

**THE NATIONAL COMPANY LAW TRIBUNAL,
COURT ROOM – I, MUMBAI BENCH**

C.A.(CAA)/55(MB)2024

In the matter of

The Companies Act, 2013 (18 of 2013)

and

Section 232 r/w Section 230 and Section

The Companies Act, 2013 and other

applicable provisions of the Companies

Act, 2013

read with the Companies (Compromises,

Arrangements and Amalgamations)

Rules, 2016;

In the matter of

Scheme of Arrangement

Bennett, Coleman & Company Limited

CIN: U22120MH1913PLC000391

...Applicant Company 1/
Demerged Company

Times Edutech & Events Limited

CIN: U74900MH2012PLC237666

...Applicant Company 2/
Resulting Company

Order delivered on 13.05.2024

Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Appearances (through)

For the Applicant Companies

Justice V.G. Bisht (Retd.)

Hon'ble Member (Judicial)

: Mr Haabil Vahanvaty, Mr
Peshwan Jehangir, Mr Mehul
Shah, Mr Rushabh Gala, Ms
Roselin Alex i/b M/s.

Khaitan & Co for the
Applicant Companies

ORDER

1. Heard the learned counsel for the Applicant Companies. The Applicant Companies have proposed the Scheme of Arrangement between **Bennett, Coleman & Company Limited** (Demerged Company) and **Times Edutech & Events Limited** (Resulting Company) and its shareholders and creditors under Sections 232 r/w Section 230 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (“**Scheme**”).
2. The registered offices of the Applicant Companies are situated in Mumbai, Maharashtra and hence the subject matter of the captioned Company Scheme Application is within the jurisdiction of this National Company Law Tribunal, Mumbai Bench (“**Tribunal**”).
3. The Scheme provides for demerger and vesting of the Times Pro Business (*as defined in the Scheme*) of the First Applicant Company to the Second Applicant Company pursuant to provisions of Sections 232 r/w Section 230 and other applicable provisions of the Companies Act, 2013. The Scheme also provides for various other matters consequent and incidental thereto or otherwise connected therewith. The Board of Directors of the Applicant Companies at their respective meetings held on December 13, 2023 have approved the Scheme.

4. The First Applicant Company was incorporated on November 29, 1913, under the provisions of the Companies Act, 1913 under the name 'Bennett, Coleman & Company Limited'. The First Applicant Company is conglomerate with multiple businesses spanning across newspaper publication, television, media solutions, education technology and other businesses. The First Applicant Company publishes the highest selling English broadsheet daily in the world, i.e. 'The Times of India', in addition to newspapers like 'The Economic Times', 'Navbharat Times', 'Maharashtra Times', etc. The First Applicant Company also houses television channels like 'Times Now', 'ET Now', 'Zoom', 'MN+' and 'Romedy Now'. The First Applicant Company has various subsidiaries which are engaged in the areas of internet, radio, television, out-of-home, education, etc. The equity shares of the First Applicant Company are not listed on any stock exchanges.

5. The Second Applicant Company was incorporated on November 7, 2012, under the provisions of the Companies Act, 1956 under the name 'Times Conferences Limited'. This name 'Times Conferences Limited' was subsequently changed to its present name 'Times Edutech and Events Limited' on March 23, 2018. A certificate of incorporation consequent upon change of name has been issued by Registrar of Companies, Maharashtra, Mumbai, Ministry of Corporate Affairs. The Second Applicant Company is primarily engaged in the business of providing education platform, industry relevant training and education programs designed and delivered in collaboration with world class institutes, whether using

education technology solutions or not, content production including for education and training purposes, organizing events, job fairs and marketing services & recruitment solutions. The equity shares of the Second Applicant Company are not listed on any stock exchanges. The Second Applicant Company is a wholly owned subsidiary of the First Applicant Company.

