IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO 918 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 819 OF 2015

LAYSIN BPO PRIVATE LIMITED

………… Petitioner / the Transferor Company

AND

COMPANY SCHEME PETITION NO 919 OF 2015
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO 820 OF 2015

CLSA INDIA PRIVATE LIMITED

………… Petitioner / the Transferee Company

In the matter of the Companies Act, 1956 (1 of 1956) (or any re-enactment thereof upon effectiveness of Companies Act, 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Sections 100 to 103 of the Companies Act, 1956;

AND

In the matter of Scheme of Amalgamation of Laysin BPO Private Limited with CLSA India Private Limited and their respective shareholders

<u>Called for Hearing</u>

Mr. Hemant Sethi i/b Hemant Sethi & Co., Advocates for the Petitioners.

Mr. S. Ramakantha, Official Liquidator, present in the Company Scheme Petition No. 918 of 2015.

Nisha Valani i/b Mr. A. A. Ansari for Regional Director in both the Company Scheme Petitions.

CORAM: G. S. Patel, J.

DATE: 18TH March, 2016

1. Heard counsel for the parties. No objector has come before the court to oppose the Scheme and nor has any party contravened any averments made in the Petition.

2. The sanction of the Court is sought under Sections 391 to 394 of the Companies Act, 1956 read with Section 52 of the Companies Act, 2013 and Sections 100 to 103 of the Companies Act, 1956, to the Scheme of Amalgamation of Laysin BPO Private Limited with CLSA India Private Limited and their respective shareholders.

3. Learned advocate for the Petitioner Companies states that the Transferee Company is a stock broker, merchant banker and research analyst registered with the Securities and Exchange Board of India ('SEBI'). It is also a member of the National Stock Exchange of India Limited ('NSE') and the BSE Limited ('BSE') for Capital Market Segment, Equity Derivatives Segment and Currency Derivatives Segment. The Transferor Company, is engaged in the business of providing business support services to CLSA group companies. The Scheme of Amalgamation would have the following benefits - Consolidation of businesses; Maximization of synergies; Reduction in administrative cost; and operational and management efficiency.

4. Both the Petitioner Companies approved the said Scheme by passing Board Resolutions which are annexed to the respective Company Scheme Petitions.

5. The Learned Advocate for the Transferee / Petitioner Company in Company Scheme Petition No. 919 of 2015, states that the Scheme includes reduction of share capital and utilization of securities premium of the Transferee / Petitioner Company and the same shall be effected as an integral part of the Scheme and that the same does not involve either diminution of liability in respect of unpaid share capital and that it also does not involve any compromise or arrangement with any creditors of

the Transferee / Petitioner Company and the procedure prescribed under Section 101(2) of the Companies Act, 1956 was dispensed with as per order dated October 23, 2015, passed in Company Summons for Direction No. 820 of 2015. Pursuant to undertaking given by the Transferee / Petitioner Company, a copy of Special Resolution dated August 7, 2015, is annexed as Exhibit 'I' to the Petition.

6. The learned Advocate for the Petitioner Companies further states that, the Petitioner Companies have complied with all the directions passed in Company Summons for Direction and that the Company Scheme Petitions have been filed in consonance with the orders passed in respective Summons for Directions.

7. The learned counsel appearing on behalf of the Petitioner Companies has stated that the Petitioner Companies have 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 undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956 / 2013 and the Rules made there under. The said undertaking is accepted.

8. The Regional Director has filed an affidavit on February 4, 2016 stating therein that save and except as stated in para 6 it appears that the Scheme is not prejudicial to the interest of shareholders and public. In para 6 of the said Affidavit, it is stated as under:

> *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. In response to the aforesaid observation in paragraph 6 of the Affidavit of Regional Director, the learned counsel for the Petitioner Companies states that the Petitioner Companies are bound to comply with all

applicable provisions of the Income-tax Act, 1961 and all issues arising out of the Scheme will be met and answered in accordance with law.

10. The Counsel for the Regional Director on instructions of Mr. Chandanamuthu, Joint Director in the office of Regional Director stated that they are satisfied with the undertaking given by the Advocate on behalf of the Petitioner Companies in clause 10 above. The said undertakings given by the Petitioner Companies is accepted.

11. The Official Liquidator has filed his report dated 18 February, 2016 in the Company Scheme Petition No. 918 of 2015 stating therein that the affairs of the Transferor Company has been conducted in a proper manner and that the Transferor Company may be ordered to be dissolved by this Court.

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

13. Since all the requisite statutory compliances have been fulfilled, the Company Scheme Petition No. 918 of 2015 filed by the Transferor / Petitioner Company are made absolute in terms of prayer clause (a) and the Company Scheme Petition No. 919 of 2015 filed by the Transferee / Petitioner Company are made absolute in terms of prayer clauses (a) and (b).

14. The Petitioner Companies to lodge a copy of this order and the Scheme along with Form of Minutes, 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. The Petitioner Companies are directed to file a copy of this order and the Scheme along with Form of Minutes, duly authenticated by the Company Registrar, High Court (O.S.), Bombay with the concerned Registrar of Companies, electronically, along with I.N.C. – 28 in addition to physical copy as per the relevant provisions of the Act.

16. The Petitioner Companies in both the Company Scheme Petitions to pay costs of INR 10,000/- to the Regional Director, Western Region, Mumbai and the Transferor / Petitioner Company in Company Scheme Petition No. 918 of 2015 to pay cost of INR 10,000/- to the Official Liquidator, High Court, Bombay. 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 Scheme and the form of minutes duly authenticated by the Company Registrar, High Court (O. S.), Bombay.

(G. S. Patel, J)

CERTIFICATE

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

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