

04th January 2024

To,

Listing Department Listing I

BSE Limited

25th Floor, P. J. Towers,

Dalal Street,

Mumbai - 400 001.

Scrip Code: 505368

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex, Bandra East,

Mumbai – 400 051.

Scrip Code: SEMAC

Dear Sir / Madam,

Sub: Intimation of Merger of S.K.D.C. Consultants Limited (RTA) with Link Intime India Private Limited and consequent name change of RTA of the Company to "Link Intime India Private Limited"

In accordance with Regulation 30 and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, we wish to inform you that as per information received from M/s. S.K.D.C. Consultants Limited, Registrar and Share Transfer Agents of the Company, the Hon'ble National Company Law Tribunal, Mumbai Bench has approved the merger of M/s. S.K.D.C. Consultants Limited with its holding Company M/s. Link Intime India Private Limited. Consequent to the merger of M/s. S.K.D.C. Consultants Limited has now ceased to exist as a separate entity and hereafter the Registrar and Share Transfer Agents of the Company shall be "Link Intime India Private Limited".

The details of Registrar and Transfer Agents are mentioned below:

Link Intime India Private Limited

Coimbatore Branch Address:

Surya, 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam

Road, Coimbatore - 641028, Tamil Nadu.

Phone No: 0422 - 4958995 / 2539835 / 836

Website: www.linkintime.co.in

Email: coimbatore@linkintime.co.in

Semac Consultants Ltd. (formerly Known as Revathi Equipment Limited.) # 37, (Old No.19/25), "SURYALAYA" Shankar Mutt Road, Shankarapuram, Basavanagudi, Bengaluru - 560 004, Karnataka Tel: +91 80 40749074 E-mail: semac@semacconsultants.com

Corporate Identity Number L29120TZ1977PLC000780 ISO 9001 : 2015 Registered Office:
Semac Consultants Ltd.
Pollachi Road, Malumachampatti.
Coimbatore - 641 021.
Tel: + 91 422 2610851 Fax: + 91 442 6655199
Website: www.semacconsultants.com

Bengaluru • Gurugram • Navi Mumbai • Muscat



The Hon'ble National Company Law Tribunal, Mumbai Bench order dated 18th December 2023 as received by the Company is attached herewith for your reference.

You are requested to take the above information on record.

Thanking You,

Sincerely,

For Semac Consultants Limited
(Formerly known as Revathi Equipment Limited)

Aakriti Gupta

Company Secretary and Compliance Officer

Registered Office:
Semac Consultants Ltd.
Pollachi Road, Malumachampatti.
Coimbatore - 641 021.
Tel: + 91 422 2610851 Fax: + 91 442 6655199
Website: www.semacconsultants.com

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Corporate Identity Number

L29120TZ1977PLC000780

ISO 9001: 2015

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In the matter of Companies Act, 2013

AND

In the matter of Section 230 to 232 of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016

AND

In the matter of Scheme of Amalgamation and Arrangement between TSR Consultants Private Limited, Universal Capital Securities Private Limited And S K D C Consultants Limited With Link Intime India Private Limited

TSR CONSULTANTS PRIVATE LIMITED...

UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED...

S K D C CONSULTANTS LIMITED...

LINK INTIME INDIA PRIVATE LIMITED...

Transferor Company No. 1 / Petitioner

Transferor Company No. 2 / Petitioner

Transferor Company No. 3 / Petitioner

Transferee Company / Petitioner

Order Reserved on: 23.11.2023



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Order Pronounced on: 18.12.2023

CORAM

Hon'ble K. R. Saji Kumar, Member (Judicial) Hon'ble Madhu Sinha, Member (Technical)

APPEARANCES

For The Petitioners:

PCS Ninad Sahasrabuddhe

For The Regional Director:

Mr. Gaurav Jaiswal, Office Of Regional Director (WR), Mumbai

ORDER

Per: Madhu Sinha, Member (Technical)

- Heard Learned PCS for the Petitioner Companies. No objector has come before this Tribunal to oppose the Scheme and nor have the Petitioner Companies controverted any averments made in the Petition to the said Scheme.
- 2. The sanction of this Tribunal is sought under Section 232 of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 for the scheme of Amalgamation and Arrangement between TSR CONSULTANTS PRIVATE LIMITED ("Transferor Company No. 1"), UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED ("Transferor Company No. 2"), S K D C CONSULTANTS LIMITED ("Transferor Company No. 3") with LINK INTIME INDIA PRIVATE LIMITED ("Transferoe Company") and their respective shareholders.



