

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH**

**COMPANY SCHEME APPLICATION NO. 203 OF 2017
(HIGH COURT TRANSFERRED APPLICATION)**

In the matter of the Companies Act, 2013
(18 of 2013);

And

In the matter of Sections 230 to 232 read
with Section 52 and Section 66 of the
Companies Act, 2013 and other relevant
provisions of the Companies Act, 2013
along with the Companies Act, 1956.

And

In the matter of Sections 391 to 394 read
with Sections 100 to 103 of the Companies
Act, 1956 and Section 52 of the Companies
Act, 2013 and other relevant provisions of
the Companies Act, 2013;

And

In the matter of Scheme of Arrangement
between PAN INDIA PARYATAN
PRIVATE LIMITED (“Demerged
Company”) And ESSELWORLD
LEISURE PRIVATE LIMITED
 (“Resulting Company”)

And

Their Respective Shareholders and
Creditors

**PAN INDIA PARYATAN PRIVATE)
LIMITED, a company incorporated)
under the Act and having its registered)
address at 14th Floor, Times Tower,)
Kamala City, Senapati Bapat Marg,)
Lower Parel, Mumbai – 400 013) ...Applicant Company.**

Called for Notice of Admission:

Mr. Rajesh Shah with Mr. Ahmed M Chunawala i/b M/s. Rajesh Shah & Co., Advocates for the Applicant.

Coram: SH. B.S.V. Prakash Kumar Hon'ble Member (J)

Date: 2nd March, 2017

MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company High Court Transferred Application **AND UPON HEARING** Mr. Mr. Rajesh Shah with Mr. Ahmed M Chunawala i/b M/s. Rajesh Shah & Co, Advocates for the Applicant Company, **AND UPON READING** the Affidavit dated 26th day of October, 2016 of Mr. Anil Goyal, Authorised Signatory of the Applicant Company, in support of High Court Transferred Application and the Exhibits therein referred to, **IT IS ORDERED THAT:**

1. The Applicant Company submits that this is a Scheme of Arrangement between Pan India Paryatan Private Limited ('PIPPL' or 'Demerged Company') and Esselworld Leisure Private Limited ('ELPL' or 'Resulting Company') and their respective shareholders. The Learned Counsel for the Applicant Company states that the Demerged Company is primarily engaged in the business of operating amusements parks. The proposed Scheme of Arrangement will have the benefit that Demerged Company and the Resulting Company are part of the same group. Demerged Company owns and operates three facilities, which, inter alia, form a part of the Amusement Park Undertaking:- 1. Esselworld, 2. Water Kingdom, 3. DEW (Downtown Esselworld). The proposed Scheme would result in segregation and transfer of the Demerged Undertaking of the Demerged Company for future expansion, better management of the operations, reduction of cost and increase in profitability.
2. A meeting of the Equity Shareholders of the Applicant Company, be convened and held at 14th Floor, Times Tower, Kamala City, Senapati

Bapat Marg, Lower Parel, Mumbai – 400 013 on Monday, 10th day of April, 2017 at 11.00 a.m. for the purpose of considering and, if thought fit, approving, with or without modification(s), the proposed Scheme of Arrangement between Pan India Paryatan Private Limited (“Demerged Company”) And Esselworld Leisure Private Limited (“Resulting Company”).

3. At least 30 clear days before the said meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said Meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Applicant Company at their respective registered or last known addresses or by e-mail to the registered e-mail address of the Equity Shareholders as per the records of the Applicant Company or can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid and shall also be published once each in ‘Free Press Journal’ in English and ‘Navshakti’ in Marathi.
4. The Applicant Company undertakes to:
 - i. issue Notice convening meeting of the equity shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 19) of the Companies (Management and Administration) Rules, 2014; and
 - iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

The undertaking is accepted.

5. That Mr. Ashok Goel shall be the Chairperson of the meeting of Equity Shareholders and failing him, Mrs. Kaveeta Goel shall be the alternate Chairperson of the said meetings. The Scrutinizer for the meeting shall be Mrs. Dipti Nagori (Membership No.8603, CP No. 9917), Fellow Company Secretary.
6. The Chairperson appointed for the aforesaid Equity Shareholders Meeting to issue the notices of the Meeting referred to above. The said Chairperson shall have all powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
7. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
8. The voting by proxy or authorised representative in case of body corporate be permitted, provided that a proxy in the prescribed form/ authorisation duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered Office at 14th Floor, Times Tower, Kamala City, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, not later than, 48 hours before the aforesaid Equity Shareholders meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
9. The value and number of the shares of each member shall be in accordance with the books/ register of the Applicant Company or depository records and where the entries in the books / register / depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
10. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report this Tribunal that the direction regarding the issue of notices and advertisement have been

duly complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

11. The Chairperson to report to this Tribunal, the result of the aforesaid meeting within three days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
12. That Counsel for the Applicant submits that since the scheme is an amalgamation between the Applicant Company and their respective shareholders only a meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Applicant Company to issue notice to its Secured creditors as required under section 230 (3) of the Companies Act , 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company.
13. That Counsel for the Applicant submits that since the scheme is an amalgamation between the Applicant Company and their respective shareholders only a meeting of the Equity Shareholders is proposed to be held in accordance with the provisions of Section 230 (1) (b) of the Companies Act, 2013. This bench hereby directs the Applicant Company to issue notice to its Unsecured creditors as required under section 230 (3) of the Companies Act , 2013 with a direction that they may submit their representations, if any, to the Tribunal and copy of such representations shall simultaneously be served upon the Applicant Company.
14. Pursuant to clause 12 of the Scheme of Arrangement, the Scheme being effective, the reduction, in issued, subscribed and paid up share capital of the Applicant Company shall be effected as an integral of the Scheme itself in accordance with the provisions of Sections 100 to 103 of the Companies Act, 1956 read with Section 66 of the Companies Act, 2013. The reduction of the Capital does not involve either diminution of liabilities in respect of share capital or payment to any shareholders of any paid up share capital. The Applicant Company has already passed the

Special Resolution being 'Exhibit E' to the Company Scheme Application.

15. The Applicant to serve the notice upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from Regional Director within 30 days of the date of receipt of the notice it will be presumed that Regional Director and/ or Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
16. The Applicant to serve the notice upon the concerned Registrar of Companies, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Registrar of Companies within 30 days of the date of receipt of the notice it will be presumed that Registrar of Companies has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
17. The Applicant to serve the notice on the concerned Income Tax Authority within whose jurisdiction the Applicant Company's assessment are made, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Income Tax Authority within 30 days of the date of receipt of the notice it will be presumed that Income Tax Authority has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

18. The Applicant to file an affidavit of service of the directions given by the Tribunal not less than seven days before the date fixed for the holding of the meetings and do report to this Tribunal that the direction regarding the issue of notices have been duly complied with.

Sd/-
B.S.V. Prakash Kumar Member (J)