

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 794 OF 2013
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 745 OF 2013
ALIA CREATIVE CONSULTANTS PRIVATE LIMITED

....Petitioner/ Demerged Company

AND

COMPANY SCHEME PETITION NO 795 OF 2013
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 746 OF 2013
ALIA PREMEDIA SERVICES PRIVATE LIMITED

....Petitioner/ Resulting Company

In the matter of the Companies Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to 394 read with Section 78 and Sections 100 to 103 of the Companies Act, 1956;

AND

In the matter of Scheme of Arrangement between Alia Creative Consultants Private Limited ('the Demerged Company' or 'ACCPL')

AND

Alia Premedia Services Private Limited ('the Resulting Company' or 'APSPL')

AND

Their respective shareholders

Called for hearing

Mr. Rajesh Shah with Mr. Chandrakant Mhadeshwar i/b Rajesh Shah & Co., Advocate for the Petitioners in both Petitions.

Mr P. S. Gujar i/b Mr. H. P. Chaturvedi for Regional Director in both Petitions

CORAM: G. S. Patel J.

DATE : 28th February, 2014

PC:

1. Heard learned counsel for the parties. No objector has come before the court to oppose the Scheme and nor any party has controverted any averments made in the Petition.
2. The sanction of the Court is sought for the Scheme of Arrangement between Alia Creative Consultants Private Limited ('the Demerged Company' or 'ACCPL') and Alia Premedia Services Private Limited ('the Resulting Company' or 'APSPL') and their respective shareholders under Sections 391 to 394 read with Section 78 and Sections 100 to 103 of the Companies Act, 1956.
3. Learned Counsel for the Petitioners states that the Demerged Company is carrying on business of Advertising and publicity agents. Resulting Company is carrying on business of software designing, developing, marketing, purchasing and selling all types of Media Works & Other Related works. Further, the CBO Division and Alia Branding Division (hereinafter referred as 'Demerged Undertaking') is one of the key businesses with significant growth potential. In order to ensure dedicated management focus and tap the potential growth opportunities, it is proposed that with effect from October 1, 2013 the Demerged Undertaking of the Demerged Company be demerged into the Resulting Company. The Scheme is proposed accordingly and will have beneficial results for the Demerged

Company, the Resulting Company, their respective shareholders and all concerned. The Demerged Company and Resulting Company has approved the said Scheme of Arrangement by passing the Board Resolutions which are annexed to the respective Company Scheme Petitions.

4. The learned Advocate for the Petitioners further states that, Petitioner Companies have complied with all the directions passed in Company Summons for Directions and that the Company Scheme Petitions have been filed in consonance with the orders passed in respective Company Summons for Directions and seeks sanction to the said proposed Scheme of Arrangement.
5. The learned counsel appearing on behalf of the Petitioners have stated that the Demerged Company and the Resulting Company have complied with all requirements as per directions of this Court and they have filed necessary Affidavits of compliance in the Court. Moreover, Petitioner Companies undertake to comply with all statutory requirements if any, as required under the Companies Act, 1956 and the Rules made there under. The said undertaking is accepted.
6. The Regional Director has filed an Affidavit on dated 18/02/2014 stating therein that it appears that the Scheme does not appear

to be prejudicial to the interest of shareholders and public. In para 6 of the affidavit, the Regional Director has stated that:-

“6 (a) The scheme is prepared under section 391-394 of the Companies Act, 1956, the petitioner company shall comply with provision of section 2(19AA) of the Income Tax Act and Tax implication if any, arising out of this scheme is subject to the decision of the Income Tax Authority.

(b) Clause 20 of the scheme provides for modification or amendments to the scheme where in the Board of Directors of the petitioner company have been authorized to make any arrangements to the scheme if necessary after the scheme is approved by the Hon’ble High Court. Such liberty shall not be exercised by the board of directors without obtaining further approval from the Hon’ble High Court. The petitioner company shall be directed to undertake to this effect.

7. So far as the observation in paragraph 6 (a) of the Affidavit of Regional Director is concerned, the Petitioner Company through its counsel undertakes to comply with provision of section 2(19AA) of the Income Tax Act and also agrees that the Tax implication if any, arising out of this scheme is subject to the decision of the Income Tax Authority.
8. So far as the observation in paragraph 6 (b) of the Affidavit of Regional Director is concerned, the Petitioner Company through its counsel undertakes that any modification / amendments to the Scheme pursuant to clause 20 of the Scheme shall be subject to approval of the High Court.
9. The Learned Counsel for Regional Director on instructions of Mr. M. Chandana Muthu, Joint Director in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai

states that they are satisfied with the undertaking given by the Advocate for the Petitioner Company. The above undertakings are accepted..

10. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy. None of the parties concerned has come forward to oppose the Scheme in the court.
11. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition No. 794 of 2013 is made absolute in terms of prayer clauses (a) and (c) and Company Scheme Petition No. 795 of 2013 is made absolute in terms of prayer clauses (a) and (c).
12. The Petitioner Companies to lodge a copy of this order and the Scheme duly authenticated by the Company Registrar, High Court, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of the order.
13. Petitioners are directed to file a copy of this order along with a copy of the Scheme of Arrangement with the concerned Registrar of Companies, electronically, along with E-Form 21 in addition to physical copy as per the provisions of the Companies Act, 1956.

14. The Petitioner Companies to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai. Costs to be paid within four weeks from the date of the Order.
15. Filing and issuance of the drawn up order is dispensed with.
16. All authorities concerned to act on a copy of this order along with Scheme duly authenticated and form of minutes by the Company Registrar, High Court (O. S.), Bombay.

(G. S. Patel J.)