- 3. Learned Authorised Representative for the Petitioner Companies further submits that the Scheme has been approved by the Board of Directors of the Petitioner Companies respectively vide board resolutions dated 10th November 2021. The Appointed Date for the scheme is 1st July 2022.
- 4. The present Company Scheme Petition has been filed in consonance with the order of this Tribunal dated 18th January 2023 in CA(CAA) 32 of 2022.
- 5. Learned Authorised Representative for the Petitioner Companies further submits that the Transferor Company No. 1, Transferor Company No. 2 and Transferor Company No. 3 are wholly owned subsidiaries of the Transferee Company, and the entire share capital of the Transferor Companies is owned and controlled by the Transferee Company.
- 6. Learned PCS for the Petitioner Companies further submits that the Petitioner Companies are engaged in a similar business which is primarily to carry the business of Registrars and Share Transfer agents.
- 7. Learned PCS for the Petitioner Companies further submits that the management of the Petitioner Companies believe that amalgamation of Transferor Companies with the Transferee Company shall result in:
 - i. Consolidation of the business interests of the Transferor Companies and the Transferee Company by creating an integrated company, thereby achieving synergies. The combined resources of all three companies will enhance operational and financial capabilities of the Transferee Company.
 - ii. Enhancement in shareholders' value by achieving economies of scale and reduction in overheads, administrative, managerial and other expenditure, operational and organizational rationalization efficiency

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by pooling of managerial, technical, distribution and marketing skills, productivity gains, logistic advantages and optimal utilization of various other resources.

- iii. Facilitating Transferee Company to achieve greater integration and greater financial strength and flexibility, to maximize overall shareholder value and improve the competitive position of the combined entity.
- iv. Strengthening, consolidating and stabilizing the business of these companies and facilitating further expansion and growth of their business. Streamlining ownership structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs and better management of business.
- 8. Upon Scheme being effective, the Transferee Company will not be required to issue and allot any shares to the shareholders of the Transferor Companies, since the Transferor Companies are wholly owned subsidiaries of the Transferee Company and the entire issued, subscribed, and paid-up share capital of the Transferor Companies is held by the Transferee Company.
- 9. The Regional Director (WR), Ministry of Corporate Affairs, Mumbai has filed its Report dated 1st August 2023 making certain observations. The observations made by the Regional Director (WR), Ministry of Corporate Affairs, Mumbai and the clarifications / undertakings given by the Petitioner Companies are summarised as below:



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| Sr. No. | Observations by the Regional | Reply / Clarifications / |
|---------|--------------------------------------|--------------------------------|
| | Director (WR) | Undertakings by the |
| | | Petitioner Companies |
| a) | In compliance of AS-14 (IND AS- | Petitioner Companies |
| | I03), the Petitioner Companies shall | undertake to comply and |
| | pass such accounting entries which | pass such accounting |
| | are necessary in connection with | entries which are necessary |
| | the scheme to comply with other | in connection with the |
| | applicable Accounting Standards | scheme to comply with |
| | such as AS-5 (IND AS-8) etc. | other applicable Accounting |
| | | Standards such as AS-5 |
| | | (IND AS-8) etc. |
| b) | As per Definition of the Scheme, | Petitioner Companies state |
| | "Appointed Date" for the purpose of | to have complied with the |
| | this Scheme means 1st July 2022 or | requirements as clarified |
| | such other date as the Hon National | vide circular no. F. No. |
| | Company Law Tribunal may direct; | 7/12/2019/CL-I dated |
| | And | 21.08.2019 issued by the |
| | | Ministry of Corporate |
| | "Effective Date" shall means the | Affairs as it has identified a |
| | date as more particularly defined in | specific date (1st July 2022) |
| | clause 21 hereinafter; | as its appointed date and |
| | | has also defined in detail |
| | In this regard, it is submitted that | the Effective Date in clause |
| | Section 232 (6) of the Companies | 21 of the Scheme. However, |
| | Act, 2013 states that the scheme | the Petitioner Companies |
| | under this section shall clearly | undertake to comply with |
| | indicate an appointed date from | the specific directions of the |
| | which if shall be effective and the | पर्नी विधे |

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scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers.

