

**IN THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH**

CSP NO. 2013 OF 2018
IN
CSA NO. 133 OF 2018

In the matter of the Companies Act, 2013;
AND

In the matter of Sections 230 to 232 and
other applicable provisions of the
Companies Act, 2013

AND

In the matter of Scheme of Merger by
Absorption of Dentsu Impact Private
Limited by Dentsu Media and Holdings
India Private Limited

AND

Their Respective Shareholders and
Creditors

DENTSU IMPACT PRIVATE LIMITED]
a company incorporated under the Companies Act, 1956]
and having its registered office at B-601, 6th Floor,]
Poonam Chambers, Dr. Annie Besant Road, Worli,]
Mumbai - 400018, India.]

First Petitioner Company

DENTSU MEDIA AND HOLDINGS INDIA PRIVATE LIMITED]
a company incorporated under the Companies Act, 1956]
and having its registered office at B-601, 6th Floor,]
Poonam Chambers, Dr. Annie Besant Road, Worli,]
Mumbai - 400018, India]

Second Petitioner Company

Order Delivered On: 19th June, 2018

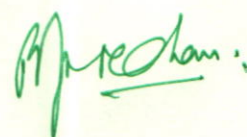
CORAM :

Hon'ble Bhaskara Pantula Mohan, Member (J)

Hon'ble V. Nallasenapathy, Member (T)

For the Petitioner: Mr. Mehul Modi / Mr. Sanjeev Shah i/b. Deloitte
Haskins & Sells LLP, authorised representative
for the Petitioner Companies

Per: Bhaskara Pantula Mohan, Member (J)



ORDER

1. Petition Admitted.
2. Petition fixed for hearing on 02nd August, 2018.
3. In compliance with the directions contained in Order dated 13th April, 2018 passed by the Tribunal in Company Scheme Application No. 133 of 2018, the meetings of the Equity Shareholders of both the Petitioner Companies were held on Thursday, 31st May, 2018 and requisite quorum was present and the Scheme was approved unanimously by all the Equity Shareholders of all the Petitioner Companies without any modifications. The Chairperson appointed for the meeting has filed his report dated 31st May, 2018 which is annexed as Annexure G and H to the Petition.
4. It is further submitted that the Company Scheme Petition is filed with the Tribunal in consonance with Section 230 to 232 of the Companies Act, 2013 alongwith the order passed in Company Scheme Application No. 133 of 2018.
5. It is further submitted that notices have been served upon all the Regulatory Authorities, namely, Central Government through Regional Director and Registrar of Companies, Mumbai, concerned Income Tax Authority, Reserve Bank of India and Official Liquidator. No representation is received by the Petitioner Companies from any Regulatory Authority. Further, it is submitted that the requisite information called for by the Auditor appointed by this Tribunal to assist the Official Liquidator has already been submitted by the Petitioner Companies and the requisite information called for by the office of Regional Director is being submitted by the Petitioner Companies shortly.
6. The Petitioner Companies are directed to publish the Notice of hearing of Petition in two local newspapers, viz. "Free Press Journal" in English language and translation thereof, in "Navshakti", in Marathi language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Companies are directed to file an Affidavit of Service regarding the directions given by the Tribunal before the date fixed for hearing and final disposal of the said Company Scheme Petition

and report this Tribunal that the direction regarding the issue of advertisements of the notice has been duly complied with.

Sd/-

V. Nallasenapathy
Member (Technical)

Sd/-

Bhaskara Pantula Mohan
Member (Judicial)