

SCRUTINIZER'S REPORT

7/oct/2014
640

Exhibit - C

To
Mr. Amit Sheth
Chairman appointed by Hon'ble High Court of Judicature
At Bombay for the Meeting of Equity Shareholders of
AURIONPRO SOLUTIONS LIMITED
35th Floor, Sunshine Tower,
Tulsi Pipe Road,
Dadar (West),
Mumbai- 400013

Sir,

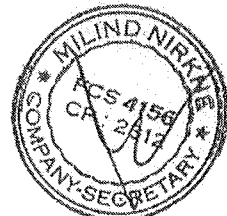
We submit a report on the result of the poll conducted as per the provisions of the Companies Act, 1956 at the Court convened meeting of the Equity Shareholders of the Company held at 35th Floor, Sunshine Tower, Tulsi Pipe Road, Dadar (West), Mumbai- 400013 on Wednesday the 1st day October, 2014 at 11.00 a.m.

1. Voted in favour and against the Resolution No.1 for Scheme of Amalgamation of, INTELLVISIONS SOFTWARE LIMITED the Transferor Company, with AURIONPRO SOLUTIONS LIMITED, the Transferee Company.

| Particulars | Number shareholders who cast their votes | Representing No. of equity shares of Rs. 10/- each |
|---|--|--|
| Total number of Poll deposited by all equity shareholders | 41 | 6624905 |
| Total No of Shareholders present and voting | 41 | 6624905 |
| In person | 29 | 2112299 |

For Aurionpro Solutions Ltd.


Company Secretary
ACS 18300





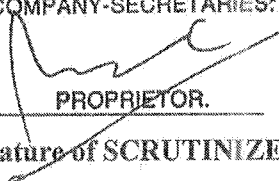
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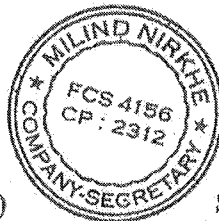
| | | |
|--|--------|---------|
| proxy holders | 12 | 4512606 |
| authorized representatives | - | - |
| Less: No. of Polls found to be invalid | 10 | 48999 |
| Total No of Valid Polls | 31 | 6575906 |
| Total No of votes FOR the Scheme | 29 | 6575900 |
| Total No of votes Invalid | 10 | 48999 |
| Total No of votes AGAINST the Scheme | 2 | 6 |
| % of votes in favour of the Scheme | 93.55% | 99.99% |


2. Details of Equity Shareholders who voted "For" the Scheme, "Against" the Scheme and those whose votes were "Invalid" are specified in Exhibit D, E and F, respectively, attached to our report.

Based on the foregoing the Resolution was approved by the Equity Shareholders present at the Meeting and voting in person or through authorized representative or by proxy, Details of voting are enclosed herewith.

FOR MILIND NIRKHE & ASSOCIATES
COMPANY-SECRETARIES:


PROPRIETOR.
Signature of SCRUTINIZER (1)




Signature of SCRUTINIZER (2)

Mr. Milind Nirkhe
()

Mr. Vipul Parmar
()

Date: Wednesday, 1st day of October, 2014

Place: Mumbai

Encl: As stated above

For Aurionpro Solutions Ltd.


Company Secretary
ACS 18300

7/10/2019

AURIONPRO SOLUTIONS LIMITED

Break up of List of shareholders who voted "FOR" the scheme in the meeting

Exhibit - D

| Sr. No. | Name of Equity Shareholders | DP ID / CLIENT ID | Number of shares held | Resolution for approval of Scheme of Amalgamation For | Remarks |
|---------|---|---|-----------------------|--|---------|
| 1 | Mehul Raval | IN301549/31286004 | 400 | √ | Ok |
| 2 | Sandesh Chonkar | IN301549/19592858 | 2104 | √ | Ok |
| 3 | Nitin Patel | 20123556 | 8250 | √ | Ok |
| 4 | Deepa Nair | IN301549/31561018 | 1 | √ | Ok |
| 5 | Devdas Dasari | IN301549/15418526 | 3501 | √ | Ok |
| 6 | Vipul Parmar | IN302269/10417948 | 2000 | √ | Ok |
| 7 | Nilesh Uttamchand Shah | IN300513/10031164 | 1 | √ | Ok |
| 8 | Manohar Manglani | IN300757/11473744 | 2 | √ | Ok |
| 9 | Paresh Parmar | IN300214/12472496 | 2345 | √ | Ok |
| 10 | Amit Sheth | IN301854/10074060 & IN301854/10000510 | 1166804 | √ | Ok |
| 11 | Amarjeet Tiwari | IN301151/20144500 | 101 | √ | Ok |
| 12 | Mahendra Mehta | IN301151/13523867 | 277838 | √ | Ok |
| 13 | Sanjay Desai | IN300484/10766394 & 120579/0000006026 | 597631 | √ | Ok |
| 14 | Neelam Tiwari | 130414/0001120940 | 142 | √ | Ok |
| 15 | Mehul Chatrola | 120126/0000153123 | 1680 | √ | Ok |
| 16 | Kalacherry Prince Joseph | 120360/0000455875 | 3 | √ | Ok |
| 17 | Sanjay Parchani | IN302269/10763100 | 491 | √ | Ok |
| 18 | Paresh Zaveri** | IN300484/12514497 & IN300484/12803748 | 2704301 | √ | Ok |
| 19 | Gopani Securities & Investments Pvt Ltd** | IN300095/11251102 & IN300484/12358440 | 98444 | √ | Ok |



