IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 886 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 821 OF 2015
Radius Billing and Support Services (India) Private Limited
.........Petitioner/ First Transferor Company
AND
COMPANY SCHEME PETITION NO 887 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 822 OF 2015
Radius Business Support Services (India) Private Limited
....Petitioner/Second Transferor Company
AND
COMPANY SCHEME PETITION NO 888 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 823 OF 2015
Radius GGE Management Services (India) Private Limited
......Petitioner/Third Transferor Company
AND
COMPANY SCHEME PETITION NO 889 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 824 OF 2015
Radius Outsourcing (India) Private Limited
.....Petitioner/Fourth Transferor Company
AND
COMPANY SCHEME PETITION NO 890 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 825 OF 2015
Radius Corporate Solutions (India) Private Limited
......Petitioner/Transferee Company

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 Radius Billing and Support Services (India) Private Limited, Radius Business Support Services (India) Private Limited, Radius GGE Management Services (India) Private Limited, Radius Outsourcing (India) Private Limited with Radius Corporate Solutions (India) Private Limited and their respective shareholders

Called for Hearing

Mr. Hemant Sethi i/b M/s Hemant Sethi & Co., Advocates for the Petitioner.

Mr. P.S Gujar, i/b Mr. A. A. Ansari for Regional Director.

Mr. Vinod Sharma, Official Liquidator Present .

CORAM: K.R. Shriram, J.

DATE: 26th February, 2016

1. Heard the learned counsel for the Petitioner Companies. 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 or any corresponding provisions of the Companies Act, 2013 to the Scheme of Amalgamation of Radius Billing and Support Services (India) Private Limited, Radius Business Support Services (India) Private Limited, Radius GGE Management Services (India) Private Limited, Radius Outsourcing (India) Private Limited with Radius Corporate Solutions (India) Private Limited and their respective shareholders.

3. The learned Counsel for Petitioners state that the first Transferor Company is presently engaged in the business of providing information technology enabled business process outsourcing services which inter alia includes accounting, human resource, payroll, legal, tax and advisory services, etc. The Second Transferor Company is presently engaged in the business of providing information technology enabled business process outsourcing services which inter alia includes accounting, human resource, payroll, legal, tax and advisory services. The third Transferor Company is presently engaged in the business of providing information technology enabled business process outsourcing services which inter alia includes accounting, human resource, payroll, legal, tax and advisory services. The Fourth Transferor Company is presently engaged in the business of providing Information Technology enabled Business Process Outsourcing Services which inter alia includes accounting, human resource, payroll, legal, tax and advisory services, etc. the Transferee Company is presently engaged in the business of providing information technology enabled business process outsourcing services which inter alia includes accounting, human resource, payroll, legal, tax and advisory services.

4. The Scheme of Amalgamation is proposed for the following benefits that shall accrue to the Group:, (a) Consolidation of businesses of the Group in India (b) Reduction in number of companies and regulatory compliances thereof (c)Ease of management (d) Reduction of operating and administrative costs; and (e) Streamlining the holding structure.

5. The Petitioner Companies approved the said Scheme by passing Board Resolution which are annexed to the respective Company Scheme Petition.

6. The learned Advocate for the Petitioner states that Petitioner Companies have complied with all directions passed in Company Summons for

Directions and that the Petition has been filed in consonance with the orders passed in the Company Summons for Directions.

7. The learned Advocate appearing on behalf of the Petitioner has stated that it has complied with all requirements as per directions of this Court and they have filed necessary affidavits of compliance in the Court. Moreover, the Petitioner Companies undertakes to comply with all statutory requirements if any, as required under the Companies Act, 1956 / the Companies Act, 2013 and the Rules made there under. The said undertakings given by the Petitioner Companies are accepted.

8. The Regional Director has filed an Affidavit on 24th February 2016 stating therein that save and except as stated in paragraph 6 (a) to (c) of the said Affidavit, it appears that the Scheme is not prejudicial to the interest of shareholders and public.

In paragraph 6(a) to 6(c), of the said affidavit it is stated that:

(a) With reference to clause 6.6 of the scheme, it is submitted that the surplus if any arising out of the scheme shall be credited to Capital Reserve Account and deficit if any arising shall be debited to Goodwill account of Transferee Company.

(b) The equity shares of all the Transferor Companies and Transferee Company are held by foreign body corporate as its shareholders. Hence for allotment of new shares by the Transferee Company to the shareholders of Transferor Companies, the Transferee Company may be directed to comply with FEMI/RBI regulations as applicable in this regard.

(c) 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 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 Income tax Authority is binding on the Petitioner Company.

9. In so far as observations made in paragraph 6(a) of the Affidavit of Regional Director is concerned, the Transferee Company through their Counsel undertakes that the surplus if any arising out of the scheme shall be credited to Capital Reserve Account and deficit if any arising shall be debited to Goodwill account of Transferee Company.

10. As far as observations made in paragraph 6(b) of the Affidavit of Regional Director is concerned, the Petitioners through their Counsel undertakes that for allotment of new shares to the shareholders of Transferor Companies, the Transferee Company will comply with FEMA/RBI regulations as applicable in this regard.

11. As far as the observations raised by the Regional Director in paragraph 6(c) of his Affidavit, the Petitioner Company through its Counsel submits that the Petitioner is bound to comply with all applicable provisions of Income Tax Act, and all tax issues arising out of Scheme will be met and answered in accordance with applicable income tax provisions.

12. The Counsel for the Regional Director on instructions of Mr. M Chandanamuthu, Joint Director in the office of Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai, states that they are satisfied with the submissions /undertaking given by the Petitioner Company. The said undertakings given by the Petitioner are accepted.

13. The Official Liquidator has filed his report on 9th February, 2016 in Company Scheme Petition Nos. 886 of 2015 to 889 of 2015 stating therein that the affairs of the Transferor Companies have been conducted in a proper manner and that the Transferor Companies may be ordered to be dissolved.

14. 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. None of the parties concerned has come forward to oppose the Scheme.

15. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition No. 886 to 890 of 2015 filed by the Petitioner Companies are made absolute in terms of prayer clauses (a) of the respective Petitions.

16. The Petitioner Company 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 receipt of the order.

17. Petitioner Company is directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form 21 / E-Form INC 28 in addition to physical copy as per the provisions of the Companies Act 1956 / 2013.

18. The Petitioners to pay cost of Rs.10,000/- each to the Regional Director, Western Region, Mumbai. Petitioners in Company Scheme Petition No. 886 to 889 of 2015 to pay cost of Rs 10,000/- each to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from today.

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

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

(K.R. Shriram, J.)

CERTIFICATE

I certify that this Order uploaded is a true and correct copy of original signed order.

Uploaded by: Shankar Gawde, Stenographer.