

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

MUMBAI BENCH

COMPANY SCHEME APPLICATION NO 239 (MAH) OF 2017

In the matter of the Companies Act, 2013;

AND

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

AND

In the matter of Scheme of Arrangement between Get Ahead Education Limited ("The Demerged Company") and New Bonanza Impex Private Limited ("The Resulting Company") and their respective Shareholders

Get Ahead Education Limited, a company incorporated }  
Under the provisions of Companies act, 1956 having }  
Its registered office at 31-A, Noble Chambers, 4<sup>th</sup> Floor, }  
JanmabhoomiMarg, Fort, Mumbai – 400 001 }  
.....First Applicant Company

AND

New Bonanza Impex Private Limited, a company incorporated  
Under the provisions of Companies act, 1956 having }  
Its registered office at 31-A, Noble Chambers, 4<sup>th</sup> Floor, }  
JanmabhoomiMarg, Fort, Mumbai – 400 001 }  
.....Second Applicant Company

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

**CORAM: B.S.V. Prakash Kumar, Member (Judicial)**

**V. Nallasenapathy, Member(Technical )**

**DATE: 9<sup>th</sup>March 2017**

**MINUTES OF THE ORDER**

1. The Counsel for the Applicants submit that the present Scheme is an Arrangement between Get Ahead Education Limited, the Demerged Company and New Bonanza Impex Private Limited, the Resulting Company and their respective

Shareholders. This Scheme of Arrangement provides for the transfer of demerger and vesting of Hostel Division Business from Get Ahead Education Limited, the Demerged Company to New Bonanza Impex Private Limited, the Resulting Company.

2. The Counsel for the Applicants further submit that the Demerged Company is primarily engaged in the business of providing education by setting up or establishing, run, operate, manage Schools, colleges, educational institutes, vocational training centers and similar other activities by own or under franchisee agreement in India or abroad. The Demerged Company operates in different areas which inter-alia includes the Hostel Division Business, which includes providing all or any facility services relating to infrastructure for educational institutions and ancillary activity such as facilitating loans, scholarships with or without securities for the purpose of education, local and international travel and for attending seminars. The Resulting Company is primarily engaged in the business of letting out property on lease/rent, investment in subsidiary.
  
3. The Counsel for the Applicants further submit that rational for Scheme is that Get Ahead Education Limited operates in the providing education by setting up or establishing, run, operate, manage Schools, colleges, educational institutes, vocational training centers and similar other activities by own or under franchisee agreement in India or abroad. Get Ahead Education Limited operates in different areas which inter-alia includes the Hostel Division Business, which includes providing all or any facility services relating to infrastructure for educational institutions and ancillary activity such as facilitating loans, scholarships with or without securities for the purpose of education, local and international travel and for attending seminars. Each business division is capable of addressing independent business opportunities attracting different sets of investors, strategic partners, lenders and stake holders. The proposed demerger would result in improving the operational efficiencies, optimising costs, revenues, capital and would have better access to different financing avenues, for both the Demerged Company and the Resulting Company and would result in improved shareholder's value. The management of Get Ahead Education Limited is of the view that segregation of the Hostel Division Business, inter-alia, would lead to following benefits:
  - Efficient and focused management on Education business segment;

- Unlocking value for the shareholders of GAEL; and
  - Financial & Administrative efficiencies
4. That the meeting of the Equity Shareholders of the First Applicant Company be convened and held at 419A, Arun Chambers, Tardeo, Mumbai 400034 on 29<sup>th</sup>, April 2017 at 11:00 A.M. for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Arrangement between Get Ahead Education Limited and New Bonanza Impex Private Limited and their respective Shareholders.
  5. That the meeting of the Equity Shareholders of the Second Applicant Company be convened and held at 419A, Arun Chambers, Tardeo, Mumbai-400034 on 29<sup>th</sup>, April 2017 at 12:00 Noon for the purpose of considering and, if thought fit, approving with or without modification(s) the proposed arrangement embodied in the Scheme of Arrangement between Get Ahead Education Limited and New Bonanza Impex Private Limited and their respective Shareholders .
  6. The First and the Second Applicant Company will also obtain the approval of shareholders to the said Scheme of Arrangement by voting in person or through authorized proxies or through Postal Ballot.
  7. That at least 30 clear days before the said Meetings of the Equity Shareholders of the First and Second Applicant Company to be held as aforesaid, a notice convening the said Meetings at the place date and time as aforesaid, together with a copy of the Scheme, a copy of statement disclosing all material facts as required under Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 notified on 14<sup>th</sup> December 2016 and the prescribed Form of Proxy, shall be sent by Courier / Registered Post / Speed Post or through Email (to those shareholders whose email addresses are duly registered with the First and the Second Applicant Company for the purpose of receiving such notices by email), addressed to each of the Equity Shareholders of the First and the Second Applicant Company, at their last known address or email addresses as per the records of the First and Second Applicant Company.

