

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 179 OF 2016
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 214 OF 2016
VISCOUNT MANAGEMENT SERVICES LIMITED
.....Petitioner/Transferor Company
AND
COMPANY SCHEME PETITION NO 180 OF 2016
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 215 OF 2016
RELIANCE LAND PRIVATE LIMITED
.....Petitioner/ the Transferee Company

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

AND

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

AND

In the matter of Scheme of Amalgamation
of

Viscount Management Services Limited ('VMS' or 'Transferor Company')

with

Reliance Land Private Limited ('RLPL' or 'Transferee Company')

and

their respective shareholders

Called for Hearing

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

Mr. A. R. Verma i/b Mr. Pankaj Kapoor for the Regional Director.

Mr. Vinod Sharma, Official Liquidator, present.

CORAM: B. P. Colabawalla.

DATE: 22nd July, 2016

1. Heard 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 under Sections 391 to 394 of the Companies Act, 1956, to the Scheme of Amalgamation of Viscount Management Services Limited with Reliance Land Private Limited and their respective shareholders.
3. Learned Counsel for the Petitioners state that the Transferor Company and the Transferee Company is engaged in the business of trading and investment activities. The rationale for the Scheme is to reduce managerial overlaps, which are necessarily involved in running multiple entities, reduce administrative cost and achieving operational and management efficiency.
4. Learned counsel for the Petitioners further state that the Board of Directors of the Petitioner Companies have approved the said Scheme by passing Board Resolutions, which are annexed to the respective Company Scheme Petitions.
5. Learned Counsel for the Petitioners further state that, the 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 Company Summons for Directions.

6. The learned counsel appearing on behalf of the Petitioners have stated that the Petitioners have complied with all requirements as per directions of this Court and they have filed necessary affidavits of compliance in the Court. Moreover, the Petitioner Companies undertakes to comply with all statutory requirements, if any, as required under the Companies Act, 1956 / 2013 and the Rules made there under whichever applicable. The said undertaking is accepted.
7. The Regional Director has filed an affidavit on 13th day of June, 2016 stating therein that save and except as stated in paragraph 6 of the said affidavit, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph 6 of the said affidavit it is stated that:

That the deponent further submits that the tax implication, if any, arising out of the scheme is subject to final decision of Income Tax Authorities. The approval of the Scheme by this Hon'ble Court may not deter the Income Tax Authority to scrutinize the tax return filed by the Transferee Company after giving effect to the Scheme. The decision of the Income Tax Authority is binding on the Transferor Company and Transferee Company.

8. As far as observations made in paragraph 6 of the Affidavit of the Regional Director, the Transferor Company and Transferee Company are bound to comply with all applicable provisions of the Income Tax Act and all tax issues arising out of the Scheme will be met and answered in accordance with law.
9. The Learned Counsel for Regional Director on instructions of Joint Director in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai have not raised any further objections to the submissions made by the Petitioner Companies. The said submissions and undertakings of the Petitioner Companies 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.
11. The Official Liquidator has filed his report on 12th day of June, 2016 in Company Scheme Petition 179 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.
12. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition Nos. 179 of 2016 filed by the Petitioner Company are made absolute in terms of prayer clauses (a), (c) to (d) and the Company Scheme Petition No. 180 of 2016 filed by the Petitioner Company is made absolute in terms of prayer clauses (a) to (c).
13. 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.
14. Petitioners are directed to file a copy of this order along with a copy of the Scheme 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, 2013.
15. The Petitioner Company in both the Company Scheme Petitions to pay costs of Rs. 10,000/- each to the Regional Director, Western Region, Mumbai and the Petitioner in Company Scheme Petition No. 179 of 2016 to pay costs of Rs.10,000/- the Official Liquidator, High Court, Bombay. Cost to be paid within four weeks from the date of the Order.
16. Filing and issuance of the drawn up order is dispensed with.

17. 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.

(B. P. Colabawalla)

CERTIFICATE

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

Uploaded by : Shankar Gawde, Stenographer.