

**TRANSFER COMPANY SCHEME PETITION NO. 85 OF 2017
CONNECTED WITH
HIGH COURT COMPANY SUMMONS FOR DIRECTION NO. 374 OF
2016
(HIGH COURT TRANSFERRED PETITION)**

Pransa International Private Limited Petitioner Company/
Transferee Company

In the matter of the Companies Act (1 of 1956)
(or re-enactment thereof upon effectiveness of
Companies Act, 2013);

AND

In the matter of Sections 391 to 394 of the
Companies Act, 1956 (or any corresponding
provision of Companies Act, 2013 as may be
notified);

AND

In the matter of the Scheme of
Amalgamation of

- (1) Finanz Holdings Private Limited
- (2) Kashish Holdings Private Limited
- (3) Maxima Logistics & Management
Services Private Limited
- (4) Palladio Pransa Consultancy Services
Private Limited

with

Pransa International Private Limited

and

their respective Shareholders & Creditors

Called for Hearing

Mr. Sanjay Udeshi and Mr. Darshan Ashar Advocates i/b Sanjay
Udeshi & Co. Advocates for the Petitioners

CORAM: Ms. Ina Malhotra, Hon'ble Member (Judicial)

Date: 23rd June, 2017

1. Heard Advocate for the parties. None appears before the Hon'ble Tribunal to oppose the Scheme and nor any party has controverted any averments made in the Petitions.
2. The sanction of the Hon'ble Tribunal is sought under Section 230 to 232 of the Companies Act, 2013 to the Scheme of Amalgamation of Finanz Holdings Private Limited, Kashish Holdings Private Limited, Maxima Logistics & Management Services Private Limited and Palladio Pransa Consultancy Services Private Limited with Pransa International Private Limited and their respective shareholders and creditors.
3. The Learned Advocate for the Petitioners state that the Transferor Company No. 1 is engaged in many activities covering mainly marketing of various products for its clients mainly hardware fittings, conductors, and accessories for power transmission lines. The Transferor Company No. 2 is engaged in the business of providing Financial Consultancy Services in India as well as in Investment Business. The Transferor Company No. 3 is engaged to carry on the business of freight forwarding, clearing agents, custom house brokers, custom clearing, break bulk and freight brokers, freight forwarders, baggage transporters, warehousing, airlines booking, general courier and tour and travel agents. The Transferor Company No. 4 is engaged in the business of providing Financial Consultancy Services in India and the Transferee Company is engaged in the business of and to act as consultants and advisors in all their respective branches in the matter of technical, commercial, marketing, financial or business and has commission income upon representation to various foreign principals.
4. The Learned Advocate for the Petitioners state The Transferor Companies and Transferee Company have also internally invested in each other, which once amalgamated, can be used for better operations and will provide greater efficiency. The Amalgamated Company will have greater efficiency in overall

business including economies of scales, cash management of the amalgamated entity, cost savings for all the Companies, higher networth base, higher borrowing capacity and unfettered access to cash flow generated by the combined business which can be deployed more efficiently to fund investing and financing related activities and their growth opportunities in the businesses of the Companies, to maximize shareholder value. The Amalgamated Company will have the benefit of the combined resources of the Transferor Companies and the Transferee Company i.e. consulting and advisory portfolio, market share, scale, efficiency, logistic and distribution network, combined employees base, reserves, investments, and other assets, manpower, finances, customers, distributors, brands, mitigating competition, etc. The Amalgamated Company would be in a position to carry on consolidated operations through optimum utilization of its resources and avoidance of duplication. The Amalgamated Company will be in position to have more efficient and more cost effective management system in view of consolidation of operations and larger size. Also the Transferee Company will be expanding its operations as the future opportunities in this line of business activity are very good.

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

7. The Learned Advocate appearing on behalf of the Petitioner Companies have stated that the Petitioner Companies have complied with all requirements as per directions of the Hon'ble Bombay High Court and National Company Law Tribunal, Mumbai Bench and they have filed necessary affidavits of compliance in the Hon'ble Bombay High Court and National Company Law Tribunal, Mumbai Bench. 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 undertakings given by the Petitioner Companies are accepted.
8. The Official Liquidator has filed his report dated 13th April, 2017 stating therein that the affairs of the Transferor Companies have been conducted in a proper manner and that the Transferor Companies may be ordered to be dissolved by this Tribunal.
9. The Regional Director has filed his Report dated 31st March, 2017 stating therein save and except as stated in para IV (a) and (b) it appears that the Scheme is not prejudicial to the interest of shareholders and public. In Paragraph IV (a) and (b) of the said Report, the Regional Director has stated that :
 - a) *In addition to compliance of AS-14, 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 etc and ensure that the Financial Statements of the Transferee Company does not impair the true and fair view of the Financial Statements of the Transferee Company after post- amalgamation.*
 - b) *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 scrutinize 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 Companies.*

10. As far as the observations made in paragraph IV (a) of the Report of the Regional Director is concerned, the Transferee Company undertakes that in addition to compliance of Accounting Standard 14, the Transferee Company shall pass such accounting entries as may be necessary in connection with the Scheme of Amalgamation to comply with any other applicable accounting standards including Accounting Standard-5.
11. As far as the observations made in paragraph IV (b) of the Report of the Regional Director is concerned, the Learned Advocate for Petitioner Companies submits that the tax implication, if any, arising out of the Scheme is subject to final decision of the Income Tax Authority and the decision of the Income Tax Authority shall be binding on the Petitioner Companies.
12. 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.
13. Since all the requisite statutory compliances have been fulfilled, the Transfer Company Scheme Petition No. 81 to 85 of 2017 filed by the Petitioner Companies are made absolute in terms of prayer clauses (a).
14. The Petitioner Companies are directed to lodge a copy of this order and the Scheme duly certified by the Deputy Director, National Company Law Tribunal, Mumbai Bench, 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 receipt of the order.
15. The Petitioner Companies are further directed to file a copy of this order along with a copy of the Scheme 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, 2013.

16. The Petitioner Companies to pay costs of Rs.25,000/- each to the Regional Director, Western Region Mumbai in Transfer Company Scheme Petition No. 81 to 85 of 2017 and costs of Rs.25,000/- each to the Official Liquidator, High Court, Bombay in Transfer Company Scheme Petition No. 81 to 84 of 2017. Costs to be paid within four weeks from the date of the Order.
17. Filing and issuance of the drawn up order is dispensed with.
18. All concerned regulatory authorities to act on a copy of this order along with the Scheme duly certified by the Deputy Director, National Company Law Tribunal, Mumbai Bench.

Sd/-

Ms. Ina Malhotra -Member (Judicial)