Hon. NCLT in this regard, if any.

The Petitioners may be asked to comply with the requirements as clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.

Petitioner Company have **c**} undertake to comply with section 232(3)(i) of Companies Act, 2013, where the transferor company is dissolved, the fee and stamp duly paid by the transferor company on its authorised capital shall be setoff against fees and stamp duty payable by the transferee company its authorised capital on subsequent to the amalgamation therefore, petitioners and undertake that the transferee company shall pay the difference of fees and stamp duty.

Petitioner Companies undertake to comply with section 232(3)(i) of 2013, Companies Act, where upon dissolution of the transferor companies, the fee and stamp duly paid by the transferor companies on its authorised capital will be set-off against fees and stamp duty payable by the transferee company on capital authorised its subsequent the to amalgamation and

| | | therefore, petitioner |
|-------------|--------------------------------------|-------------------------------|
| Ì | | , <u>-</u> |
| | | companies undertake that |
| ŀ | ì | the transferee company will |
| | | pay the difference of fees |
| | | and stamp duty, if any. |
| d) | The Hon'ble Tribunal may kindly | The Transferor Companies |
| | seek the undertaking that this | are the wholly owned |
| | Scheme is approved by the requisite | subsidiaries of the |
| | majority of members and creditors | Transferee Company. In |
| | as per Section 230(6) of the Act in | light of the consent given by |
| | meetings duly held in terms of | the Transferee Company to |
| | Section 230(1) read with 7 | the Transferor Companies, |
| | subsection (3) to (5) of Section 230 | the Hon. NCLT was pleased |
| | of the Act and the Minutes thereof | to dispense off the meeting |
| | are duly placed before the Tribunal. | of the shareholders of the |
| | | Transferor Companies. |
| | | v |
| | | There are two shareholders |
| | | in the Transferee Company |
| | | namely M/s. Link Market |
| | | Services Group Pty Limited |
| | | holding 99.88% and Link |
| | | Market Services Limited |
| | ŕ | holding 0.12% of the total |
| | | paid up share capital of the |
| | | Transferee Company. In |
| | | light of the consents given |
| | | |
| 1 | | by the shareholders of the |
| | रूपमी विधी आ | Transferee Company, the |

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Hon. NCLT was pleased to dispense off the meeting of the shareholders of the Transferee Company.

There were no Secured Creditors in the books of accounts of the Petitioner 31stCompanies on as October 2021. Further there were no unsecured creditors in the books of the Transferor Company No. 1 and Transferor Company No. 2 as on 31st October 2021. Therefore, question of consent of the unsecured creditors does not arise.

The Transferor Company No. 2 had 1 (one) unsecured creditor amounting to Rs. Transferee 7,577/and Company had 4 (four) creditors unsecured Rs. amounting to 15,04,867.74/- as on 31st October 2021. In view of



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| | | receipt of consent of 100% |
|------|------------------------------------------|--------------------------------|
| 1 | | of creditors in value, The |
| | | Hon. NCLT was pleased to |
| | | dispense off the meeting of |
| | | unsecured creditors of the |
| | | Transferor No. 2 and the |
| | , | Transferee Company. |
| | | |
| | | In light of the above, the |
| | | undertaking as required by |
| | | the Regional Director - |
| | | Western Region is not |
| | | required. |
| e) | The Petitioner Company states that | Transferee Company |
| | the Transferee Company shall be in | undertakes that it will duly |
| | compliance with provisions of | comply with provisions of |
| | Section 2(1B) of the Income Tax Act, | Section 2(1B) of the Income |
| | 1961. In this regards, the petitioner | Tax Act, 1961. In this |
| | company shall ensure compliance | regard, the petitioner |
| | of all the provisions of Income Tax | company undertakes to |
| | Act and Rules thereunder; | comply with all the |
| | | provisions of Income Tax |
| | | Act and Rules thereunder; |
| f) | The Hon'ble Tribunal may kindly | |
| | direct the Petitioner Companies to | undertake to file an affidavit |
| 1 | file an affidavit to the extent that the | to the Hon'ble Tribunal to |
| | Scheme enclosed to the Company | the extent that the Scheme |
| | Application and the Company | _ |
| | Petition are one and the same and | Application and the |

