = 15)

- 6 a) State corporate restructuring. Explain the historical background of corporate restructuring.  
OR  
b) List out the reasons for corporate restructuring.
- 7 a) Discuss about purchase consideration for takeover.  
OR  
b) Analyze about takeover.
- 8 a) Differentiate merger and amalgamation.  
OR  
b) Explain about minority interest.

Cont...

- 9 a) Evaluate regulatory framework for merger and amalgamation.  
OR  
b) Sketch about due diligence.
- 10 a) Justify explanatory statement.  
OR  
b) Sketch about NCLT.

**SECTION -C (30 Marks)**

Answer ALL questions

ALL questions carry EQUAL Marks

(5 x 6 = 30)

- 11 a) Analyze the need and scope of corporate restructuring.  
OR  
b) Assess the various modes of corporate restructuring.
- 12 a) Classify the various types of takeover.  
OR  
b) Section- 394- provisions for facilitating restructuring and amalgamation of companies. Explain briefly.
- 13 a) Explain the rights of minority shareholders during merger and amalgamation.  
OR  
b) Criticize Leveraged Buyout. Explain its types.
- 14 a) Enumerate the procedural aspects relating to mergers and amalgamations.  
OR  
b) Interpret the various types of due diligence.
- 15 a) Enumerate the basic principle for drafting the application and petition for Merger and amalgamation under NCLT.  
OR  
b) Elucidate the various powers and functions of NCLT.

Z-Z-Z

END