

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 836 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 740 OF 2015

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
IMS Health India Private Limited with IMS
Health Analytics Services Private Limited
and their respective shareholders.

IMS Health India Private Limited.....Petitioner/Transferor Company
Called for Hearing

Mr. Hemant Sethi i/b Hemant Sethi & Co., Advocates for the Petitioner

Mr. Arun Kumar Roy, i/b Mr. A. A. Ansari for Regional Director.

Mr. Vinod Sharma, Official Liquidator, High Court, Bombay

CORAM: B.P Colabawalla, J.

DATE: 1st April , 2016

1. Heard the learned counsel for the Petitioner Companies. 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 to the Scheme of Amalgamation of IMS Health India Private Limited with IMS Health Analytics Services Private Limited and their respective shareholders .
3. The Petitioner Company is engaged inter-alia in the business of dealing in and providing all kinds of services that may be used as aids for all types of decision making including but not limited to providing business support services, advisory, training and consultancy services and carrying on the businesses of conducting marketing and media research.
4. The circumstances and/or reasons and/or grounds that have necessitated the Scheme are, inter alia, is that Greater integration and financial strength for the amalgamated entity, which would result in maximising overall shareholder value, and will improve the financial position of the amalgamated entity. Improved organizational capability and leadership, arising from the pooling of human capital that has the diverse skills, talent and vast experience to compete successfully in an increasingly competitive industry. Simplification of group structure by eliminating multiple companies in similar business, thus enabling focus on core competencies and unlocking of value. The amalgamation would lead to greater and efficient use of infrastructure facilities and optimum utilisation of the available resources.
5. The Petitioner Company has approved the Scheme by passing the Board Resolutions which is annexed to the Company Scheme Petition.
6. The Counsel for the Petitioners further states that the Petitioner Company has complied with all the directions passed in Company Summons for Direction and that the Company Scheme Petition have been filed in consonance with the orders passed in respective Company Summons for Direction.
7. The Counsel for the Petitioner further states that the Petitioner has complied with all requirements as per the directions of this Court and they have filed necessary Affidavits of compliance in the Court. Moreover, the Petitioner Companies through their Counsel undertakes to comply with all statutory requirements, if

any, as required under the Companies Act, 1956 or 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 3rd March, 2016 stating therein that save and except as stated in paragraph 6 (a) to (d) 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, the Regional Director has stated that:

The Deponent further submits that:

- (a) The Registered office of the Transferee Company is situated in the State of Karnataka. Hence, the present Scheme of Amalgamation between the Transferor company and Transferee Company will be subject to the condition of obtaining similar approval from Hon 'ble High Court of Bangalore in respect of Transferee Company.*
- (b) The Shares of Transferor company are held by Foreign Body Corporate. Hence, while giving effect to the Scheme, by issuing new shares by the Transferee Company to the shareholders of Transferor Company, the Transferee Company has to comply with the provisions of FEMA RBI regulations as applicable in this regard.*
- (c) It is respectfully submitted that the tax implication, if any, arising out of the scheme is subject to final decision of the Income Tax Authorities. The approval of the Scheme by this Hon'ble Court may not deter the Income Tax Authority to scrutinize the tax returns filed by the Transferee Company after giving effect to the Scheme. The decision of the Income Tax Authority is binding on the Petitioner Company.*
- (d) Clause 19 of the Scheme provides for Modification and Amendment to Scheme wherein the Board of Directors of Transferor Company and Transferee company have been authorized to make any amendments to Scheme , if necessary after the Scheme is approved by the Hon'ble High Court. Such liberty shall not be exercised by Board of Directors*

without obtaining prior approval by the Hon'ble High Court . the Petitioner Company may be directed to undertake to this effect.

9. In so far as observations made in paragraph 6(a) of the Affidavit of Regional Director is concerned, the Counsel for the Petitioner submit that the Petition filed by the Transferee Company has been sanctioned by the Karnataka High Court on 19th February 2016.
10. As far as observations made in paragraph 6(b) of the Affidavit of Regional Director is concerned, the Petitioner through the Counsel submit that while giving effect to the Scheme, by issuing new shares by the Transferee Company to the shareholders of Transferor Company, the Transferee Company shall comply with the provisions of FEMA RBI regulations as applicable in this regard.
11. As far as observations made in paragraph 6(c) of Affidavit of the Regional Director is concerned, the Petitioner Company submit that the Petitioner Company is bound to comply with all applicable provisions of the Income Tax Act and all tax issues arising out of the Scheme of Amalgamation will be met and answered in accordance with law.
12. As far as observations made in paragraph 6(d) of the Affidavit of Regional Director is concerned , the Petitioner through their Counsel undertakes that no modification to the Scheme shall be done without obtaining approval of this Court.
13. The Counsel for the Regional Director on instructions of Mr. M Chandanamuthu, Joint Director (Legal) in the office of Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai, states that they are satisfied with the undertaking and submission given by the Petitioner Companies. The said undertaking given by the Petitioner is accepted.
14. The Official Liquidator has filed his report dated 31st March , 2016 in Company Scheme Petition No. 836 of 2015 stating therein that the affairs of the Transferor Company has been conducted in a proper manner and that

the Petitioner/Transferor Company may be ordered to be dissolved without winding up.

15. 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.
16. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition No. 836 of 2015 filed by the Petitioner Company is made absolute in terms of prayer clauses (a) of the Petition.
17. The Petitioner Company to lodge 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 receipt of Order.
18. Petitioner Company 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 21 / E-Form INC 28 in addition to physical copy as per the provisions of the Companies Act 1956 / 2013, whichever is applicable.
19. The Petitioner Company to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai and to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from the date of the order.
20. Filing and issuance of the drawn up order is dispensed with.

21. All concerned 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, J)

CERTIFICATE

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

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