



IN THE NATIONAL COMPANY LAW TRIBUNAL
NEW DELHI BENCH
COURT-IV

C.A. (CAA) NO. 48/ND/2025

Section 230-232 of the Companies Act, 2013 read with the Companies
(Compromises, Arrangements and Amalgamation) Rules, 2016

IN THE MATTER OF:

WEBMOB SOFTWARE SOLUTIONS PRIVATE LIMITED

...TRANSFEROR COMPANY/APPLICANT COMPANY NO. 1

AND

KIWI TECHNOLOGIES PRIVATE LIMITED

...TRANSFeree COMPANY/APPLICANT COMPANY NO. 2

Order Delivered on: 07.04.2026

CORAM:

SHRI MANNI SANKARIAH SHANMUGA SUNDARAM

HON'BLE MEMBER (JUDICIAL)

SHRI ATUL CHATURVEDI

HON'BLE MEMBER (TECHNICAL)

PRESENT:

For the Applicants: Mr. Arnav Sanyal, Mr. Gaurav Choudhary, Advocates

ORDER

PER: MANNI SANKARIAH SHANMUGA SUNDARAM, MEMBER (JUDICIAL)

1. The captioned application is a first motion application jointly filed by the applicant companies viz., M/s Webmob Software Solutions Private Limited (hereinafter referred to as Transferor Company/Applicant



Company No. 1) and M/s Kiwi Technologies India Private Limited (hereinafter referred to as Transferee Company/Applicant Company No. 2) under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (hereinafter referred to as the “Scheme”).

2. Affidavit in support of the above application sworn by Mr. Sanjay Chadha on behalf of the Transferor Company and Mr. Gurvinder Singh Batra on behalf of Transferee Company, Authorized Signatories/Directors, on behalf of Applicant Companies, is filed. It is also represented that the registered office of both the applicant companies is in the NCT of Delhi and hence within the territorial jurisdiction of this Tribunal.
3. As has been stated in the application, the Transferor Company/Applicant Company No. 1 i.e., M/s Webmob Software Solutions Private Limited was incorporated on 9th November 2015, under the provisions of the Companies Act, 2013 bearing CIN: U72900DL2015PTC431403 having its registered office at 38, G/F, Basement, Anand Lok, New Delhi South Ext-II, South Delhi, Delhi, India, 110049. The Authorized Share Capital of the Transferor Company/Applicant Company No. 1 is Rs. 10,00,000/- divided into



1,00,000 Equity shares of Rs. 10/- each. The Issued, Subscribed and Paid-up Share Capital is Rs. 82,320/- divided into 8,232 Equity Shares of Rs. 10/- each. The Transferor Company is engaged in the business of software development, IT support and consultancy services, web designing and development service as well as hardware support services and other IT enabled services.

4. The Transferee Company/Applicant Company No. 2 i.e., M/s Kiwi Technologies India Private Limited was incorporated on 27th January 2010, under the provisions of the Companies Act, 1956 bearing CIN: U72900DL2010PTC198368 having its registered office at 38, Anand Lok, New Delhi - 110049. The Authorized Share Capital of the Transferee Company/Applicant Company No. 2 is Rs. 5,70,000/- divided into 50,000 Equity shares of Rs. 10/- each and 7,000 Equity Shares having differential voting rights of Rs. 10/- each. The Issued, Subscribed and Paid-up Capital of Transferee Company is Rs. 3,24,000/- divided into 32,400 Equity Shares of Rs. 10/- each. The Transferee Company is engaged in the business of providing technological and IT related services in respect of mobile phone applications, e-book distribution, publishing technology, website and computer applications.
5. The Transferor Company and the Transferee Company have filed their respective Memorandum and Articles of Association inter alia



delineating their object clauses, as well as their Audited Financial Statement for the year ended 31.03.2024 and their Provisional and unaudited financial statements as on 31.12.2024.

6. The Board of Directors of the Applicant Companies i.e., Transferor Company and Transferee Company, have unanimously approved the proposed Scheme of Amalgamation as contemplated above. Copies of Board Resolution of respective companies dated 06.03.2025 have been placed on record.
7. The appointed date as specified in the Scheme is 1st April, 2025, or such other date as the Hon'ble National Company Law Tribunal may direct.

8. RATIONALE OF THE SCHEME

- i. The Amalgamation is expected to achieve cost savings from more focused operational efforts, rationalization and standardization of business processes by way of consolidation.
- ii. The Amalgamation is expected to achieve business synergies and is expected to enable carrying on the businesses more economically.
- iii. The Amalgamation is intended to rationalize the business operations and activities, to utilize the potential for growth and diversification and for better optimization of costs and resources.



- iv. The Amalgamation is intended to enable the Transferee Company to realise better and higher value from its operations and confer a competitive advantage to the combined businesses upon Amalgamation.
- v. The Amalgamation would result in consolidation and simplification of the overall group structure, to enable better and more efficient management, control and running of its various businesses and offering opportunities to vigorously pursue growth and expansion.