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| | there is no discrepancy, or no | Company Petition are one |
|------------|---------------------------------------|--------------------------------|
| | change is made. | and the same and there is |
| | | no discrepancy, or no |
| | | change is made. |
| g) | The Petitioner Companies shall | The Petitioner Companies |
| | undertake to comply with the | undertakes to comply with |
| | directions of the concerned sectorial | the directions of the |
| | Regulatory, if so required. | concerned sectorial |
| | | Regulatory, if so required. |
| h) | As Applicant Companies are | As per SEBI Circular no. |
| | primarily engaged in the business of | SEBI/HO/MIRSD/DOR/CI |
| | Registrars and Share Transfer | R/P/2021/46 dated March |
| | agents hence Hon'ble Tribunal may | 26, 2021, the transferee |
| | kindly direct the Petitioner | shall obtain fresh |
| | Companies to obtain NOC from | registration from SEBI in |
| | SEBI. | the same capacity before |
| | | the transfer of business if it |
| | | is not registered with SEBI |
| | | in the same capacity. |
| | | Further, in case of change |
| | | in control pursuant to both |
| | | regulatory process and |
| | | non-regulatory process, |
| | | prior approval and fresh |
| | | registration shall be |
| | | obtained. However, |
| | | Transferor Company No. |
| | | 01, 02, 03 and Transferee |
| | क्रायनी विधी आहे | company are engaged in the |

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same business of Registrars and Share Transfer agents. Hence, the said circular would not be applicable in of the Petitioner case Companies. Also, Petitioner companies have communicated to SEBI vide 30^{th} their letters dated 2023 and January, Transferee Company vide email dated February 10, 2023 for representation to to Hon'ble made Tribunal within the stated period of thirty days from the date of communication SEBI if and no representation is received SEBI within the from prescribed time, it will be presumed that SEBI does not have any representation on the said matter of Scheme of Amalgamation and Arrangement.

The Petitioner Companies further state that it has not



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| | | | | | received any |
|----------|------------------------------------|---------------|---------|---------------------------|------------------------------|
| | | | | | communication from the |
| | | | | | SEBI in regards to the |
| | | | | | present Scheme. |
| , | | | | | |
| | | | | | In light of the above, the |
| | | | | | requirement of NOC from |
| | | | | | SEBI is not required. |
| i) | The Hon'bl | e Tribunal | may | kindly | The Petitioner Companies |
| | direct the | Petitioner | Com | panies | undertake to comply with |
| | shall under | take to cor | nply wi | th the | the directions of Income tax |
| | directions o | f Income ta | x depar | tment | department & GST |
| | & GST Auth | nority, if an | ıy | | Authority, if any. |
| j) | It is observe | ed from late | est MG | Γ-7 for | The provisions u/s. 90 of |
| | the year en | ding 31,03 | .2022 f | iled by | the Companies Act, 2013 |
| | the Transferee Company that | | | r.w. with respect to | |
| | Transferee company has following | | | Companies (Significant | |
| | corporate body shareholders having | | | Beneficial Owners) Rules, | |
| | more than 10% shareholding, but | | | | 2018, are not applicable to |
| | form Ben-2 has not been filed:- | | | | Transferee company as |
| | | | | | there is no ultimate |
| | Name of | Name of | Perc | Sta | individual beneficial owner. |
| | the | the | enta | tus | |
| | Compan | shareho | ge of | of | In case of receipt of notice |
| | y | lder | shar | Ben | from Registrar of |
| | | | ehol | -2 | Companies for non-filing of |
| | | | ding | | form BEN-2, the Transferee |
| | | | · | - A A | Company undertakes to |

| | UNIVER | LINK | 99.9 | Not | reply | to | such | notice |
|------|-----------|---------|------|------|---------|-------|------|--------|
| | SAL | INTIME | 9% | file | suitab | ly. | | |
| | CAPITAL | INDIA | | d | 1 | | | |
| | SECURI | PRIVATE | | | | | | |
| , [] | TIES | LIMITED | | | | | | 1 |
| | PRIVATE | | | ! | | | | |
| | LIMITED | | | | | | | |
| | (Transfer | | | | | | | |
| | or | | | | | | | |
| | Compan | | | | | | | |
| | y No. 2) | | | | | | | |
| | SKDC | LINK | 99.9 | Not | | | | |
| | CONSUL | INTIME | 9% | file | | | | ŀ |
| | TANTS | INDIA | | d | | | | |
| | LIMITED | PRIVATE | | | | | | |
| | (Transfer | LIMITED | | | | | | |
| | or | | | | | | | |
| | Compan | | | | | | | |
| | y No. 3) | | | | | | | |
| | LINK | LINK | 99.8 | Not | | | | |
| | INTIME | MARKET | 3% | file | | | | |
| | INDIA | SERVIC | | d | | | | |
| | PRIVATE | ES | | | | | | |
| | LIMITED | GROUP | | | | | | |
| | (Transfer | PTY | | | | | | |
| | ee | LIMITED | | | | | | |
| | Compan | | | | | | | |
| | y) | | | | 3 6 | | | |
| | | | | | COMPANY | 14 37 | | · |

