

**In the National Company Law Tribunal
Division Bench, Chennai**

**TP(HC)/91/CAA/2017
TP(HC)/92/CAA/2017
TP(HC)/93/CAA/2017
TP(HC)/94/CAA/2017
TP(HC)/95/CAA/2017
TP(HC)/96/CAA/2017**

[CA/725-730/2016]

Under Sections 230 to 232 of the Companies Act, 2013

In the matter of Scheme of Amalgamation of

M/s. Radhasoami Securities Private Limited

(Transferor Company 1)

And

M/s. Onesource Ideas Private Limited

(Transferor Company 2)

And

M/s. Nochi Industries Private Limited

(Transferor Company 3)

And

Carewell Consultants Private Limited

(Transferor Company 4)

And

M/s. Subh Labs Share Brokers Private Limited

(Transferor Company 5)

With

M/s. Radhasoami Resources Limited

(Transferee Company)

Order delivered on: 10.08.2017

Coram:

Ch. Mohd Sharief Tariq, Member (J)

S. Vijayaraghavan, Member (T)

For the Petitioners: Shri P.H. Arvinth Pandian, Sr. Advocate

Shri Pawan Jhabakh, Advocate

ORDER

Per: Ch. Mohd Sharief Tariq, Member (J)

1. Under consideration are 6 Company Petitions filed under the provisions of erstwhile the Companies Act, 1956 which have been transferred from the Hon'ble High Court of Madras to this Tribunal pursuant to the Companies (Transfer of Pending Proceedings) Rules, 2016 and renumbered as TP(HC)/91&92&93&94&95&96/CAA/2017. The purpose of the Company Petitions is to obtain sanction for the Scheme of Amalgamation (in short, '**Scheme**') by virtue of which M/s. Radhasoami Securities Private Limited (hereinafter referred to as '**Transferor Company 1**'), M/s. Onesource Ideas Private Limited (hereinafter referred to as '**Transferor Company 2**'), M/s. Nochi Industries Private Limited (hereinafter referred to as '**Transferor Company 3**'), Carewell Consultants Private Limited (hereinafter referred to as '**Transferor Company 4**') and M/s. Subh Labs Share Brokers Private Limited (hereinafter referred to as '**Transferor Company 5**') are proposed to be merged, amalgamated and vested in M/s. Radhasoami Resources Limited (hereinafter referred to as '**Transferee Company**') as a going concern.
2. The details of Share Capital and shareholders, Secured and Unsecured creditors of the Companies are as under:

Particular	Authorised Capital	Issued, S&P Capital	Equity Share-holders	Secured Creditors	Unsecured Creditors
Transferor Company 1	Rs. 1,00,00,000	Rs. 70,78,500	17	Nil	1
Transferor Company 2	Rs. 50,00,000	Rs. 46,95,000	7	Nil	Nil
Transferor Company 3	Rs. 3,50,00,000	Rs. 3,30,30,000	10	Nil	1
Transferor Company 4	Rs. 50,00,00	Rs. 49,20,000	2	Nil	Nil
Transferor Company 5	Rs. 2,00,00,000	Rs. 1,88,98,600	25	Nil	3
Transferee Company	Rs. 7,50,00,000	Rs. 4,63,00,000	14	Nil	3

3. All the five Transferor Companies are private limited company whereas the Transferee Company is an Unlisted Public Company having registered office at T2, 3rd floor, Sindur Pantheon Plaza, 346, Pantheon Road, Egmore, Chennai- 600008 and the Board of Directors of petitioner companies vide its resolution dated 2nd March, 2016 approved the said scheme of Amalgamation.
4. All the five Transferor Companies are engaged in the business of consulting and business services whereas the Transferee Company is engaged in the business of Non-Banking Financial activities. The Hon'ble Madras High Court vide its order dated 12.08.2016 in CA/25&26&27&28&29&30/2016 passed different orders in relation to dispensing and holding & conducting the meeting of equity shareholders, secured & unsecured creditors of the petitioner companies. The petitioner companies complied with the orders passed by this Bench.
5. Shri P.H. Arvinth Pandian, learned senior counsel appearing for the Petitioner Companies submitted that the rational, reasons and

circumstances that have necessitated the proposed scheme are that the amalgamation will enable consolidation of the business of the these entities into one entity which will facilitate in focused growth, operational efficiency, resulting in more productive utilization of said resources and cost & operational efficiency which would be beneficial to all stakeholders. The learned counsel further submits that no investigation proceedings are pending against the Companies under the provisions of the Companies Act, 1956 or corresponding provisions of the Companies Act, 2013.