6. The Appointed Date of the Scheme means 1 October 2023, or such other date as may be mutually agreed by respective Board of the Applicant Companies.
7. The demerger and transfer of the Demerged Undertaking (*as defined in the Scheme*), consideration of INR 9,50,00,000 (Rupees Nine Crore and Fifty lakh only) will be issued by the Second Applicant Company to the First Applicant Company as provided in the Scheme.
8. The Applicant Companies submit that the circumstances and / or reasons and / or grounds that have necessitated and / or justified the Scheme and some of the major benefits which would accrue from the Scheme are briefly stated below:

The Scheme is expected, inter alia, to result in the following benefits:

- (i) *value unlocking of the respective businesses of the Demerged Company and the Resulting Company;*
- (ii) *provide better flexibility in accessing capital and attract business specific partners and investors;*

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- (iii) *streamlining the operations of the Demerged Company and the Resulting Company will enable efficient management control and oversight; and*
- (iv) *dedicated business and administrative teams for the Demerged Undertaking will unlock the potential to chase accelerated revenue growth and expansion opportunities.*

The proposed restructuring is in the interest of the shareholders, creditors, employees, and other stakeholders of the Parties.

9. The authorised, issued, subscribed and paid-up share capital of the First Applicant Company as on January 15, 2024, is as set out below:

Particulars	Amount in Rs
Authorized Share Capital	
68,79,49,980/- equity shares of Rs.10 each	687,04,99,800
Total	687,04,99,800
Issued, Subscribed and Paid-up Share Capital	
28,69,55,418 fully paid-up equity shares of Rs. 10 each	286,95,54, 180
Total	286,95,54, 180

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the First Applicant Company till the date of filing of this Company Scheme Application with the Tribunal.

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10. The authorised, issued, subscribed and paid-up share capital of the Second Applicant Company as on January 15, 2024, is as set out below:

Particulars	Amount in Rs
Authorized Share Capital	
3,76,78,748/- equity shares of Rs.10 each	376,787,488/-
Total	376,787,488/-
Issued, Subscribed and Paid-up Share Capital	
35,05,00,00 fully paid-up equity shares of Rs 10 each	350,500,000
Total	350,500,000

Subsequent to the above date, there has been no change in the authorised, issued, subscribed and paid-up share capital of the Second Applicant Company till the date of filing of this Company Scheme Application with the Tribunal.

11. That, as on December 26, 2023, the First Applicant Company has 11 Equity Shareholders holding 28,69,55,424 equity shares of INR 10/- each. The certificate issued by M/s. Harshil Shah & Company, Independent Chartered Accountants confirming the list of equity shareholders of the First Applicant Company, showing the names of the equity shareholders, number of equity shares and percentage of holding held by each of them. It is submitted that all the Equity Shareholders of the First Applicant Company have given their consents in the form of affidavits approving the proposed Scheme. Accordingly, the requirement to convene and hold a meeting of the Equity Shareholders of the First Applicant Company is dispensed with.

12. The Learned Counsel for the Applicant Companies submits that, as on December 26, 2023, the Second Applicant Company has 7 Equity Shareholders holding 3,50,50,000 equity shares of INR 10/- each. The certificate issued by M/s. Harshil Shah & Company, Independent Chartered Accountants confirming the list of equity shareholders of the Second Applicant Company, showing the names of the equity shareholders, number of equity shares and percentage of holding held by each of them. It is submitted that all the Equity Shareholders of the Second Applicant Company have given their consents in the form of affidavits approving the proposed Scheme. Accordingly, the requirement to convene and hold a meeting of the Equity Shareholders of the Second Applicant Company is dispensed with.
13. The Applicant Companies submit that, as on February 29, 2024, the Applicant Companies does not have any Secured Creditors. The certificates issued by M/s. Harshil Shah & Company, Independent Chartered Accountants confirming that the Applicant Companies do not have any Secured Creditors. Accordingly, the requirement of convening and holding the meeting of the Secured Creditors of the Applicant Companies does not arise.
14. The Applicant Companies submits that, as on February 29, 2024, the First Applicant Company has 4,840 Unsecured Creditors having an outstanding amount of INR 500,43,17,954. The certificate issued by M/s. Harshil Shah & Company, Independent Chartered Accountants confirming the details of