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| | Therefore, Transferee company may | |
|--------|--------------------------------------------|-----------------------------|
| | be directed to clarify and comply | |
| | with the same as required u/s. 90 | |
| | of the Companies Act, 2013 r.w. | |
| | companies (Significant Beneficial | |
| | Owners) Rules, 2018. | |
| k) | That on examination of the report of | With respect to sub point |
| | the Registrar of Companies, | (ii), that many Complaints |
| | Mumbai dated 03.05.2023 | are pending against |
| | (Annexed as Annexure A-1) that the | Transferor Company 01, 02 |
| | Petitioner Companies fall within the | and Transferee Company, |
| | jurisdiction of ROC, Mumbai. | kindly note that these |
| | Further, the petitioner companies | complaints are routine |
| | have filed Financial Statements up | investor related complaints |
| • | to 31.03.2022, further observations | in the ordinary course of |
| • | in ROC report are as under:- | business being in the |
| | i) That the ROC Mumbai in his | business of Registrars and |
| | report dated 03.05.2023 has | Share Transfer Agents. |
| | stated that no Inquiry, | |
| | inspection. investigation & | |
| l I | prosecution is pending against | |
| | the subject applicant companies. | |
| | ii) Many Complaints are pending | |
| | against Transferor Company 01, | |
| | 02 and Transferee Company. | |
| | (Copy enclosed as Annexure A- | } |
| | 2). | |
| | iii) Two (02) open charges there on | |
| | the Transferee Company. | गर्नी विधी |
| | | Why was the said |

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- iv)Transferor Company No. 03 not filed e-Form MGT-14,
- v) Applicant Companies are primarily engaged in the business of Registrars and Share Transfer agents hence NOC from SEBI to be obtained.
- vi) As per the provisions of Section 230(3) (i) of the Companies Act, transferor 2013, where the company is dissolved, the fee, if the transferor any, paid by authorized on its company capital shall lie set-off against payable by the any fees Transferee company on its authorized capital subsequent to the amalgamation. Therefore, remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, must be paid by the transferee company on the capital increased authorized the subsequent to amalgamation.
- vii) Interest of the creditors should be protected.
- viii) May be decided on its merits.

With respect to sub point (iii) about Two (02) open charges the there on Transferee Company, charges were created by the Hongkong and Shanghai Banking Corporation Limited on 29.06.2022 and by Kotak Mahindra Bank Limited on 15.03.2018 for the business needs and are open as on date.

With respect to sub-point (iv), Transferor Company No. 03 has filed e-Form MGT-14 for approving financial statement for the financial year ended on 31st March, 2022 vide SRN F27732338 on 06.10.2022.

With respect to sub-point (v), as per SEBI Circular no. SEBI/HO/MIRSD/DOR/CI R/P/2021/46 dated March



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2021, the transferee 26, obtain fresh shall registration from SEBI in the same capacity before the transfer of business if it is not registered with SEBI capacity. in the same Further, in case of change in control pursuant to both regulatory process and non-regulatory process, prior approval and fresh shall registration obtained. However, Transferor Company No. 01, 02, 03 and Transferee company are engaged in the same business of Registrars and Share Transfer agents. Hence, the said circular would not be applicable in of case the Petitioner Companies. Also, Petitioner companies have communicated to SEBI vide letters dated 30th January, Transferee 2023 and Company vide email dated February 10, 2023 for

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representation to be made to Hon'ble Tribunal within the stated period of thirty days from the date of communication to SEBI and if no representation received from SEBI within the prescribed time limit, it will be presumed that SEBI does not have any representation on the said ofScheme of matter Amalgamation and Arrangement.

