

IN THE HIGH COURT OF DELHI
COMPANY APPLICATION (MAIN) NO. 117/2016

Reserved on 8th August, 2016
Date of pronouncement: 29th August, 2016

In the matter of

The Companies Act, 1956 & the Companies Act, 2013 (to the extent applicable):

And

Application under Section 391 read with Sections 100 to 104 of the Companies Act, 1956 read with Rules 6 & 9 of the Companies (Court) Rules, 1959

Scheme of Arrangement between:

RS LiveMedia Private Limited

Applicant Company

AND

Its shareholders

**Through Mr. Samaksh Goyal, Advocate
for the applicant**

SUDERSHAN KUMAR MISRA, J.

1. This application has been filed under Sections 391 read with Sections 100 to 104 of the Companies Act, 1956 read with Rules 6 & 9 of the Companies (Court) Rules, 1959, by the applicant company seeking directions of this court to dispense with the requirement of convening the meetings of its equity shareholders, secured and unsecured creditors to consider and approve with or without modification, the proposed Scheme of Arrangement between RS LiveMedia Private Limited (hereinafter referred to as the applicant company) and its shareholders.

2. The registered office of the applicant company is situated at New Delhi, within the jurisdiction of this Court.

3. The applicant company was incorporated under the Companies Act, 1956 on 11th May, 2006 with the Registrar of Companies, NCT of Delhi & Haryana at New Delhi.

4. The present authorized share capital of the applicant company is Rs.7,50,00,000/- divided into 6,50,00,000 equity shares of Rs.1/- each aggregating to Rs.6,50,00,000/- and 1,00,00,000 preference shares of Rs.1/- each aggregating to Rs.1,00,00,000/-. The issued, subscribed and paid-up share capital of the company is Rs.1,00,00,000/- divided into 1,00,00,000 equity shares of Rs.1/- each.

5. A copy of Memorandum and Articles of Association of the applicant company has been filed on record. The audited balance sheet, as on 31st March, 2015, of the applicant company, along with the report of the auditors, and the unaudited provisional financial statements of the applicant company, as on 31st March, 2016, has also been filed.

6. A copy of the Scheme of Arrangement has been placed on record and the salient features of the Scheme have been incorporated and detailed in the application and the accompanying affidavit. It is submitted

by the applicants that the Scheme, *inter alia*, provides for purchase of 60,00,000 equity shares of Rs.1/- each of the applicant company for an agreed consideration of Rs.15,00,00,000/- at Rs.25/- per share, thus resulting in the cancellation of corresponding 60,00,000 equity shares. It is further submitted that the existing share capital of the company is in excess of the requirement of the company. Therefore, reduction of share capital will enable the company to have a rational capital structure which is commensurate with its business and assets.

7. It has been submitted by the applicant that no proceedings under Section 235 to 251 of the Companies Act, 1956 or under Sections 206 to 229 of the Companies Act, 2013 are pending against the applicant company.

8. The Board of Directors of the applicant company in their meeting held on 15th June, 2016 have unanimously approved the proposed Scheme of Arrangement. A copy of the Resolution passed at the meeting of the Board of Directors of the applicant company has been placed on record.

9. The applicant company has 02 equity shareholders and 13 unsecured creditors. Both the equity shareholders and all the unsecured creditors have given their consents/no objections in writing to the

proposed Scheme of Arrangement. Their consents/no objections have been placed on record. They have been examined and found in order. In view thereof, the requirement of convening the meetings of the equity shareholders and unsecured creditors of the applicant company to consider and, if thought fit, approve, with or without modification, the proposed Scheme of Arrangement is dispensed with. There is no secured creditor of the applicant company, as on 15th June, 2016.

10. The applications stand allowed in the aforesaid terms.

Dasti

SUDERSHAN KUMAR MISRA, J.

August 29, 2016