The Scheme of Amalgamation is proposed for the aforesaid reasons. The Board of Directors and Management of the Transferor Companies and the Transferee Company is of the opinion that the proposed Scheme is in the best interest of these Companies, their Shareholders and other stakeholders. The Applicants submit that the proposed amalgamation will not, in any way, affect the service conditions of the employees.

9. The applicant companies have annexed the certificate issued by the respective statutory auditors confirming that the accounting treatment in the Scheme is in compliance with the accounting standards prescribed by the Central Government under Section 133 of the Companies Act, 2013 by the respective companies.
10. With respect to Transferor Company, the captioned application discloses that:



- a) The Company has 2 (Two) Equity Shareholders as on 31.12.2024. Certificate from Chartered Accountants certifying the list of equity shareholders is filed. The respective consent by way of affidavit by them is annexed with the application.
- b) The Company has nil Secured Creditors as on 31.12.2024. Certificate from Chartered Accountants certifying the same is filed.
- c) The Company had 10 (Ten) Unsecured Creditors as on 31.12.2024 and has 4 (Four) Unsecured Creditors as on 27.05.2025. Certificate from Chartered Accountants certifying the same is filed. The consent affidavits of unsecured creditors representing 98.18% in value as on 31.12.2024 have been annexed with the application and subsequently also via consent affidavits dated 30.03.2025.
- d) In relation to the Equity Shareholders and Unsecured Creditors, it seeks dispensing with convening/holding the meeting as consent affidavits are placed on record. Since there are no Secured therefore the necessity of convening and holding a meeting does not arise.

11. Regarding the Transferee Company, the applicants have averred that:

- a) The Company has 2 (Two) Shareholders as on 31.12.2024. Certificate from Chartered Accountants certifying the same is



filed. The respective consent by way of affidavit is also annexed with the application.

b) The Company has 2 (Two) Secured Creditors as on 31.12.2024. Certificate by Chartered Accountants certifying the same is filed. The respective consent by way of affidavit is also annexed with the application.

c) The Company had 15 (Fifteen) Unsecured Creditors as on 31.12.2024 and has 17 (Seventeen) Unsecured Creditors as on 27.05.2025. Certificate from Chartered Accountants certifying the same is filed and consent affidavits are also filed of 99.97% of Unsecured Creditors representing in value.

12. In relation to the above, the Applicant Companies seek dispensing with convening/holding the meetings as consent affidavits are placed on record.

13. Clarification was sought regarding the affidavits under section 230(2) of the Companies Act, 2013 on 05.02.2026 which was not filed with the application. After clarification, the applicant companies have filed the affidavits under section 230(2) of the Companies Act, 2013. In respect of the Transferor Company it is affirmed that no proceeding for inspection, inquiry or investigation under the provisions of the Companies Act, 2013, or under any other law is pending against the Transferor Company. In respect of the Transferee Company it is



affirmed that there is no proceeding pending against the company under the Companies Act, 2013 or any other law except pending tax demands raised under the Income Tax Act, also disclosed in the application.

14. Further it is submitted by the applicants that there is no other Sectoral Regulator or Regulatory Authority which may have significant bearing on the operations of the Applicant Companies. None of the Applicant Companies is regulated or governed by the Securities and Exchange Board of India (SEBI), the Competition Commission of India (CCI), the Reserve Bank of India (RBI), or any other Sectoral Regulator or Regulatory Authority. Hence, notice of the Scheme of Amalgamation is not required to be served on the SEBI, the CCI, the RBI, or any other Sectoral Regulator or Regulatory Authority.

15. In the wake of the averments made in the application and the documents filed therewith, the following directions are issued qua convening/holding or dispensing with the meetings of the Equity Shareholders, Secured and Unsecured Creditors.

A. In relation to the Transferor Company/Applicant Company

No. 1:

- a) With respect to Equity Shareholders: In view of consent affidavits, from both the Equity Shareholders,



convening/holding the meeting of shareholders is dispensed with.

- b) With respect to Secured Creditors: Since there are no Secured Creditors, therefore the necessity of convening/holding any such meeting does not arise.
- c) With respect to Unsecured Creditors: In view of consent affidavits, from the Unsecured Creditors, representing 98.18% in value, which is above the 90% requirement under Section 230(9) of the Companies Act, 2013, convening/holding of the meeting of shareholders is dispensed with.

B. In relation to the Transferee Company/Applicant Company

No. 2:

- a) With respect to Equity Shareholders: In view of consent affidavits, from both the Equity Shareholders, convening/holding the meeting of shareholders is dispensed with.
- b) With respect to Secured Creditors: In view of consent affidavits, from both the Secured Creditors, convening/holding the meeting of shareholders is dispensed with.



d) With respect to Unsecured Creditors: In view of consent affidavits, from the Unsecured Creditors, representing 99.97% in value, which is above the 90% requirement under Section 230(9) of the Companies Act, 2013, convening/holding of the meeting of shareholders is dispensed with.

16. The Application i.e., **C.A. (CAA) No. 48 of 2025 stands allowed** on the aforesaid terms and accordingly disposed of.

Sd/-

Sd/-

(ATUL CHATURVEDI)

(MANNI SANKARIAH SHANMUGA SUNDARAM)

MEMBER (TECHNICAL)

MEMBER (JUDICIAL)