

IN THE HIGH COURT OF KERALA AT ERNAKULAM
(Original Jurisdiction)

In the matter of the Companies Act, 1956
and

In the matter of Scheme of Arrangement for Demerger of
demerged undertaking of PTL Enterprises Limited to Artemis Global
Life Sciences Limited and their respective shareholders and
Creditors.

Company Petition No.34 of 2016

Before:

The Honourable Mr. Justice Alexander Thomas

Friday, 16th day of December 2016/25th Agrahayana, 1938

PETITIONER:

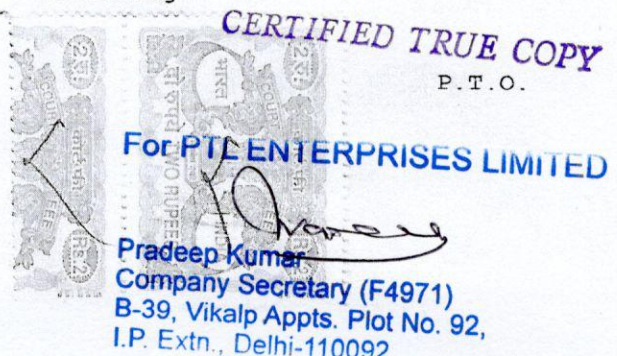
PTL Enterprises Limited, a company incorporated under the
Companies Act, 1956 having its registered office at 3rd
Floor, Areekal Mansion, near Manorama Junction, Panampilly
Nagar, Kochi-682036, Kerala ("PTL").

Company Petition under Section 391 to 394 of the Companies
Act, 1956 filed by the petitioner above named praying for an order

- (i) That the said Scheme of Arrangement for demerger as
contained in Annexure A-7 may be sanctioned by this
Hon'ble Court so as to be binding on all the members and
creditors of the Petitioner Company and on the Resulting
Company; and
- (ii) Such other order as the Hon'ble High Court of Kerala
shall deem fit may be passed in the interest of justice,
equity and good conscience.

This Company petition coming on for orders on this day upon hearing
M/s. Aswin Gopakumar, Anwin Gopakumar, Deepti Susan George, Arjun
Radhakrishnan Nair, Lalia Elizebeth Philip, Advocates for the petitioner and
Sri. T.V. Vinu, Central Government Counsel for Regional Director, Ministry of
Corporate Affairs, the court delivered the following:-

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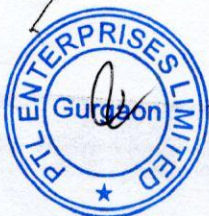
ALEXANDER THOMAS, J.

C.P. No.34 of 2016 (arising out of M.C.A. No.24 of 2016)

Dated this the 16th day of December, 2016

J U D G M E N T

The above captioned Company Petition has been instituted for orders of this Court to grant sanction to Anx.A-7 scheme of arrangement of demerger whereby the Medicare and Healthcare divisions of the petitioner company has been sought to be demerged therefrom and transferred to M/s.Artemis Global Life Sciences Limited (AGSL), which is the transferring/resulting company. Earlier, in the proceedings in Miscellaneous Company Application No.24/2016, instituted by the above said petitioner company, this Court had issued directions in the matter of holding of meeting of the members of the company as well as its unsecured creditors to consider the scheme. In compliance with those directions granted in Miscellaneous Company Application No.24/2016, the meetings of the members of the company and its unsecured creditors were separately held at Bharat Hotel, D.H.Road, Ernakulam on 04.07.2016 and it was presided over by



Advocate Chairman appointed by this Court. Pursuant thereto, the said Advocate Chairman has filed his report before this Court on 13.07.2016 resulting on successful outcome of the meeting. Thereupon this Court, as per Anx.A-14 final order dated 08.08.2016, had finally disposed of MCA No.24/2016 granting permission to the petitioner herein/applicant therein to institute appropriate company petition in the matter of approval of the proposed demerger scheme within the prescribed time limit. It is pursuant to the said order dated 08.08.2016 rendered by this Court in Miscellaneous Company Application No.24/2016 (as per Anx.A-14) that the petitioner herein has filed the instant Company Petition.

2. The petition was admitted by this Court on 07.10.2016 and on the said day had also directed the petitioner to serve a copy of this petition to the learned Assistant Solicitor General appearing on behalf of the Regional Directorate of the Union Ministry of Corporate Affairs, Government of India, Chennai, so as to ensure that a report of the said Regional Directorate is filed in the matter on the various aspects covered by this petition.