the Unsecured Creditors of the First Applicant Company is annexed to the Company Scheme Application. It is submitted that in so far as the Unsecured Creditors of the First Applicant Company are concerned, the Scheme does not adversely affect the rights of the Unsecured Creditors since there is no diminution of any liability in respect of the Unsecured Creditors of the First Applicant Company.

15. The Learned Counsel for the Applicant Companies submits that, as on February 29, 2024, the Second Applicant Company has 50 Unsecured Creditors having an outstanding amount of INR 6,78,47,906. The certificate issued by M/s. Harshil Shah & Company, Independent Chartered Accountants confirming the details of the Unsecured Creditors of the Second Applicant Company is annexed to the Company Scheme Application. It is submitted that in so far as the Unsecured Creditors of the Second Applicant Company are concerned, the Scheme does not adversely affect the rights of the Unsecured Creditors since there is no diminution of any liability in respect of the Unsecured Creditors of the Second Applicant Company. In view of above, the meeting is hereby dispensed with.

16. We, hereby directs the Applicant Company No.1 to convene the meeting of unsecured creditors of Applicant Company 2 by video conferencing. Shri Virendra Singh, Retd. IRS, Mob:- 9013143333, Email: virendra30@hotmail.com, shall be the Chairperson of the meeting of Unsecured Creditors of Applicant Companies. The Applicant Companies are directed to pay remuneration of Rs.1.50 Lakh plus GST, if applicable to the Chairman. The Scrutinizer for the meeting of the Applicant

Companies shall be Mr. Mitesh Shah, ICSI No. F10070 COP 12891, Contact No: 9820464964, Email: csmjshah@gmail.com. The Applicant Companies are directed to pay remuneration of Rs.0.50 Lakh plus GST, if applicable to the Scrutinizer.

17. The Applicant Companies shall serve notice upon:
- (i) The Central Government through the Regional Director, Western Region, Ministry of Corporate Affairs;
 - (ii) The Registrar of Companies, Maharashtra, Mumbai, Ministry of Corporate Affairs;
 - (iii) The Goods & Services Tax Authorities of the First Applicant Company and the Second Applicant Company at Mumbai, Maharashtra;
 - (iv) The Income Tax Authority having jurisdiction over the First Applicant Company having PAN AAAC4373Q at Circle 1(1)(1), Aaykar Bhavan, M. K Road, Mumbai – 400 020 and the Income Tax Authority having jurisdiction over the Second Applicant Company (having PAN AAECT5147N) at Circle 1(3)(1), Aaykar Bhavan, M. K Road, Mumbai – 400 020;
 - (v) Principal CCIT, Mumbai 3rd Floor, Aaykar Bhawan, Maharishi Karve Road, Mumbai – 400 020, Maharashtra; and
- and any sectoral regulators, as applicable, pursuant to Section 230(5) of the Companies Act, 2013 read with Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no representation is received by the Tribunal from such authorities within 30 (Thirty) days of the date of receipt of the notice, it will be presumed that they have no objection to the

Scheme as per Rule 8 of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

18. The Notice shall be served through by Registered Post-AD, Speed Post and email along with copy of Scheme and state that “*If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme*”. It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the noticee.
19. The Applicant Companies will submit –
- i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.
 - ii. List of pending IBC cases, if any, along with all other litigation;
 - iii. pending against the Applicant Companies having material impact on the proposed Scheme.
 - iv. The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.
20. The Applicant Companies to file an affidavit of service within 10 working days after serving to notice to all the regulatory authorities as stated above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd/-

Prabhat Kumar
Member (Technical)

Sd/-

Justice V.G. Bisht
Member (Judicial)