8. That at least 30 clear days before the meetings of the Equity Shareholders of the First and Second Applicant Company to be held as aforesaid, a notice convening the said Meetings, indicating the place, date and time of meeting as aforesaid be published and stating that copies of the Scheme and the statement required to be furnished pursuant to Section 230(3) of the Companies Act 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rule, 2016 and the Form of Proxy can be obtained free of charge at the Registered Office of the First and Second Applicant Company as aforesaid and / or at the office of its Advocates, M/s Hemant Sethi & Co., 1602 NavParmanu, Behind Amar Cinema, Chembur, Mumbai – 400071.
9. That the Notice of the Meetings shall be advertised in two local newspapers viz. “Free Press Journal” in English and “Navshakti ” in Marathi, both circulated in Mumbai not less 30 days before the date fixed for the meeting.
10. That Mr. Vijaysingh Padode, Director of the First Applicant Company, and failing him, Mr. Sanjay Padode, also a Director of the First Applicant Company shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the First Applicant to be held at 419A, Arun Chambers, Tardeo, Mumbai-400034 on 29th, April 2017 at 11:00 AM or any adjournment or adjournments thereof.
11. That Mr. Vijaysingh Padode, Director of the Second Applicant Company, and failing him, Mr. Sanjay Padode, also a Director of the Second Applicant Company shall be the Chairman of the aforesaid meeting of the Equity Shareholders of the Second Applicant to be held at 419A, Arun Chambers, Tardeo, Mumbai-400034 on 29th, April 2017 at 12:00 Noon or any adjournment or adjournments thereof.
12. That the Chairman appointed for the aforesaid Meetings to issue the advertisement and send out the notices of the Meetings referred to above. The said Chairman shall have all powers as per Articles of Association and also under the Companies Act 2013 in relation to the conduct of the meetings, including for deciding procedural questions that may arise or at any adjournment thereof or resolution, if any, proposed at the meetings by any person(s).

13. That the quorum of the aforesaid meetings of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
14. That voting by proxy or authorized representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meetings, are filed with the First and Second Applicant Company at its Registered Office at 31-A, Noble Chambers, 4<sup>th</sup> Floor, Janmabhoomi Marg, Fort, Mumbai – 400 001 not later than 48 hours before the aforesaid meeting.
15. That the value and number of the shares of each Equity Shareholder shall be in accordance with the books / register of the First and Second Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairman of the Meetings shall determine the value for the purpose of the aforesaid meetings and his decision in that behalf would be final.
16. That Mr. Anshul Bhatt, Practicing Company Secretary is hereby appointed as Scrutinizers of the meeting of Equity shareholders of the First and the Second Applicant Company proposed to be held on 29th April 2017 at 419A, Arun Chambers, Tardeo, Mumbai-400034 and his remuneration is fixed as Rs. 20,000/-
17. That the Chairman to file an affidavit not less than seven (7) days before the date fixed for the holding of the meetings and do report this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with.
18. That the Chairman of the meetings to report to this Tribunal, the results of the aforesaid meetings within thirty days of the conclusion of the meetings.
19. The First and Second Applicant Company is directed to serve notices along with copy of scheme upon:- (i) concerned Income Tax Authority with in whose jurisdiction the First and Second Applicant Company's assessments are made, (ii) the Central Government through the office of Regional Director, Western region, Mumbai (iii) Registrar of Companies with a direction that they may submit their representations, if any, within a period of thirty days from the date of receipt of

such notice to the Tribunal with copy of such representations shall simultaneously be served upon the First and Second Applicant Company, failing which, it shall be presumed that the authorities have no representations to make on the proposals.

20. The Counsel for the First Applicant Company further submits that since the Scheme is an arrangement between the First Applicant Company and their respective shareholders only a meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230(1)(b) of the Companies Act 2013, This bench hereby directs the First Applicant Company to issue notice to all its Secured and Unsecured Creditors as on 1<sup>st</sup> February 2017 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company.
21. The Counsel for the Second Applicant Company submits that there are no Secured in the Second Applicant Company, therefore the question of sending notices to the Secured Creditors does not arise. The Counsel for the Second Applicant Company further submits that since the Scheme is an arrangement between the Second Applicant Company and their respective shareholders only a meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230(1)(b) of the Companies Act 2013, This bench hereby directs the Second Applicant Company to issue notice to all its Unsecured Creditors as on 1<sup>st</sup> February 2017 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Second Applicant Company.
22. The First and Second Applicant Company to file affidavit of service in the Registry proving dispatch of notices to the shareholders, Creditors, publication of notices in newspapers and regulatory authorities as stated in clause 19 above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd/-

**B.S.V. Prakash Kumar, Member (Judicial)**

Sd/-

**V. Nallasenapathy, Member (Technical)**