

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 502 OF 2015

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 464 OF 2015

Reliance Petro Distribution Private Limited ...Petitioner Company
(Transferee Company)

In the matter of the Companies Act,
1956 and the Companies Act, 2013,
as applicable;

-And-

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

-And-

In the matter of the Scheme of
Amalgamation of

(1) Reliance Global Trading Private Limited

AND

(2) Reliance Petroproducts Private Limited

AND

(3) Reliance Tankages Private Limited

(collectively the "Transferor Companies")

WITH

Reliance Petro Distribution Private Limited
(the "Transferee Company")

CALLED FOR HEARING

Ms. Sonali Aggarwal i/b M/s. Junnarkar & Associates, Advocates for the Petitioner Company in the Petition.

Mr. G.Hariharan /b Shri. A.A. Ansari for Regional Director.

CORAM : S.C. Gupte, J.

DATE : 30th October, 2015

P.C:-

1. Heard learned Counsel for parties. No objector has come before the Court to oppose the Scheme and nor has any party controverted any averments made in the Petition.
2. The sanction of this Court is sought under Sections 391 to 394 of the Companies Act, 1956 to a Scheme of Amalgamation of Reliance Global Trading Private Limited, Reliance Petroproducts Private Limited and Reliance Tankages Private Limited (collectively the "Transferor Companies") with Reliance Petro Distribution Private Limited (the "Transferee Company").
3. The learned Counsel for the Petitioner Company states that the present business of the Transferee Company is providing maintenance and handling agency and services and carries on incidental activities.
4. The benefits of the proposed Scheme of Amalgamation are the present activities and businesses of all the Transferor Companies can be conveniently combined with the business of the Transferee Company. The amalgamation will achieve economy, better administration and efficiency of operation. The amalgamation will achieve reduced administrative costs, avoid duplication of costs and result in internal economies and optimize profitability. The

amalgamation will reduce multiple companies by consolidating the companies into a single larger entity.

5. All the Transferor Companies and the Transferee Company have approved the Scheme of Amalgamation by passing Board Resolutions, which are annexed to the Company Scheme Petition.
6. Learned Counsel for the Petitioner Company further states that the Petitioner Company has complied with all directions passed in Company Summons for Direction and that the Company Scheme Petition has been filed in consonance with the Order passed in the said Company Summons for Direction.
7. Learned Counsel for the Petitioner Company also states that all the Transferor Companies have filed their separate Company Petitions Nos. 208 to 210 of 2015 before the Hon'ble High Court of Gujarat at Ahmedabad and the said Petitions have been allowed and the Scheme of Amalgamation has been sanctioned by the Hon'ble High Court of Gujarat at Ahmedabad by Orders dated 1st October 2015.
8. Learned Counsel appearing on behalf of the Petitioner Company has stated that the Petitioner Company has complied with all the requirements as per directions of this Court and has filed necessary Affidavits of compliance in Court. Moreover, the Petitioner Company through its Counsel undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956 or the Companies Act, 2013 and the Rules made thereunder, whichever is applicable. The said undertaking is accepted.

9. The Regional Director has filed an Affidavit on 27th October 2015 stating therein that save and except as stated in para 6(a) to (c), it appears that the Scheme is not prejudicial to the interest of shareholders and public. In Para 6 of the said Affidavit, it is stated that:

“a) Clause 13.3 of the Scheme provides for adjustment for differences in Accounting Policies between Transferor Company and Transferee Company. In this regard, it is submitted that in addition to the compliance of Accounting Standard-14, the Transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standard such as AS-5 etc.

b) That the Deponent further submits that the tax issue if any, arising out of this Scheme shall be subject to final decision of Income Tax Authority and approval of the Scheme by Hon’ble High Court may not deter the Income Tax Authority to scrutinize the tax returns filed by the Petitioner Company after giving effect to the Amalgamation. The decision of the Income Tax Authority is binding on the Petitioner Company.

c) That the registered office of all the Transferor Companies are situated in the State of Gujarat. Hence all the Transferor Companies have to file similar petition before the Hon’ble High Court of Gujarat for approving the said scheme.

10. With respect to Para 6(a) of the Affidavit of the Regional Director, the Learned Counsel for the Petitioner/Transferee Company undertakes that it shall pass such accounting entries which are necessary in connection with the Scheme to comply with other applicable Accounting Standards such as AS-5, etc.
11. With respect to Para 6(b) of the Affidavit of the Regional Director, the Learned Counsel for the Petitioner Company submits that the Petitioner Company is bound to comply with all applicable provisions of Income Tax Act, and all tax issues arising out of the Scheme will be met and answered in accordance with law.

12. With respect to Para 6(c) of the Affidavit of the Regional Director, the Learned Counsel for the Petitioner Company states that all the Transferor Companies have filed their separate Company Petition Nos. 208 of 2015 to 210 of 2015 before the Hon'ble High Court of Gujarat at Ahmedabad and the said Petitions have been allowed and the Scheme of Amalgamation has been sanctioned by the Hon'ble High Court of Gujarat at Ahmedabad by Orders dated 1st October 2015.
13. The Learned Counsel on instructions of Mr. M. Chandanamuthu, Joint Director, Legal in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai states that they are satisfied with the undertakings given by the Advocate for the Petitioner Companies. The undertakings given on behalf of the Petitioner Companies are accepted.
14. 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.
15. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition is made absolute in terms of prayer clauses (a) to (h) of Company Scheme Petition No. 502 of 2015.
16. The Petitioner Company to file a copy of this Order and the Scheme of Amalgamation and Minute of Reduction duly authenticated by the Company Registrar, High Court (O.S.), Bombay, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, on the same, within 60 (sixty) days from the date of the Order.

17. The Petitioner Company is directed to file a copy of this Order alongwith a copy of the Scheme of Amalgamation and Minute of Reduction with the concerned Registrar of Companies, electronically, alongwith E-Form 21/ INC 28 in addition to the physical copy, as per relevant provision of the Companies Act, 1956 or Companies Act, 2013, whichever is applicable.
18. The Petitioner Company to pay costs of Rs. 10,000/- to the Regional Director, Western Region, Mumbai. Costs to be paid within four weeks from the date of the Order.
19. Filing and issuance of the drawn up order is dispensed with.
20. All concerned regulatory authorities to act on a copy of this Order alongwith Scheme and Minute of Reduction, duly authenticated by the Company Registrar, High Court (O.S.).

(S.C. Gupte, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed Order.

Uploaded by: Shankar Gawde,
Stenographer