6. The notices were issued to the statutory authorities viz. Official Liquidator, Regional Director, RoC and Income Tax Authority as per the procedure prescribed. However, there has been no objection/representation to the proposed scheme under reference.
7. The Regional Director, Southern Region (In short, '**RD**') in its Report Affidavit (for brevity, '**Report**') dated 17.10.2016 submitted that as per records of ROC, Chennai, all five Transferor Companies are regular in filing their statutory returns and no investigation is pending against the company, therefore, RD decided not to make any objection to the Scheme and submitted that the petition may be disposed of on merits. In Para 6 of the Report of RD, it is submitted that Clause 6.1 of the scheme envisages protection of the interest of all the employees of the Transferor Companies.
8. The Official Liquidator (In short, '**OL**') in its report dated 3rd May, 2017 submitted that M/s. K.S. Jagannathan & Co., Chartered Accountants (Auditor) appointed by the Hon'ble Madras High Court vide its order dated 20.09.2016, have scrutinized the books and accounts of the Transferor

Companies. The said Auditor has broadly reviewed and observed that the Transferor Companies have maintained and written up all the statutory books in accordance with normally accepted accounting principle and fulfilled the requirements of the Companies Act, 2013. Also, the affairs of the companies have not been conducted in a manner prejudicial to the interest of its members, creditors or to the public interest and the interest of all the workmen and employees in the service of the Transferor Company is safeguarded.

9. The OL further submits that the Transferor Company 4 is into the business of providing consultancy services and the service income of the company exceeded Rs. 10 Lakhs in the year 2012-13 and 2013-14, consequent to which the company should have sought registration with the Service Tax department and should have paid service tax on the gross income, but the Transferor Company 4 has not got any such registration and no service tax has been paid. Thus, such non-payment of service tax is a loss to the exchequer.
10. With regard to the above observation made by the OL, the learned counsel for the Petitioner Companies submitted that the Transferor Company 4 undertakes to make payment of service tax due as on the date.
11. 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 said Scheme is 1st April, 2015.

12. There is no additional requirement for any modification and the said Scheme of Amalgamation appears to be fair and reasonable and is not contrary to public policy and not violative of any provisions of law. All the statutory compliances have been made under section 391 of the Companies Act, 1956. Taking into consideration the above facts, the Company Petitions are allowed and the scheme of Amalgamation annexed with the petitions is hereby sanctioned which shall be binding on the members, creditors and shareholders.
13. 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.
14. 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 or, even compliances that may have to be made as per the mandate of law.
15. The Transferor Companies are directed to deposit Rs.1,50,000/- within 15 days of receipt of this Order to the office of the OL for making payment to K.S. Jaganathan & Co., Chartered Accountants, the Auditor, who has investigated into the affairs of all the five Transferor Companies.

16. The Company 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.
17. The Petitioner Companies shall file with the Registrar of Companies the certified copy of this Order within 30 days of the receipt of the order.
18. Upon receiving the certified copy of this order, the RoC, Chennai is directed to place all the documents relating to the Transferor Companies with that of the Transferee Company and the files relating to all the five Transferor Companies shall be consolidated with the files and records of the Transferee Company.
19. 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 notified on 14th December, 2016.
20. Accordingly, the Scheme stands sanctioned and the company petition nos. TP (HC)/ 91&92&93&94&95&96/CAA/2017 stands disposed of.

S. Vijayaraghavan
(S. Vijayaraghavan)
Member (T)

Ch. Mohd. Sharief Tariq
(Ch. Mohd. Sharief Tariq)
Member (J)

RLS