IN THE HIGH COURT OF JUDICATURE AT BOMBAY

ORDINARY ORIGINAL CIVIL JURISDICTION

COMPANY SCHEME PETITION NO. 63 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 944 OF 2015

Kevy Finance & Investments Private Limited

…Transferor Company No.1 /Petitioner Company

AND

COMPANY SCHEME PETITION NO. 64 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 907 OF 2015

Kaviniti Holdings Private Limited

…Transferor Company No.1/Petitioner Company

AND

COMPANY SCHEME PETITION NO. 65 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 908 OF 2015

Vikamani Investment Private Limited

…Transferor Company No.3 /Petitioner Company

AND

COMPANY SCHEME PETITION NO. 66 OF 2016

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 909 OF 2015

Gebbs Technologies Limited

…Transferee Company / Petitioner Company

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

AND

In the matter of Sections 391 to 394 of the

Companies Act, 1956 (or any corresponding provision of Companies act, 2013 as may be notified);

AND

In the matter of the Scheme of Amalgamation of Kevy Finance & Investments Private Limited (KFIPL) and Kaviniti Holdings Private Limited (KHPL) and Vikamani Investment Private Limited (VIPL) with Gebbs Technologies Limited (GTL) and their respective Shareholders and Creditors

Called for Hearing

Ms. Shruti Kelji a/w. Ms. Sunila Chavan and Ameya Lambhate, Advocates for the Petitioner

Mr. N. D. Sharma, i/b. Pankaj Kapoor for the Regional Director in both Company Scheme Petition.

Mr. Vinod Sharma, Official Liquidator present in Company Scheme Petition Nos.63 to 65 of 2016.

Coram : S. C. Gupte, J.

Date : 29th April, 2016

P.C:-

1. Heard Advocate for the parties. No objectors have come before the Court to oppose the Scheme nor any party has controverted any averments made in the Company Scheme Petition.

2. The sanction of the Court is sought under Sections 391 to 394 of the Companies Act, 1956 to a Scheme of Amalgamation of Kevy Finance & Investments Private Limited, KFIPL and Kaviniti Holdings Private Limited, KHPL and Vikamani Investment Private

Limited, VIPL with Gebbs Technologies Limited, GTL and their respective Shareholders and Creditors.

3. Learned Advocate for the Petitioner Companies states that the Transferor Company No.1, 2 and 3 is carrying on the business of services and trading and the Transferee Company is engaged in the business of software development and related services.

4. The proposed scheme of amalgamation of the Transferor Companies with Transferee Company will have the benefit that the consolidation of the business activities will lead to efficient utilizaiton of resources and reduce administrative time and cost of managing multiple entities and synergies of operations and greater efficiency in cash management of the amalgamated entity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund growth opportunities and benefit of operational synergies to the combined entity and it would result in greater leverage in operations, planning and process optimization and cost savings are expected to flow from more focused operational efforts, rationalization and standardisation of administrative expenses and due to the introduction of Companies Act, 2013 restricting flow of funds between group companies of closely held entities it becomes necessary to consolidate since the aforesaid transacting activities / entities are owned entirely by same groups of shareholders

5. The Petitioner Companies have approved the Scheme of Amalgamation by passing Board Resolutions which are annexed to their Company Scheme Petition.

6. The Learned Advocate for the Petitioners further state 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 Order passed in Company Summons for Directions.

7. The Learned Advocate appearing on behalf of the Petitioners have stated that the Petitioners have complied with all requirements as per directions of this Court and they have filed necessary affidavit of compliance in the Court. Moreover, the Petitioner Companies through its Advocate undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956/2013 and the Rules made thereunder. The said undertaking is accepted.

8. The Regional Director has filed an Affidavit on 22nd April, 2016 stating therein, save and except as stated in paragraph 6, it appears that the Scheme is not prejudicial to the interest of the shareholders and public. The aforesaid paragraph 6 reads as under:

"6. 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. As far as the observations made in paragraph 6 of the Affidavit of the Regional Director is concerned, the Petitioner Companies are bound to comply with all applicable provisions of the Income Tax

Act, and all tax issues arising out of scheme will be met and answered in accordance with law.

10. The Official Liquidator has filed his report on 22nd April, 2016 in Company Scheme Petition No. 63 of 2015 to Company Scheme Petition No. 65 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.

11. The Learned Counsel for the Regional Director on instructions of Mr. M. Chandanamuthu, Joint Director (Legal) in the office of the Regional Director states that they are satisfied with the undertakings given by the Petitioner Companies. The said undertakings given by the Petitioner Companies 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 No. 63 of 2016 to Company scheme Petition No. 65 of 2016 are made absolute in terms of prayer clause (a), (b) and (d) and Company Scheme Petition No.66 of 2016 is made absolute in terms of prayer clause (a) and (c).

14. The Petitioner Companies are 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.

15. The Petitioner Companies are further directed to file a copy of this order along with a copy of the Scheme 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 copies as per relevant provisions of the Companies Act, 1956/2013 whichever is applicable.

16. The Petitioner Companies to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai and Petitioner Companies in Company Scheme Petition No.63 of 2016 to 65 of 2016 to pay costs of Rs.10,000/- each 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 duly authenticated by the Company Registrar, High Court, (O.S.), Bombay.

(S. C. Gupte, J.)

CERTIFICATE

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

Uploaded by: Shankar Gawade, Stenographer