The Petitioner Companies further state that it has not received any communication from the SEBI in regards to the present Scheme.

With respect to sub-point (vi), we undertake that remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, will be paid by the

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| transferee company on the |
|-------------------------------|
| increased authorized |
| capital subsequent to the |
| amalgamation. |
| |
| With respect to sub-point |
| (vii), we undertake that |
| interest of the creditors, if |
| any, will be protected. |

- 10. Learned Authorised Representative for the Petitioner Companies further submits that the Petitioner Companies have submitted an affidavit containing shareholding structure of the Link Group, and the list of top 10 shareholders of M/s. Link Administration Holding Limited, substantiating non applicability of Form BEN 2 to the Petitioner Companies, with an advance copy served on the office of Regional Director Western Region.
- 11. Mr. Gaurav Jaiswal from the office of Regional Director (WR), Ministry of Corporate Affairs, Mumbai appeared on the date of hearing through VC and submits that the above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objections to the Scheme.
- 12. The Official Liquidator, Ministry of Corporate Affairs, Mumbai has filed its report on 31st July 2023 in CP (CAA) NO. 170 OF 2023 in connection with CA (CAA) 32 of 2022, inter-alia stating therein that the affairs of the Transferor Companies have been conducted in a proper manner and not prejudicial to the interest of the shareholders of the Transferor Companies and that the Transferor Companies may be the dissolved by this

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Tribunal. The Official Liquidator has made a following one remark in its Report and the Reply of the Petitioner Companies is as below:

| Sr. No. | Remark by the Official | Reply of the Petitioner |
|---------|-------------------------------------|--------------------------------|
| | Liquidator | Companies |
| 1 | With reference to clause No. | Petitioner Companies |
| | 15(a) of the scheme it is stated | undertake to comply with |
| | that such clauses overrides the | section 232(3)(i) of |
| | provision of Companies Act, | Companies Act, 2013, |
| | 2013 namely Section 232(3)(i) | where upon dissolution of |
| | which inter-alia provides that, 'if | the transferor companies, |
| | a company is dissolved the fee | the fee and stamp duly paid |
| | paid by such company on its | by the transferor companies |
| | Authorised Capital shall be set | on its authorised capital will |
| | off against any fees payable by | be set-off against fees and |
| | the transferee company on its | stamp duty payable by the |
| | Authorised Capital. Accordingly, | transferee company on its |
| | clause No. 15(a) may be | authorised capital |
| | modified. | subsequent to the |
| | | amalgamation and |
| | | therefore, petitioner |
| | | companies undertake that |
| | | the transferee company will |
| | | pay the difference of fees |
| | | and stamp duty, if any. |



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- 13. The Petitioner Companies have duly filed an Affidavit verifying the service of notices as mentioned in the order of the Hon'ble NCLT, Mumbai Bench dated 18th January 2023 on 16th February 2023.
- 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 considering that no objection has been received from any authority or creditors or members or any other stakeholders.
- 15. Since all the requisite statutory compliances have been fulfilled, C.P.(CAA)/170 (MB)/2023 is made absolute in terms of prayer in the Company Scheme Petition.
- 16. The Transferor Companies will be dissolved, without winding-up.
- 17. The Petitioner Companies are directed to file a certified copy of this Order along with a copy of the Scheme of Amalgamation and Arrangement with the concerned Registrar of Company, electronically in e-Form INC-28 within 30 days or an extended timeline with payment of additional fees, as may be applicable, from the date of receipt of the Order duly certified by the designated Registrar of this Tribunal. The Scheme will become effective on filing of the copy of this order with the concerned Registrar of Companies.
- 18. The Petitioner Companies shall lodge a copy of this Order along with the Scheme duly certified by the designated Registrar of this Tribunal, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, within a period of 60 working days from the date of the receipt of the certified copy of the Order from the Registry of this Tribunal.

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- All concerned regulatory authorities to act on a copy of this Order along 19. with Scheme duly certified by the designated Registrar of this Tribunal.
- Ordered accordingly. 20.

SD/-

Madhu Sinha

Member (Technical)

SD/-

K.R. Saji Kumar

Member (Judicial)



Certified True Copy Copy Issued "free of cost"
On 22/12/2023

National Company Law Tribunal Mumbai Bench
(D.19504) 19/12/73