IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 183 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTIONS NO. 133 OF 2016

Erudite Eduventures Private Limited. Petitioner Company

AND

COMPANY SCHEME PETITION NO. 184 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTIONS NO. 134 OF 2016

Riaan Ventures Private Limited …Petitioner Company

In the matter of the Companies Act, 1956;

And

In the matter of Section 391 to 394 of the Companies Act, 1956;

And

In the matter of the Scheme of Arrangement and Demerger between Erudite Eduventures Private Limited and Riaan Ventures Private Limited

Called for Hearing

Mr. Ramesh Saraogi , Advocate for the Petitioner Companies.

Mr. M.S. Chunawala I/b Mr. Pankaj Kapoor for the Regional Director.

Coram: A. K. Menon, J.

Date: 22 nd September, 2016

MINUTES OF THE ORDER

1. Heard the learned counsel for the Petitioners. 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 under Sections 391 to 394 of the Companies Act, 1956 to the Scheme of Arrangement and Demerger between Erudite Eduventures Private Limited and Riaan Ventures Private limited.

3. The Demerged Company is engaged in the business of internet service provider, renting of immovable property,trading of computer pheripherals, books etc, coaching, training etc and leasing of equipments and the Resulting Company propose to engage in trading of computer phepirals, books etc, coaching, training activities etc and leasing of equipments activities.

4. The Learned Counsel for the Petitioners states that the Scheme of Arrangement and Demerger will result in focussed attention by each of the Company in their respective business and will also avoid the anomolies of Internet Business and its taxation aspects and will result into better internal control on the business process,optimum utilization of resources, consolidation of business and will result in to better efficiency and advantage to both the companies and their shareholders in the long run.

5. The Demerged Company and the Resulting Company have approved the said Scheme of Arrangement and Demerger by passing the Board Resolutions which are annexed to the Company Scheme Petitions filed by the Petitioner Companies.

6. The learned Advocate for the Petitioner Companies further states that the Petitioner Companies have complied with all directions passed in Company Summons for Direction and that the Company Scheme Petitions have been filed in consonance with the orders passed in the Company Summons for Direction.

7. The Learned Counsel appearing on behalf of the Petitioner Companies has stated that the Petitioner Companies have complied with all requirements as per the directions of this Court and filed necessary Affidavits of Compliance in this behalf. The Petitioner Companies further undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956 and Companies Act, 2013 as may be applicable, and the Rules made there under. The said undertaking is accepted.

8. The Regional Director has filed an Affidavit on 31st August 2016 stating therein that save and except as stated in paragraph 6(a) and (b) of the said Affidavit, it appears according to the Regional Director that the Scheme is not prejudicial to the interest of shareholders and public. In Paragraph 6(a) and (b) of the said Affidavit, the Regional Director has stated that :-

6(a) With respect to clause 14 of the scheme, it is submitted that surplus if any, arising out of this scheme be transferred to Capital Reserve Account and defecit if any be transferred to Goodwill Account of Resulting Company.

6(b) That the deponent further submits that the tax issue, if any, arising out of this Scheme is subject to final decision of Income Tax Authority and approval of the Scheme by Hon'ble Court may not deter the Income Tax Authority to scrutinize the tax return filed by the petitioner Company after giving effect to the amalgamation. The decision of the Income Tax Authority is binding on the Petitioner Company.

9. As far as the observations in para no. 6(a) is concerned the Petitioner Companies through their Advocate undertakes that the treatment of surplus or the deficit, if any, arising out of this scheme shall be treated as per the applicable provisions of the Companies Act and the applicable Accounting Standards and such amount will be treated as Capital reserves account or Good will account as the case may be in compliance with the provisons of the Companies Act and applicable accounting standards.

10. As far as observation made in paragraph 6(b) of the Affidavit of Regional Director are concerned, the Petitioner Companies submits that the Petitioner Companies are bound to comply with all the applicable provisions of the Income Tax Act and all tax issues arising out of the scheme will be met and answered in accordance with the law.

11. The Counsel for the Regional Director on instructions of S. Ramakantha, Joint Director in the office of Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai, states that they are satisfied with the undertaking given by the Petitioner Companies. The said undertaking given by the Petitioner Companies are accepted.

12. 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.

13. Since all the requisite statutory compliance have been fulfilled, Company scheme Petition No. 183 of 2016 and 184 of 2016 are made absolute in terms of prayer clause (a) of the respective Company Scheme Petitions.

14. The Petitioner Companies are directed 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 order.

15. Petitioner Companies are directed to file a copy of this order along with a copy of the Scheme of Arrangement and Demerger duly authenticated by the Company Registrar, High Court (O.S.), Bombay with the concerned Registrar of Companies, electronically, along with E-Form INC- 28 in addition to the physical copy as per the relevant provisions of Companies Act, 1956/2013 Act, whichever is applicable.

16. The Demerged Company and the Resulting Company to pay costs of Rs. 10,000/- each to the Regional Director. The costs to be paid within four weeks from the date of the order.

17. Filling and issuance of the drawn up order is dispensed with.

18. 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.

(A.K. Menon J.)

CERTIFICATE

I certify that the order uploaded is a true copy of original signed order.

Uploaded by: Shankar Gawde, Stenographer.