15

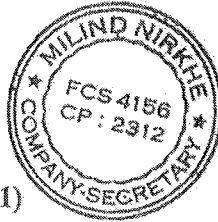
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| | | | | | |
|----|--|---|----------------|---|----|
| 20 | Ashish Gopani** | IN300095/12358440 & IN300095/10002608 | 105200 | √ | Ok |
| 21 | Elesh Gopani** | IN300095/10698909 & IN300095/10002585 | 156000 | √ | Ok |
| 22 | AE securities & Investments Pvt Ltd** | IN300095/10698925 | 80000 | √ | Ok |
| 23 | Pramarica Midcap OPPORT Fund** | 10070928 | 80497 | √ | Ok |
| 24 | Nilima Gopani** | IN300095/10002593 | 55000 | √ | Ok |
| 25 | Kusum Paleja** | IN300095/10252017 | 80364 | √ | Ok |
| 26 | Naishadh Paleja** | IN3000888/13346012 | 580000 | √ | Ok |
| 27 | Nita Kothary** | 1301490000010025 | 115800 | √ | Ok |
| 28 | Rupal Mehta** | IN302679/31052959 | 200000 | √ | Ok |
| 29 | Kavita Zaveri** | IN300484/12862199 | 257000 | √ | Ok |
| | TOTAL | | 6575900 | | |

* Voted through Authorised Representative

** Voted through proxy
FOR MILIND NIRKHE & ASSOCIATES
COMPANY-SECRETARIES.


PROPRIETOR
Signature of SCRUTINIZER (1)



Mr. Milind Nirkhe
()


Signature of SCRUTINIZER (2)

Mr. Vipul Parmar
()

For Aurionpro Solutions Ltd.


Company Secretary
ACS 18300

(64)
AS
7/10/2014

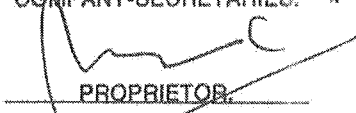
AURIONPRO SOLUTIONS LIMITED

Exhibit – E

List of Equity Shareholders who voted "AGAINST" the Resolution No.1 i.e for Scheme
of Amalgamation

| Sr.No. | Name of Equity Shareholders | Client ID/ Ledger Folio | No. of shares | No. of Votes |
|--------|------------------------------|-------------------------|---------------|--------------|
| 1 | Bhalchandra Hiroji Sakharkar | IN300239/13306743 | 5 | 5 |
| 2 | Hariram Chaudhary | IN301549/16644731 | 1 | 1 |
| | Total | | 6 | 6 |

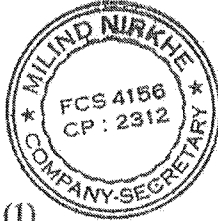
FOR MILIND NIRKHE & ASSOCIATES
COMPANY-SECRETARIES. *


PROPRIETOR

Signature of SCRUTINIZER (1)

Mr. Milind Nirkhe

(_____)





Signature of SCRUTINIZER (2)

Mr. Vipul Parmar

(_____)

For Aurionpro Solutions Ltd.


