

**NATIONAL COMPANY LAW TRIBUNAL  
DIVISION BENCH, CHENNAI**

CP/146-153/CAA/2018

**Under Sections 230 to 232 of the Companies Act, 2013**

In the matter of Scheme of Amalgamation  
of

**M/s.Armenian Ventures Limited**

(Formerly known as Armenian Investments Limited)  
(Applicant/ Transferor Company-1)

And

**M/s.Alyx Enterprises Private Limited**

(Formerly known as Ripon Investments Private Limited)  
(Applicant/ Transferor Company-2)

And

**M/s.Harrington Ventures Limited**

(Formerly known as Elliot Investments Limited)  
(Applicant/ Transferor Company-3)

And

**M/s.Ajara Ventures Limited**

(Formerly known as Coromandel Growth Fund Limited)  
(Applicant/ Transferor Company-4)

And

**M/s.Dick Enterprises Private Limited**

(Formerly known as Dick Financial Services Private Limited)  
(Applicant/ Transferor Company-5)

And

**M/s.Panteon Ventures Limited**

(Formerly known as Pantheon Investments Limited)  
(Applicant/ Transferor Company-6)

And

**M/s.Unmaj Enterprises Limited**

(Formerly known as Windsor Investments Limited)  
(Applicant/ Transferor Company-7)

With

**M/s.South India Travels Private Limited**

(Transferee Company)

and

**Their Respective Shareholders**

Order delivered on: 27.08.2018

**Coram:**

**K. ANANTHA PADMANABHASWAMY, MEMBER (J)**  
**S. VIJAYARAGHAVAN, MEMBER (TECHNICAL)**

*For the Petitioners :*      *Shri.R.Kannan, PCS*  
   *Shri.K.Manivannan,*  
   *Authorised Representative for OL*

**ORDER**

**Per:S. VIJAYARAGHAVAN, MEMBER (TECHNICAL)**

Under consideration are Company Applications in CP Nos.146-153/CAA/2018 filed under Section 230 of the Companies Act, 2013 r/w the Companies (Compromises, Arrangements and Amalgamations) Rules 2016. The instant applications pertain to the proposed Scheme of Amalgamation by virtue of which **M/s.Armenian Ventures Limited** (Applicant/ Transferor Company-1), **M/s.Alyx Enterprises Private Limited** (Applicant/ Transferor Company-2), **M/s.Harrington Ventures Limited** (Applicant/ Transferor Company-3), **M/s.Ajara Ventures Limited** (Applicant/ Transferor Company-4), **M/s.Dick Enterprises Private Limited** (Applicant/ Transferor Company-5), **M/s.Panteon Ventures Limited** (Applicant/ Transferor Company-6), **M/s.Unmaj Enterprises Limited** (Applicant/ Transferor Company-7) And



**M/s.South India Travels Private Limited (Transferee Company).**

1. The Authorised and issued, subscribed & paid up share capital of the Transferor and the Transferee Companies are as under:

Particulars	Authorized Capital	Issued, subscribed & paid-up Capital	Equity Share-holders	Secured Creditors	Unsecured Creditors
Transferor Company 1	Rs.7,64,00,000/-	Rs.7,62,87,500/-	7	Nil	4
Transferor Company 2	Rs.37,50,000/-	Rs.36,47,000/-	2	Nil	6
Transferor Company 3	Rs.6,50,25,000/-	Rs.6,49,11,500/-	7	Nil	2
Transferor Company 4	Rs.4,73,50,000/-	Rs.4,73,21,000/-	7	Nil	2
Transferor Company 5	Rs.4,20,00,000/-	Rs.4,20,00,000/-	2	Nil	2
Transferor Company 6	Rs.1,01,00,000/-	Rs.1,00,70,000/-	7	Nil	2
Transferor Company 7	Rs.6,87,25,000/-	Rs.6,87,25,000/-	7	Nil	5
Transferee Company	Rs.22,50,00,000/-	Rs.22,18,17,600/-	7	1	11

2. The Transferor Company 1 is a Limited Company, it was incorporated under the provisions of the Companies Act, 1956. The Transferor Company -2 is a Private Limited Company, it was incorporated under the provisions of the Companies Act, 1956. The Transferor Company-3 is a

Limited Company, it was incorporated under the provisions of the Companies Act, 1956. The Transferor Company 4 is a Limited Company, it was incorporated under the provisions of the Companies Act, 195. The Transferor Company 5 is a Private Limited Company, it was incorporated under the provisions of the Companies Act, 1956. The Transferor Company 6 is a Limited Company, it was incorporated under the provisions of the Companies Act, 1956. The Transferor Company 7 is a Limited Company, it was incorporated under the provisions of the Companies Act, 1956 all the transferor Companies have their registered office at No. 6A, 10<sup>th</sup> Street, New Colony, Adambakkam, Chennai- 600 088. The Transferee company is a Private Limited Company, it was incorporated under the provisions of the Companies Act, 1956, having its registered office at No. 88, Mount Road, Guindy, Chennai- 600 032. The Board of Directors of the Transferor Companies and Transferee Company vide their resolution dated 25.01.2018 respectively approved the said scheme of Amalgamation.

3. This Bench vide its order dated 04.05.2018 in CA No. 79-86/CAA/2018 has already issued orders regarding

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meeting of equity shareholders, secured and unsecured creditors, wherein the meetings have been dispensed with. The Applicant Companies have complied with all the orders passed by the Bench.

