

IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO. 267 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO. 126 OF 2015

In the matter of the Companies
Act, 1956 (1 of 1956);

AND

In the matter of Sections 391 to
394 of the Companies Act, 1956;

AND

In the matter of Scheme of
Amalgamation of CONSUMER
FINANCIAL SERVICES LIMITED,
into and with L&T HOUSING
FINANCE LIMITED, and Their
Respective Shareholders and
Creditors

L&T Housing Finance Limited, a Company	)	
incorporated under the Companies Act, 1956,	)	
and having its registered office at L&T House,	)	
Narottam Moraji Marg, Ballard Estate,	)	
Mumbai- 400 001	)	... Petitioner Company

Called for Hearing

Mr. Karthik Somasundram a/w Mr. Anirban Sen i/b M/s. Krishnamurthy & Co.,
Advocates for the Petitioner.

Mr. C.J. Joy for Regional Director.

Coram: S.C. Gupte, J.

Date: 10th July, 2015

1. Heard Learned Counsel for the Petitioner. No objector has come before the court to oppose the Scheme and nor any party has controverted any averments made in the Petition.
2. The sanction of the Court is sought under Sections 391 to 394 of the Companies Act, 1956, to the Scheme of Amalgamation of Consumer Financial Services Limited into and with L&T Housing Finance Limited and their respective shareholders and creditors.
3. Learned Counsel for the Petitioner states that the Petitioner Company is established mainly for the purpose of carrying on the business of housing finance.
4. The Learned Counsel for the Petitioner states that the Scheme of Amalgamation and the advantage thereof are that the Scheme of Amalgamation intends to consolidate the business presently being carried on

by the Transferor Company and the Petitioner Company, which shall be beneficial to the interests of the shareholders, creditors and employees of both the companies and to the interests of public at large, as such amalgamation would create greater synergies between the businesses of both the companies and would enable them to have large asset base, access to better financial resources as well as enable them to manage their business more efficiently by effectively pooling the technical, distribution and marketing skills of each other.

5. The Petitioner Company has approved the Scheme of Amalgamation by passing the board resolution which is annexed to the Company Scheme Petition.
6. The Learned Advocate for the Petitioner further states that, Petitioner Company has complied with all the directions passed in the Company Summons for Directions and that the Company Scheme Petition has been filed in consonance with the order passed in the Company Summons for Direction.
7. Learned Advocate appearing on behalf of the Petitioner has stated that they have complied with all requirements as per directions of this Hon'ble Court and they have filed necessary affidavit of compliance in the court. Moreover, the Petitioner Company undertakes to comply with all statutory requirements if any, as required under the Companies Act, 1956/ 2013 and the Rules made there, whichever is applicable. The said undertaking is accepted.

8. The Regional Director has filed an Affidavit on 8th July, 2015 stating therein, that save and except as stated in paragraph 6 (a), (b) and (c) it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph 6 of the said Affidavit, the Regional Director has stated that:

6. That the Deponent further submits that,

(a) That the Registered Office of the Transferor Company is situated in the State of National Capital Territory of Delhi. Hence the present scheme of amalgamation between the Transferor and Transferee Company will be subject to the condition of obtaining similar approval from Hon'ble High Court of Delhi in respect of Transferor Company.

(b) As the Transferee Company is deposit accepting housing finance company registered with National Housing Bank, Transferee Company may be directed to file a copy of the scheme along with the copy of this Hon'ble Court's order with the National Housing Bank within 30 days.

(c) That the Deponent further submits that the tax issue if any arising out of this scheme shall be subject to final decision of Income Tax Authority and approval of the scheme by Hon'ble High Court may not deter the Income Tax Authority to scrutinize the tax returns filed by the petitioner company after giving effect to the amalgamation. The decision of the Income Tax Authority is binding on the petitioner company.

9. So far as the observation in paragraph 6 (a) of the Affidavit of Regional Director is concerned, the Learned Counsel for the Petitioner Company submits that the Transferor Company has filed a Company Application for dispensation of meeting of creditors in the Hon'ble High Court of Delhi At New Delhi, which is pending final hearing and the Transferor Company will file the Petition for sanctioning the scheme subsequently.
10. So far as the observation in paragraph 6 (b) of the Affidavit of Regional Director is concerned, the Learned Counsel for the Petitioner submits that the Petitioner Company undertakes to file a copy of the scheme along with a copy of the order duly certified by the Company Registrar with the National Housing Bank within 30 days from today.
11. So far as the observation in paragraph 6 (c) of the Affidavit of Regional Director is concerned, the Learned Counsel for the Petitioner Company submits that the Petitioner Company is bound to comply with all applicable provisions of Income Tax and all tax issues arising out of the Scheme will be met and answered in accordance with law.
12. The Learned Counsel for Regional Director on instructions of Mr. Chandanamuthu, Joint Director (Legal) in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai states that they are satisfied with undertakings given by the Petitioner Company as stated herein above. The said undertakings given by the Petitioner Company are accepted.

13. From the material on record, the Scheme appears to be fair and reasonable and is not violative of any provisions of law and is not contrary to public policy.
14. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition No. 267 of 2015 is made absolute in terms of the prayer made under clauses (A) and (B) of the Petition.
15. The Petitioner company is directed to file a copy of this order along with a copy of the Scheme of Amalgamation duly authenticated by the Company Registrar, High Court (O.S.), Bombay, with the concerned Registrar of Companies, electronically, along with E Form INC-28 in addition to physical copy as per the relevant provisions of the Companies Act, 1956/ 2013 whichever is applicable.
16. The Petitioner Company is directed to lodge a copy of this order and the Scheme, duly authenticated by the Company Registrar, High Court, (O.S.), Bombay with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any on the same within 60 days from the date of the Order.
17. The Petitioner Company to pay costs of Rs. 10,000/- to the Regional Director, Western Region, Mumbai. Costs to be paid within four weeks from the date of the Order.

18. Filing and issuance of the drawn up order is dispensed with.

19. All concerned regulatory authorities to act on a copy of this order along with Scheme duly authenticated by the Company Registrar, High Court (O.S.), Bombay.

(S.C. Gupte, J.)