Company Secretary
ACS 18300

AURIONPRO SOLUTIONS LIMITED

Exhibit – F

List of Equity Shareholders whose vote were “INVALID” for the Resolution No.1 i.e
for Scheme of Amalgamation

| Sr.No. | Name of Equity Shareholders | Client ID/ Ledger Folio | No. of shares | No. of Votes |
|--------|-----------------------------|-------------------------|---------------|--------------|
| 1 | Chandan Sidhwani | IN300829/11056130 | 48992 | 48992 |
| 2 | Yusuf Yunus Rangwala | 110010000232396 | 5 | 5 |
| 3 | Kishanlal Mahajan | IN302679/33212289 | 0 | 0 |
| 4 | Vinay Bhide | IN300757/10179670 | 2 | 2 |
| 5 | Jehangir Batiwala | IN300351/10109668 | 0 | 0 |
| 6 | Sultana Kasam | IN300513/21583607 | 0 | 0 |
| 7 | Shakuntala Mahajan | IN302679/33212254 | 0 | 0 |
| 8 | Rohinton Batiwala | IN300351/10067222 | 0 | 0 |
| 9 | Nimesh Shah | 1202470000452263 | 0 | 0 |
| 10 | Maru Noronha | IN300214/14471826 | 0 | 0 |
| | Total | | 48999 | 48999 |

FOR MILIND NIRKHE & ASSOCIATES
COMPANY-SECRETARIES.

PROPRIETOR.

Signature of SCRUTINIZER (1)

Mr. Milind Nirkhe



Signature of SCRUTINIZER (2)

Mr. Vipul Parmar

For Aurionpro Solutions Ltd.

Company Secretary
ACS 18300

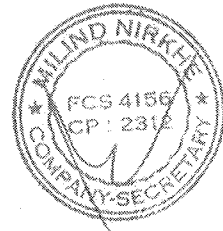
Scrutinizer's Report-Combined

To,

Aurionpro Solutions Limited,
35th floor, Sunshine Tower,
Tulsi Pipe Road, Dadar – (West)
Mumbai – 400 013.

Dear Sir,

1. I, Milind Nirkhe, a Company Secretary in practice have been appointed as a scrutinizer by the Board of directors of Aurionpro Solutions Limited (the Company) for the purpose of scrutinizing the e-voting process under the provisions of Section 108 & Section 110 of the companies Act, 2013 (the 2013 Act) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (Rules) and Clause 35B of the Listing Agreement.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and Postal Ballot on the resolutions contained in the Notice of the Postal Ballot & E-voting of the Company. My responsibility as a scrutinizer for the votes cast "in favour" or "against" or "invalid", the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and Postal Ballot Forms as received by the Registrar & Transfer Agent of the Company.
3. I have issued Scrutinizer's Report dated 30th September, 2014 **on the e-voting and on the Postal Ballot** on the resolution contained in the notice of the Postal Ballot & E-voting. As required by management submit herewith my combined report on the results of e-voting together with that of the Postal Ballot as under:



1

MILIND NIRKHE
15, B, LAXMI RATAN CHS LTD, PLOT NO 229, OPP. KARNATAKA SANGHA HALL,
MOGAL LANE, MAHIM, MUMBAI-400016.

For Aurionpro Solutions Ltd.

Milind Nirkhe
Company Secretary
ACS 18300

Combined Results (E-voting & Postal Ballot):

| Item no. of Notice | Votes in favour of the resolution | | Votes against the resolution | | Invalid Votes Nos. |
|-------------------------|-----------------------------------|--|------------------------------|--|-----------------------|
| | Nos. | % of total number of valid votes cast (Favour and Against) | Nos. | % of total number of valid votes cast (Favour and Against) | |
| Item No.1 Of the Notice | 4342703 | 23.84% | 752 | 0.0041% | 2 |

E-voting Results:

(i) Voted in favour of the resolution.

| Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 39 | 837816 | 4.60% |

(ii) Voted against the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 2 | 670 | 0.0037% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| NIL | NA |



MILIND NIRKHE
15, B, LAXMI RATAN CHS LTD, PLOT NO 229, OPP. KARNATAKA SANGHA HALL,
MOGAL LANE, MAHIM, MUMBAI-400016.

2

For Aurionpro Solutions Ltd.

Milind Nirkhe
Company Secretary
ACS 18300

Postal Ballot (Physical) Voting Results:

(i) Voted in favour of the resolution.

