

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI
COMPANY SCHEME PETITION NO. 12A OF 2017
CONNECTED WITH
HC COMPANY SUMMONS FOR DIRECTION NO.939 OF 2016
MOVEFAST CORPORATE SERVICES PRIVATE LIMITED,
...Petitioner Company / Transferor Company No.1

AND
COMPANY SCHEME PETITION NO. 13 OF 2017
CONNECTED WITH
HC COMPANY SUMMONS FOR DIRECTION NO.940 OF 2016
SPLENDID CORPORATE SERVICES PRIVATE LIMITED,
...Petitioner Company / Transferor Company No.2

WITH
COMPANY SCHEME PETITION NO. 14 OF 2017
CONNECTED WITH
HC COMPANY SUMMONS FOR DIRECTION NO.941 OF 2016
GERAD (INDIA) PRIVATE LIMITED,
...Petitioner Company / Transferee Company

In the matter of the Companies Act, 1956
(1 of 1956) and to the extent applicable
provisions of the Companies Act, 2013
(18 of 2013);

AND

In the matter of Section 230 -232 of the
Companies Act, 2013;

AND

In the matter of Scheme of Amalgamation of
MOVEFAST CORPORATE SERVICES
PRIVATE LIMITED First Transferor
Company AND SPLENDID CORPORATE
SERVICES PRIVATE LIMITED Second
Transferor Company with GERAD (INDIA)
PRIVATE LIMITED The Transferee Company

Called for Hearing:-

Mr.Kedar Wagle, Advocate for the Petitioners in all three Petitions

Mr.S.Ramakantha, Joint Director in the office of Regional Director in all three Company Scheme Petitions.

Mr.Vinod Sharma Official Liquidator presents in Transferor Scheme Petition 12 and 13 of 2017.

CORAM: SHRI.B.S.V.PRAKASH KUMAR MEMBER (J)
SHRI.V.NALLASENAPATHY MEMBER (T)

Date :16th March, 2017.

MINUTES OF ORDER

1. Heard Learned Counsel for the Parties. None appears before the Tribunal to oppose the Scheme nor any party has contravened averment made in the Petition.
2. The Sanction of the Court is sought to a Scheme of Amalgamation under Sections 230 to 232 of the Companies Act, 2013 of MOVEFAST CORPORATE SERVICES PRIVATE LIMITED and SPLENDID CORPORATE SERVICES PRIVATE LIMITED with GERAD (INDIA) PRIVATE LIMITED.
3. The Learned Counsel for the Petitioners states that the Transferor Companies are presently engaged in the business of corporate consultancy services.
4. The Transferor Companies and the Transferee Company have approved the said Scheme of Amalgamation by passing the Board Resolutions which are annexed to the respective Company Scheme Petitions.

5. The Learned Counsel for the Petitioner Companies submits that the Petitioner Companies have complied with all the undertakings given and the directions passed in the respect of Company Summons for Directions and the Company Scheme Petitions which have been filed in consonance with the orders passed in respect of the High Court Company Summons for Directions Nos. 939 of 2016, 940 of 2016 and 941 of 2016.
6. The Learned Advocate appearing on behalf of the Petitioners states that the Petitioner Companies have complied with all requirements as per directions of the Hon'ble Bombay High Court and they have filed necessary affidavits of compliance in the Hon'ble Tribunal. 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 whichever is applicable. The said undertaking is accepted.
7. The Regional Director has filed his Affidavit dated 28th February 2017 inter alia stating therein that save and except as stated in paragraph IV (a) to (d) of the said Affidavit, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph IV (a) to (d) of the said Affidavit, the Regional Director has stated that:

“IV. The observations of the Regional directors on the proposed Scheme to be considered by the Hon'ble NCLT are as under:-

(a) In addition to compliance of AS-14 (IND AS-103) the Transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.,

(b) As per existing practice, the Petitioner Companies are required to serve Notice for scheme of Arrangements to the income Tax Department for their comments. It appears that the company vide letter dated 22nd December, 2016 has served a copy Company Petition No.3654 to 3656/2016 along with relevant orders etc., to IT

department. However, as on date there is no response for Income Tax Department.

(c) The tax implication if any arising out of the scheme is subject to final decision of Income Tax Authorities. The approval of the scheme by this Hon'ble Tribunal may not deter the Income Tax Authority to scrutinise the tax return filed by the transferee Company after giving effect to the scheme. The decision of the Income Tax Authority is binding on the petitioner company.

(d) As per scheme the Appointed Date means 1st October, 2016 or such other date as maybe approved/directed by the Hon'ble NCLT Mumbai. In this regards it is submitted in terms of provisions of Section 232 (6) of the Companies Act, 2013 it should be 1st October, 2016.

Save and except as stated in para IV (a) to (d) it appears that the Scheme is not prejudicial to the interest of shareholders and public”

8. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (a) of his Affidavit is concerned, the Transferee Company undertakes that in addition to compliance of AS-14 accounting treatment, the Transferee Company shall pass such accounting entries as may be necessary in connection with the Scheme to comply with any other accounting standards.
9. As far as the observation of the Regional Director, Western Region, Mumbai, as stated in paragraph IV (b) and (c) of his Affidavit is concerned, the Petitioner Companies submits that the Petitioners are bound to comply with all applicable provisions of the Income Tax Act and all tax issues arising out of the Scheme will be met and answered in accordance with law.
10. The Official Liquidator has filed his report on 6th March, 2017 in Company Scheme Petition No. 12 of 2017 and in Company Scheme Petition No. 13 of 2017 inter alia, stating therein that

the affairs of the Transferor Companies have been conducted in a proper manner.

11. From the materials on record, the scheme appears to be fair and reasonable and is not in violation of any provision of law and is not contrary to public policy.
12. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition Nos. 12 of 2017 and 13 of 2017 and 14 of 2017 are made absolute in terms of prayer clauses (a) to (b).
13. Petitioners are directed to lodge a copy of this order along with a copy of the Scheme of Amalgamation with the concerned Registrar of Companies, electronically, along with E-Form INC-28 in addition to physical copy, as per the relevant provision of the Companies Act 1956 / 2013, whichever is applicable.
14. The Petitioner Companies in all Petitions to pay costs of Rs.25,000/-, each to the Regional Director, Western Region, Mumbai and to the Official Liquidator, High Court Bombay. Costs to be paid within four weeks from the date of the order.
15. All concerned regulatory authorities to act on a copy of this Order along with the Scheme duly authenticated by the Company Registrar, National Company Law Tribunal, Mumbai.

Sd/-

B.S.V.Prakash Kumar, Member (Judicial)

Sd/-

V.Nallasenapathy, Member (Technical)