IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 363 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 63 OF 2016.

VISION INTERNATIONAL IMPEX (INDIA) PRIVATE LIMITED

....Petitioner/ the Transferor Company

AND

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 364 OF 2016.

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 64 OF 2016.

WEIZMANN INTERNATIONAL LIMITED

....Petitioner/ the Transferee Company

In the matter of the Companies Act, 1 of 1956 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 and other relevant provisions of the Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of VISION INTERNATIONAL IMPEX (INDIA) PRIVATE LIMITED, the Transferor Company with WEIZMANN INTERNATIONAL LIMITED, the Transferee Company

Called for hearing

Mr. Rajesh Shah i/b Rajesh Shah & Co., Advocate for the Petitioners.

Priya V Sankpal i/b Mr. Pankaj Kapoor for the Regional Director.

Vinod Sharma, the Official Liquidator.

CORAM: S. C Gupte, J.

DATE: 2nd December, 2016

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 Petitions.

2. The sanction of the Court is sought to a Scheme of Amalgamation of VISION INTERNATIONAL IMPEX (INDIA) PRIVATE LIMITED, the Transferor Company with WEIZMANN INTERNATIONAL LIMITED, the Transferee Company, under Sections 391 to 394 and other relevant provisions of the Companies Act, 2013.

3. The Learned Counsel for the Petitioners states that the Transferor Company has been carrying on the business as Importers and Exporters of all kind of machineries, plants and equipment for

engineering and the Transferee Company has been carrying on the business of exporter and importer of commodities, machinery and services, to setup/ Lease textile process house, export units, export houses. The Transferor Company is wholly owned subsidiary of the Transferee Company. The management of the Companies are of the opinion that the merger will lead to synergies of operations and more particularly the following benefits that the amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base and that it would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined resources and that this Scheme of amalgamation would result in merger and thus consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of the merged entity will be benefited by result of the amalgamation of Business and availability of a common operating platform and that the amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the merger will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies and that the merged entity will also have sufficient funds required for meeting its long term capital needs as provided for in the scheme and the Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Amalgamated Company.

4. Learned Counsel for the Petitioners further states that the Board of Directors of the Petitioner Companies have approved the said Scheme of Amalgamation by passing Board Resolutions which are annexed to the respective Company Scheme Petitions.

5. The Learned Counsel for the Petitioners further states that Petitioner Companies have complied with all the directions passed in the respective Company Summons for Directions and that the respective Company Scheme Petitions have been filed in consonance with the orders passed in respective Company Summons for Directions.

6. The Learned Counsel appearing on behalf of the Petitioners have stated that the Petitioner Companies have complied with all requirements as per directions of this Court and they have filed necessary affidavit of compliance in the Court. Moreover, the Petitioner Companies undertake to comply with all statutory requirements if any, as required under the Companies Act, 1956 / 2013 and rules made there under whichever is applicable. The said undertaking is accepted.

7. The Regional Director has filed an Affidavit on 25th day of October, 2016 stating therein, save and except as stated in paragraph 6, it

appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph 6 of the said Affidavit, the Regional Director has stated that:-

"6. . That the Deponent further submits that,

(i) 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 companies after giving effect to the amalgamation. The decision of the Income Tax Authority is binding on the petitioner companies.

(ii) Petitioner in clause 11 interalia has mentioned that upon the Scheme coming into effect, as the entire issued, subscribed and paid up share capital of Transferor Company is held by Transferee Company, the Transferee Company would not be required to issue or allot any shares to the shareholders of the Transferor Company. The shares so held by the Transferee Company shall stand cancelled and extinguished pursuant to the implementation of the Scheme of Amalgamation. It is observed from the Balance Sheet as on 31.03.2015 the transferee company is holding only 3,999 Equity shares of Transferor Company. As per the list of shareholders provided by the transferor company as on 04.11.2015 the transferee company is holding 9,999 Equity shares of Transferor Company.

Deponent prays that the Hon'ble Court may pass such order as deemed fit and may ask the company to submit proof of filling allotment of shares.

(iii) Petitioner in clause 16 of the scheme interalia has mentioned that upon the scheme becoming effective the transferee company shall be re-named as "Vision International Impex (India) Limited".

Deponent prays that the Hon'ble Court may direct the company to comply with the provisions of the Companies Act, 2013 for the change of name.

8. So far as the observation in paragraph 6(i) of the Affidavit of Regional Director is concerned, the Learned Counsel for the Petitioner Companies submit that the Petitioner Companies are 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.

9. So far as the observation in paragraph 6(ii) of the Affidavit of Regional Director is concerned, the Learned Counsel for the Petitioner Companies submit that the Petitioner Company has filed the Affidavit in Reply to the Regional Director on 11th November, 2016 and given an explanation that as per the Balance Sheet as on 31.03.2015 the transferee company is holding only 3,999 Equity shares of Transferor Company and as per the list of shareholders provided by the transferor company as on 04.11.2015 the transferee company is holding 9,999 Equity shares of Transferor Company. The Petitioner Company submits that as at 14.11.2015 the Petitioner Company has filed the MGT-6 which clearly shows that the Petitioner Company is wholly owned

subsidiary of WEIZMANN INTERNATIONAL LIMITED at the filing of the Company Petition. The explanation is found to be acceptable.

10. So far as the observation in paragraph 6(iii) of the Affidavit of Regional Director is concerned, the Petitioner Company through its Counsel submitted that the Petitioner Company upon the scheme becoming effective the transferee company shall be re-named as “Vision International Impex (India) Limited and the Petitioner Company will comply with all the requirements of the Registrar of Companies to retain the name “Vision International Inpex (India) Limited”.

11. The Learned Counsel for Regional Director on instructions of Mrs. Sheela, Joint Director 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 Petitioners. The above undertakings are accepted.

12. The Official Liquidator has filed his report on 14^{th} day of October, 2016 in Company Scheme Petition No. 363 of 2016 stating that the affairs of the Transferor Company has been conducted in a proper manner and that the Transferor Company may be ordered to be dissolved.

13. From the material on record, the Scheme appears to be fair and reasonable and is not violate of any provisions of law and is not contrary to public policy.

14. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition No. 363 of 2016 is made absolute in terms of prayers clause (a) to (d) and 364 of 2016 is made absolute in terms of prayer clauses (a) to (c).

15. The Petitioner Companies to file a copy of this order and the Scheme 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 days from the date of the Order.

16. The Petitioners are directed to file a certified copy of order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with E Form INC- 28 in addition to physical copy as per the relevant provisions of the Companies Act, 1956/2013 whichever is applicable.

17. The Petitioner Companies to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai and the Petitioner in the Company Scheme Petition No. 363 of 2016 to pay costs of Rs.10,000/- to the Official Liquidator, High Court, Bombay. Cost to be paid within four weeks from the date of the Order.

18. Filing and issuance of the drawn up order is dispensed with.

19. All concerned regulatory authorities to act on a copy of this order along with Scheme duly authenticated by the Company Registrar, High Court (O. S.), Bombay.

(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.