

IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 822 OF 2014

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 729 OF 2014

IBOF Investment Management Private Limited ... Petitioner Company

In the matter of application under section 391 to 394 of the Companies Act, 1956 (1 of 1956);

And

In the matter of IBOF Investment Management Private Limited (formerly known as "Quadria Investment Management Private Limited") (CIN: U93090MH2009PTC191515); a company incorporated under the Companies Act, 1956 having its registered address at Office No. 602, Express Zone, Wing A, Off Western Express Highway, Malad East, Mumbai - 400097, Maharashtra, India

And

In the matter of Composite Scheme of Arrangement (Pursuant To The Sections 391 To 394 And Other Applicable Provisions Of The Companies Act, 1956) Between Quadria Capital Investment Advisors Private Limited ("Transferor Company" or "Demerged Company") AND Quadria Advisors Private Limited ("Resulting Company") AND IBOF Investment Management Private Limited (Formerly

known as “Quadria Investment Management Private Limited”) (“Transferee Company”) And Their Respective Shareholders And Creditors

Called for hearing

Mr. Nikhil Patil i/b Legasis Partners, Advocate for the Petitioner Company.

Mr. C.J. Joy i/b A.A. Ansari for Regional Director.

CORAM: S. J. Kathawalla, J.

DATE : 10th April, 2015

PC:

1. Heard learned counsel for the parties. No objector has come before the court to oppose the Composite Scheme of Arrangement and nor any party has controverted any averments made in the Company Scheme Petition.

2. The sanction of the Court is sought to an arrangement embodied in the a Composite Scheme of Arrangement between Quadria Capital Investment Advisors Private Limited, the Transferor Company or Demerged Company and Quadria Advisors Private Limited, the Resulting Company and IBOF Investment Management Private Limited (formerly known as Quadria Investment Management Private Limited), the Transferee Company, under Sections 391 to 394 of the Companies Act, 1956.

3. Learned Counsel for the Petitioner states that the Petitioner Company is in business of rendering consultancy services and portfolio management

services for clients and to act as counsel to funds investing in debt, equity, equity linked instruments or any instruments permitted by law.

4. The Learned Counsel for the Petitioner further states that the Composite Scheme of Arrangement will enable the Resulting Company to focus on the offshore investment advisory services and facilitate in scaling up its offshore investment advisory services with various other international funds and will assist in induction of a joint venture partner/ strategic investor/ financial investor and pursue inorganic and organic growth opportunities in such business and will provide an opportunity to better leverage the consolidated assets, capital base, build a stronger and sustainable business, and improve the potential for further growth & expansion of the business of Indian advisory business.

5. The Transferor Companies and Transferee Company have approved the said Composite Scheme of Arrangement by passing the Board Resolutions which is annexed to the Company Scheme Petition.

6. The Learned Counsel for the Petitioner further states that, Petitioner Company has complied with all the directions passed in Company Summons for Direction and that the Company Scheme Petition has been filed in consonance with the orders passed in the Company Summons for Direction.

7. The Learned Counsel appearing on behalf of the Petitioner has stated that the Transferee Company has complied with all requirements as per directions of this Court and it has filed necessary Affidavits of compliance in the Court. Moreover, Petitioner Company undertakes to comply with all statutory

requirements if any, as required under the Companies Act, 1956 / 2013 and rule made there under whichever is applicable. The said undertaking is accepted.

8. The Regional Director has filed an Affidavit on 1st April, 2015 stating therein, save and except as stated in paragraph 6, it appears that the Composite Scheme of Arrangement is not prejudicial to the interest of shareholders and public. In paragraph 6 of the said Affidavit, it is stated as under.

'6. That the Deponent further submits that :-

- a) 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.*
- b) That the Deponent further submits that, the Registered Office of the Transferor/Demerged Company and Resulting Company are situated in the State of National Capital Territory of Delhi. Hence the present scheme of arrangement between the Transferor/Demerged Company and Resulting Company will be subject to the condition of obtaining similar approval from the Hon'ble High Court of Delhi in respect of Transferor/ Demerged Company and Resulting Company.*

9. So far as the observation in paragraph 6(a) of the Affidavit of Regional Director is concerned, the Petitioner Company is bound to comply with all applicable provision of Income Tax Act, and all tax issues arising out of Composite Scheme of Arrangement will be met and answered in accordance with law.

10. So far as the observation in paragraph 6(b) of the Affidavit of Regional Director is concerned, the Transferor/Demerged Company i.e. Quadria Capital Investment Advisors Private Limited and Resulting Company i.e. Quadria

Advisors Private Limited have filed Company Petition no. 95 of 2015 in Company Application (Main) no. 131 of 2014 before The High Court of Delhi seeking sanction to present Composite Scheme of Arrangement which is pending before The High Court of Delhi for admission. The sanction of the Composite Scheme of Arrangement will be subject to the condition of obtaining similar approval from The High Court of Delhi in respect of Transferor/ Demerged Company and Resulting Company.

11. The Learned Counsel for Regional Director on instructions of Mr. M. Chandana Muthu, Joint Director Legal in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai states that they are satisfied with the undertaking given by the Advocate for the Petitioner Company. The undertakings given by the Advocate for the Petitioner Company are accepted.

12. 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.

13. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition are made absolute in terms of prayer clause (a) and (c) of the Petition, subject sanction of the Composite Scheme of Arrangement from The High Court of Delhi.

14. The Petitioner Company to file a copy of this order and the Composite Scheme of Arrangement 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.

15. Petitioner Company is directed to file a copy of this order along with a copy of Composite Scheme of Arrangement duly authenticated by the Company Registrar, High Court (O.S.), Bombay with the concerned Registrar of Companies, electronically, along with E-Form 21 / 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 to pay costs of Rs. 10,000/- each to the Regional Director, Western Region, Mumbai. Costs to be paid within four weeks from the date of the Order.

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

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

(S. J. Kathawalla, J.)