4. The learned counsel appearing for the applicant Companies submitted that the rationale of the Scheme of Amalgamation is that the Transferee Company holds more than 99% of the paid up share capital of the Transferor Companies. The proposed amalgamation would enable improve the financial fundamentals and performance of the Transferee Company. Further, it would give following benefits:

- a) Create administrative efficiency;
- b) Integration of operations;
- c) Rationalisation of administrative, operative and financial costs;
- d) Avail synergies arising out of consolidation of business such as, enhancement of net worth of the combined business to capitalise on future growth potential, optimal utilisation of resources and better administration and control.
- e) Better corporate compliance.

5. In this case as per the provisions of the Companies Act, 2013, notices were issued to the statutory authorities as per the procedure prescribed. However, there were no objections to the scheme under reference. In this case, the applicant companies have filed an affidavit stating that they are exempted under the Competition Act 2002 and the regulation made thereunder.
6. The Regional Director, Southern Region (In short, 'RD') in their Report Affidavit (for brevity, 'Report') dated 20.07.2018 submitted that as per records of ROC, Chennai, the Transferor Companies are regular in filing their statutory returns and no investigation is pending against the companies. It is further submitted that as per Clause 12.1 of the scheme of the companies provide for the protection of the interest of the employees of the Transferor Companies, therefore, the transferee company may be directed to file the amended MOA and AOA with the ROC, Chennai for records.
7. In the Report the RD has stated that in clause 6.3 it is stated that the transferee company would not be required to pay any fee or stamp duty for the increase in Authorized capital. But as per section 232(3)(i) of the

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Companies Act, 2013 the transferee Company has to pay the fees, if any, for the enhanced authorized capital subsequent to the amalgamation after setting off the fees paid by the transferor companies. The Transferee Company is directed to comply with the same.

8. The Official Liquidator (In short, 'OL') in their report dated 27.07.2018 submitted that **M/s.Maharaj N R Suresh and Co., Chartered Accountants** appointed by the official liquidator of the Hon'ble High Court, has scrutinized the books and accounts of the Transferor Companies. The Auditor observed that the Transferor Companies have maintained and written up all the statutory books in accordance with normally accepted accounting principles and policies in accordance with the requirements of the Companies Act, 2013 and also the affairs of the companies have not been conducted in a manner prejudicial to the interest of its members, creditors or to public interest.
9. The OL further submitted that under Clause 12.1 of Part-II the proposed scheme, the Transferor Companies have presently no permanent employees. The operations of the Transferor Companies are managed by the Board of

Directors. The services of professionals are utilized as and when required. This arrangement will continue in the immediate future. As per Clause 6.1 of Part III of the said scheme, the Transferor Companies are subsidiaries of the Transferee Company as mentioned in Clause 2.1, the number of shares held by persons other than the Transferee Company is negligible which shall be paid in cash. Apart from the above, no other consideration shall be paid by the Transferee Company to the share holders of the Transferor Companies and no shares shall be issued by the Transferee Company to the other shareholders of the Transferor Companies in consideration of or consequent upon the amalgamation. Such portion of the equity share capital of the Transferor Companies as is held by the Transferee Company shall stand cancelled, with effect from appointed date, without any further application, act or deed and no consideration shall be issued or paid against the same and this need not be considered as reduction of shares. The valuation of shares of the Transferor Companies and Transferee Company has been done by **M/s.Maharaj N R Suresh and Co, Chartered Accountants** vide their report dated 21.07.2018. The

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transferee company undertakes to pay to the minority shareholders the eligible amount in lieu of the shares to be allotted as per the valuation report. The OL has submitted that the company applications may be decided on merits.

**10.** Further perusal of the scheme shows that the accounting treatment is in conformity with the established accounting standards. In short, there is no apprehension that any of the creditors would lose or be prejudiced if the proposed scheme is sanctioned. The said Scheme of Amalgamation will not cast any additional burden on the stakeholders and also will not prejudicially affect the interests of any class of the creditors in any manner. The Appointed date of the Scheme is 01.04.2017.

**11.** The Scheme does not require any modification and the said Scheme of Amalgamation appears to be fair and reasonable, not contrary to public policy and also not violative of any provisions of law. All the statutory compliances have been made under the Companies Act, 2013. Taking into consideration all the above, the Company Applications are allowed and the Scheme of Amalgamation annexed with the petition is hereby

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sanctioned which shall be binding on all the members and shareholders.

**12.** While approving the scheme as above, we further clarify that this order will not be construed as an order granting exemption from payment of stamp duty or taxes or any other charges, if payable, as per the relevant provisions of law or from any applicable permissions that may have to be obtained and compliances that may have to be made as per the mandate of law.

**13.** The Transferee Company is directed to file the amended MoA and AoA with RoC, Chennai as stated by the RD.

**14.** The Transferor Companies shall be dissolved without winding up from the date of the filing of the certified copy of this order with the Registrar of Companies.

**15.** Upon receiving the certified copy of this order, the RoC, Chennai is directed to place all documents relating to the Transferor Companies with that of the Transferee Company and the files relating to the Transferor Companies shall be consolidated with the files and records of the Transferee Company.


**16.** The Companies to the said Scheme or other person interested shall be at liberty to apply to this Bench for any

direction that may be necessary with regard to the working of the said Scheme. The Petitioner Companies are directed to file with the Registrar of Companies the certified copy of this Order within 30 days of the receipt of the order.

17. The Order of sanction to this Scheme shall be prepared by the Registry as per the format provided under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as has been notified on 14<sup>th</sup> December, 2016.

Accordingly, the Scheme stands sanctioned and the Company Application Nos.**CP/146-153/CAA/2018** stand disposed of.

*S. Vijayaraghavan.*  
**(S.VIJAYARAGHAVAN)**  
MEMBER (TECHNICAL)

  
**(K.ANANTHA PADMANABHA SWAMY)**  
MEMBER (JUDICIAL)

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