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 74 | 3504887 | 19.24% |

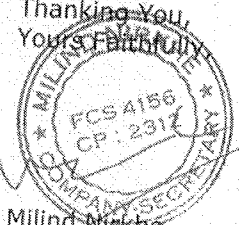
(ii) Voted against the resolution:

| Number of members Voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 2 | 82 | 0.0005% |

(iii) Invalid Votes:

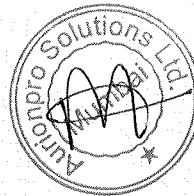
| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|---|------------------------------------|
| 2 | 205 |

Thanking You
Yours Faithfully


Milind Nirkhe
Practicing Company Secretary
FCS No: 4156
CP No: 2312
Place: Mumbai
Date: 30.09.2014

For Aurionpro Solutions Ltd.


Company Secretary
ACS 18300



MILIND NIRKHE
15, B, LAXMI RATAN CHS LTD, PLOT NO 229, OPP. KARNATAKA SANGHA HALL,
MOGAL LANE, MAHIM, MUMBAI-400016.

3

For Aurionpro Solutions Ltd.

Company Secretary
ACS 18300



CIN: L99999MH1997PLC111637

Date: June 27, 2014.

To,
The Compliance Department,
NSE Ltd
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (East),
Mumbai - 400 001.

Kind attn: Ms. Nidhi Tanna

Ref: Aurionpro Solutions Limited, NSE Symbol: AURIONPRO.

Sub: Draft Scheme of Amalgamation of Intellvisions Software Limited with Aurionpro Solutions Limited.

Dear Madam,

This is in continuation to your Observation letter Reference No. NSE/LIST/241633-C dated June 13, 2014 on the Draft Scheme of Amalgamation of Intellvisions Software Limited with Aurionpro Solutions Limited wherein it is required for the company to duly comply with various provisions of the Circular. Accordingly, the company is modifying clause 19.3 of the Draft Scheme of Amalgamation in light of point 5.16 of SEBI circular CIR/CFD/DIL/8/2013 dated May 21, 2013 as follows:

| Clause 19.3 of the Draft Scheme of Amalgamation. | Amended Clause 19.3 of the Draft Scheme of Amalgamation |
|---|--|
| The Transferor Company obtained Shareholder's approval through Special Resolution passed through postal Ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and further the Special Resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal amount to at least two times the number of votes cast by public shareholders against it. | The Transferor Company obtained Shareholder's approval through Special Resolution passed through postal Ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and further the Special Resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal are more than the number of votes cast by public shareholders against it. |

We are also enclosing herewith the Draft Scheme of Amalgamation duly incorporating the changes above for your ready reference and for uploading on your website. Further, we request you to inform SEBI for the same.

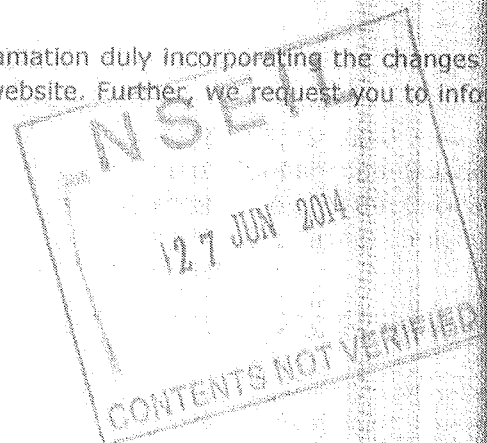
Thanking You,

For Aurionpro Solutions Limited

Mehul
Mehul Raval
Company Secretary

For Aurionpro Solutions Ltd.

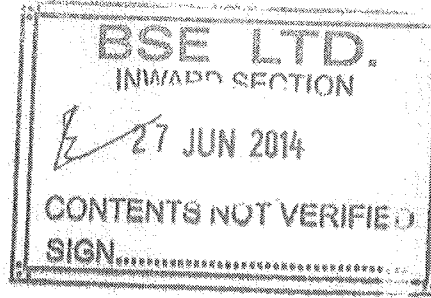
Mehul
Company Secretary
ACS 18300



GIN: 1999SMH1997PLC111637
aurionpro

Date: June 27, 2014.

To,
Listing Department,
BSE Ltd,
P.J Towers, Dalal Street,
Mumbai- 400 001.



Kind attn: Ms. Bhuvana Sriram

Ref: Aurionpro Solutions Limited, BSE Scrip Code: 532668.

Sub: Draft Scheme of Amalgamation of Intelvisions Software Limited with Aurionpro Solutions Limited.