3. Pursuant to the said order dated 07.10.2016, the Regional Directorate of the Union Ministry of Corporate Affairs, Government of India, Southern Region, Chennai, has filed a report dated 19.10.2016 through the Registrar of Companies, Kerala and the said report has been presented before this Court by the learned Assistant Solicitor General appearing in the matter. The said report filed through the Registrar of Companies reads as follows:

"2. It is respectfully submitted that the Regional Director, Ministry of Corporate Affairs (Southern Region), Chennai being the competent authority by virtue of the powers delegated to him by the Central Government has examined the Scheme of Arrangement of Demerger and other relevant papers made available to him in respect of the matters referred to in the above petition and accordingly decided not to make any objection to the above scheme of Arrangement of Demerger."

4. Later, this Court as per order dated 28.10.2016 had directed that the petitioner will take steps to ensure that the publication regarding the pendency of this company petition is advertised in all Kerala editions of the "New Indian Express" daily and "Mathrubhoomi" daily as required under Rule 80 of the Companies (Court) Rules, 1959. After securing the approval of the draft publication, the petitioner has sought the said statutory publication by way of advertisement in the above said two



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C.P. No.34 of 2016 (arising out of
M.C.A. No.24 of 2016)

For PTL ENTERPRISES LIMITED

Pradeep Kumar
Company Secretary (F4971)
B-39, Vikalp Apprts. Plot No. 92,
I.P. Extn., Delhi-110092

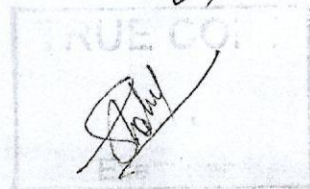
newspapers on 21.11.2016, showing the next date of hearing of the petition as 16.12.2016. The said newspapers in which the publication has been carried out as per Rule 80 has also been made available for perusal of this Court. However, none has chosen to submit their responses or objections in pursuance of the said statutory publication carried out by way of the above said newspaper publications. In the light of these aspects, it is ordered that Anx.A-7 scheme of arrangement for demerger produced in this petition, could be sanctioned and it is accordingly hereby so ordered. Anx.A-7 scheme sanctioned by this Court shall be produced before the Registrar of Companies by the petitioner within the time stipulated as per the Rules. The Registry will issue necessary orders in terms of Rule 84 of the Companies (Court) Rules, 1959.

With these observations and directions the aforecaptioned company petition stands finally disposed of.

Sd/-

Alexander Thomas, Judge

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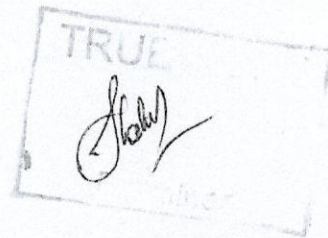


Section 807/17

Company Petition No.34 of 2016

- ANNEXURE A-1: True Copy of the Memorandum of Association of PTL Enterprises Ltd.
- ANNEXURE A-2: True Copy of the Articles of Association of PTL Enterprises Ltd.
- ANNEXURE A-3: Audited accounts for the FY 2015-2016 as on 31.3.2016 dated 11.05.2016 - PTL Enterprises Limited.
- ANNEXURE A-4: Memorandum of Association - Artemis Global Life Sciences Limited.
- ANNEXURE A-5: Articles of Association - Artemis Global Life Sciences Limited.
- ANNEXURE A-6: Audited accounts for the FY 2015-2016 as on 31.3.2016 dated 10.5.2016 - Artemis Global Life Sciences Limited.
- ANNEXURE A-7: Scheme of Arrangement for Demerger.
- ANNEXURE A-8: Certificate dated 12.5.2016 certifying that there are no secured creditors in the Books of the Petitioner Company.
- ANNEXURE A-9: No objection letter dated 11.5.2016 issued by National Stock Exchange of India Limited.
- ANNEXURE A-10: No objection letter dated 10.5.2016 issued by BSE Limited.
- ANNEXURE A-11: No objection letter dated 10.5.2016 issued by the Securities Exchange Board of India.
- ANNEXURE A-12: True copy of the Order passed by the Hon'ble High Court of Kerala in MCA.24 of 2016 dated 30.5.2016 for conducting the meeting of unsecured creditors and members under Section 391 of the Companies Act, 1956.
- ANNEXURE A-13: True copy of the Report dated 13.7.2016 filed by the Chairman of the meeting, Adv.Liju.V.Stephen.
- ANNEXURE A-14: True copy of the Final Order dated 08.08.2016 passed by the Hon'ble High Court of Kerala in M.C.A 24 of 2016 permitting the Petitioner to file the present petition for sanction of the Scheme.

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THE HIGH COURT OF KERALA
AT ERNAKULAM

Year and Number of Suit or : CP 34 / 2016
other Proceedings

Name of Applicant/Advocate : SRI ASWIN
GOPAKUMAR

Application Number : B 18329/2016

Application Date : 17-12-2016

Date of Calling for Stamp : 20-01-2017

Date of Production of Stamp : 20-01-2017

Date When copy was Ready : 20-01-2017

Date Notified for appearance to : 28-01-2017
receive the copy

Date when copy was delivered : 20/1/17

Examiner