Dear Madam,

This is in continuation to your Observation letter Reference No. DCS/AMAL/JS/24(f)/094/2014-L dated June 19, 2014 on the Draft Scheme of Amalgamation of Intelvisions Software Limited with Aurionpro Solutions Limited wherein it is required for the company to duly comply with various provisions of the Circulars. Accordingly, the company is modifying clause 19.3 of the Draft Scheme of Amalgamation in light of point 5.16 of SEBI circular CIR/CFD/DIL/8/2013 dated May 21, 2013 as follows:

| Clause 19.3 of the Draft Scheme of Amalgamation. | Amended Clause 19.3 of the Draft Scheme of Amalgamation |
|---|--|
| The Transferor Company obtained Shareholder's approval through Special Resolution passed through postal Ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and further the Special Resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal amount to at least two times the number of votes cast by public shareholders against it. | The Transferor Company obtained Shareholder's approval through Special Resolution passed through postal Ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution and further the Special Resolution shall be acted upon only if the votes cast by public shareholders in favor of the proposal are more than the number of votes cast by public shareholders against it. |

We are also enclosing herewith the Draft Scheme of Amalgamation duly incorporating the changes as above for your ready reference and for uploading on your website. Further, we request you to inform SEBI for the same.

Thanking You,

For Aurionpro Solutions Limited

Mehul
Mehul Rayal
Company Secretary

Enclosed: Draft Scheme of Amalgamation

For Aurionpro Solutions Ltd.

Mehul
Company Secretary
ACS 18300

Date: 6th February, 2015

ANNEXURE III

Complaints Report
Period: 30th January, 2015 to 6th February, 2015.

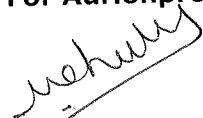
Part A

| Sr. No. | Particulars | Number |
|---------|--|--------|
| 1. | Number of complaints received directly | Nil |
| 2. | Number of complaints forwarded by Stock Exchange | Nil |
| 3. | Total Number of complaints/comments received (1+2) | Nil |
| 4. | Number of complaints resolved | NA |
| 5. | Number of complaints pending | NA |

Part B - NA

| Sr. No. | Name of complainant | Date of complaint | Status (Resolved/Pending) |
|---------|---------------------|-------------------|---------------------------|
| 1. | N.A | N.A | N.A |

For Aurionpro Solutions Limited



Mehul Raval
Company Secretary



THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO. 768 OF 2014.
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO. 628 OF 2014

INTELLVISIONS SOFTWARE LIMITED,
...Petitioner/ Transferor Company

AND

COMPANY SCHEME PETITION NO. 769 OF 2014.
CONNECTED WITH
COMPANY SUMMONS FOR DIRECTION NO. 629 OF 2014

AURIONPRO SOLUTIONS LIMITED

...Petitioner/Transferee Company

In the matter of the Companies Act,
1 of 1956 and other relevant
provision of Companies Act, 2013;

AND

In the matter of Sections 391 to 394
of the Companies Act, 1956 and
other relevant provision of
Companies Act, 2013;

AND

In the matter of Scheme of
Amalgamation of INTELLVISIONS
SOFTWARE LIMITED, (the Transferor
Company) with AURIONPRO
SOLUTIONS LIMITED, (the Transferee
Company)

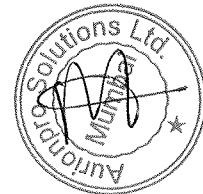
Called for hearing

Mr. Rajesh Shah i/b Rajesh Shah & Co., Advocate for the Petitioners in all
Petitions.

Page 1 of 7

For Aurionpro Solutions Ltd.


Company Secretary
ACS 18300



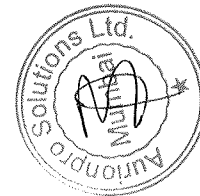
Mr. S. Ramakant Official Liquidator, present in CSP Nos. 768 of 2014.
Mr. M.S. Bhardwaj i/b Dr. H. Chaturvedi for Regional Director in all the
Petitions.

CORAM: S. J. Kathawalla, J.

DATE : 30th January, 2015

PC:

1. Heard Learned Counsel for the parties. No objector has come before the court to oppose the Scheme and nor any party has controverted any averments made in the Petitions.
2. The sanction of the Court is sought to a Scheme of Amalgamation of INTELLVISIONS SOFTWARE LIMITED, (the Transferor Company) with AURIONPRO SOLUTIONS LIMITED, (the Transferee Company), under Sections 391 to 394 of the Companies Act, 1956.
3. The Learned Counsel for the Petitioners states that the Transferor Company is engaged in the business of on the business of Manufacturing of Electronic Kiosk, Information Kiosk, Queue Management Systems and Security & Surveillance Equipments and transferee Company is in the business of providing software solutions, a combination of domain knowledge and technical expertise, and IT outsourcing services to the Banking & Financial services Industry and Technological Companies.
4. The proposed scheme of Amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation



and create a stronger financial base and it would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined financial resources which will be reflected in the profitability of the Transferee Company.

5. Learned Counsel for the Petitioners further states that the Board of Directors of the Petitioner Companies have approved the said Scheme of Amalgamation by passing Board Resolutions which are annexed to the respective Company Scheme Petitions.

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

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



8. The Official Liquidator has filed his report on 29th January, 2015 in Company Scheme Petition Nos. 768 of 2014. In paragraph 9 of the said report, the Official Liquidator has stated that:-

“9. The Official Liquidator humbly submits that on perusal of the Chartered Accountants' report and specifically the conclusion of the report and the questionnaire relating to the same, the Petitioner and the letter dated 28.1.2015 of the transferor company it is noticed that the affairs of the transferor company have been conducted in a proper manner. However, the company had not appointed a Company Secretary in terms of provisions of section 383A of the Companies Act, 1956 thus the company has violated the provision of section 383A of the Companies Act, 1956. That the Official Liquidator submits that since the company has filed Form DIR 12 for appointment of Company Secretary now the company has complied with the provision of Section 383A, of the Act. In view of the above, this Hon'ble Court may be pleased to direct the company to approach the Regional Director, Ministry of Corporate Affairs for compounding of offence u/s. 621A of the Companies Act, 1956. Accordingly, the transferor company may kindly be ordered to be dissolved by this Hon'ble Court.”

9. So far as the observation in paragraph 9 of the Report of the Official Liquidator is concerned, the Petitioner Companies through its Counsel undertake that before giving effect to the Scheme, the Transferor Company will file compounding Application under Section 621A of the Companies Act, 1956 before Regional Director, Ministry of Corporate Affairs.

10. The Regional Director has filed an Affidavit on 28th January, 2015 stating therein, save and except as stated in paragraph 6 (a) and (b) thereof, it appears that the Scheme is not prejudicial to the interest of shareholders and public. In paragraph 6 (a) and (b) of the said Affidavit, the Regional Director has stated that:-



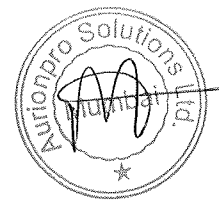
6 That the Deponent further submit that,

a) Clause 13.4 of the scheme provides for adjustment for differences in Accounting Policies between Transferor Company and Transferee Company. In this regard, it is submitted that in addition to the compliance of Accounting Standard -14, the Transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standard such as AS-5 etc.

b) 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 Hight 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 h binding on the petitioner company

11. So far as the observation in paragraph 6 (a) of the Affidavit of Regional Director is concerned, the Petitioner Companies through its Counsel undertake that in addition to compliance of Accounting Standard 14, the Petitioner Companies will pass such accounting entries which are necessary in connection with this Scheme to comply with any other applicable Accounting Standards.

12. So far as the observation in paragraph 6(b) of the Affidavit of Regional Director is concerned, the Petitioner Company is bound to comply with all applicable provision of Income Tax Act, and all tax issues arising out of Scheme will be met and answered in accordance with law.



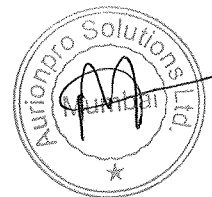
13. The Learned Counsel for Regional Director on instructions of Mr. M. Chandana Muthu, Joint Director Legal in the office of the Regional Director, Ministry of Corporate Affairs, Western Region, Mumbai states that they are satisfied with the undertaking given by the Advocate for the Petitioner Companies. The undertaking given by the Petitioner Companies are accepted.

14. The Learned official Liquidator states that they are satisfied with the undertaking given by the Advocate for the Petitioner Companies in paragraph 9 herein above. The undertaking given by the Petitioner Companies is accepted.

15. 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.

16. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition Nos. 768 of 2014 is made absolute in terms of prayer clause (a) to (d) and 769 of 2014 is made absolute in terms of prayer clauses (a) to (c).

17. The Petitioner Company to file 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.



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

19. All the Petitioner Companies to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai and the Petitioner in Company Scheme Petition No. 768 of 2014 to pay cost of Rs.10000/- to the Official Liquidator, High Court, Bombay. Costs to be paid within four weeks from the date of the Order.

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

21. 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. J. Kathawalla, J.)

