



CAREER POINT

September 24, 2024

To,
The Manager
Bombay Stock Exchange Limited
Corporate Relationship Department
Phirozee Jeejeebhay Tower
Dalal Street, Fort,
Mumbai-400 001
BSE Scrip Code:533260

To,
The Manager
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G
Bandra Kurla Complex
Bandra (East)
Mumbai-400 051
NSE Symbol: careerp

Subject: Intimation of NCLT order approving the Composite Scheme of Arrangement between Srajan Capital Limited, Career Point Limited and Career Point Edutech Limited and their respective shareholders (“Scheme”)

Dear Sir/ Madam,

This is in reference to the cited subject and in continuation to our previous intimation dated 30-08-2024. We wish to hereby inform that Composite Scheme of Arrangement between Srajan Capital Limited, Career Point Limited and Career Point Edutech Limited and their respective shareholders has been approved by the Hon’ble National Company Law Tribunal (“NCLT”), Chandigarh Bench vide order dated 23-09-2024. Copy of the order is enclosed herewith.

The Company is proceeding to comply with the directions mentioned in the order passed by the NCLT and undertake the necessary steps to make the Scheme effective.

Kindly take note of the same on your records.

Thanking you.

Yours faithfully,

Career Point Limited

CS Manmohan Pareek
Company Secretary & Compliance Officer
ACS34858

Encl.: As above

CAREER POINT LIMITED

Registered office: Village Tangori , Banur, Mohali, Punjab 140601 India
Corp. Office: CP Tower-1, Road No.-1. IPIA, Kota, Rajasthan-324005
Phone:, +91 744 6630500; Fax: +91 744 3040050
CIN: L80100PB2000PLC054497, www.cpil.in, investors@cpil.in



**THE NATIONAL COMPANY LAW TRIBUNAL
CHANDIGARH BENCH AT CHANDIGARH**

**CP (CAA) No. 9/CHD/PB/2024
(2nd Motion)**

**Under Sections 230 to 232 and
other applicable provisions of
the Companies Act, 2013**

IN THE MATTER OF SCHEME OF ARRANGEMENT OF:

Srajan Capital Limited

CIN: U65910PB2013PLC050993
Registered Office: Vill. Tangori,
Mohali, Punjab 140601
PAN: AATCS9821M

.....Petitioner Company 1/ Transferor Company

Career Point Limited

CIN: L80100PB2000PLC054497
Registered Office: Vill. Tangori,
Mohali, Punjab 140601
PAN: AABCC4963A

.....Petitioner Company 2/ Demerged Company

Career Point Edutech Limited

CIN: U80302PB2006PLC059674
Registered Office: Vill. Tangori, Banur, Mohali,
Karala, Rajpura, Patiala,
Punjab 140601
PAN: AADCC1956H

.....Petitioner Company 3/ Resulting Company

Order delivered on: 23.09.2024

**Coram: Hon'ble Mr. Harnam Singh Thakur, Member (Judicial)
Hon'ble Mr. Subrata Kumar Dash, Member(Technical)**

Present: -

For the Petitioner Companies : Mr. Dhritiman Bhattacharyya, Advocate

For the Income Tax Department : Mr. Yogesh Putney, Senior Standing Counsel

For the Regional Director / ROC: Mr. Vineet Khatri, Company Prosecutor

For the Official Liquidator : Mr. Edward Augustine George, Advocate

Per: Harnam Singh Thakur, Member (Judicial)

Subrata Kumar Dash, Member (Technical)

ORDER

This is a joint second motion petition filed by Petitioner Companies namely; **Srajan Capital Limited** (Transferor Company/ Petitioner Company 1), **Career Point Limited** (Transferee Company/ Petitioner Company 2/ Demerged Company), and **Career Point Edutech Limited** (Petitioner Company 3/ Resulting Company) under Section 230-232 of Companies Act. 2013 (the Act) and other applicable provisions of the Act read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016 (the Rules); seeking sanction of the Composite Scheme of Arrangement ("Scheme") between the Petitioner Companies while also seeking appropriate directions from this Tribunal interalia under section 230-232 of the Companies Act 2013.

2. The Petitioner Companies have prayed for sanctioning of the Scheme of Arrangement between the respective companies. The said Scheme is attached as Annexure -A to the petition.

3. The Petitioner Companies had filed their first motion application bearing CA (CAA) No.57/CHD/PB/2023 before this Tribunal for seeking directions for dispensing with the requirement for convening the meeting of the Equity Shareholders of Applicant Company 1 & 3, Preference Shareholder of Applicant Company 1, Secured and Unsecured Creditors of the Applicant Companies and also convene the meetings of Equity Shareholders of Applicant Company 2.





Accordingly, the First motion application was disposed of vide order dated 04.01.2024, with directions to dispense with meeting of the Equity Shareholders of Applicant Company 1, 2 & 3, Preference Shareholder of Applicant Company 1, Secured and Unsecured Creditors of the Applicant Companies for the reasons mentioned in the aforesaid orders.

4. The main objects, date of incorporation, authorized and paid-up share capital, and the rationale of the Scheme had been discussed in detail in the order dated 04.01.2024.

5. In the second motion proceedings, certain directions were issued by this Tribunal vide order dated 21.03.2024 and an affidavit for the compliance of the order was filed by Diary No. 00754/01 dated 01.05.2024. The notice of hearing was published in "Business Standard" (English) and "Business Standard" (Hindi), both in Delhi NCR editions, on 08.04.2024. The original copies of the newspapers are attached as Annexure B of the aforesaid affidavit. It has also stated in the affidavit that copies of notices were served upon the (a) Central Government through the Regional Director, Northern Region, Ministry of Corporate Affairs, New Delhi (b) Registrar of Companies, Chandigarh (c) Official Liquidator (d) National Stock Exchange (NSE) (e) Bombay Stock Exchange (BSE) (f) Securities Exchange Board of India (SEBI) (g) Reserve Bank of India (RBI) (h) Jurisdictional Income Tax Authorities. A copy of the notices along with original dispatch/acknowledgment receipt are attached as Annexure-A of the aforesaid affidavit.

6. It is also deposed by the authorised signatories of the petitioner companies with an affidavit filed vide Dairy No. 00754/04 dated 16.05.2024 that no objections



to the Scheme of arrangement have been received by the Petitioner Companies from any person till date.

7. In response to the above-mentioned notices which have been sent to regulators and the statutory authorities, they have furnished their replies.

7.1 Registrar of Companies (RoC)/Regional Director (RD)

7.1.1. The Regional Director (hereinafter referred to as “RD”) has filed its report along with the report of the Registrar of Companies (hereinafter referred to as “RoC”) vide Diary No 00754/3 dated 24.05.2024. The ROC in its report has given the following points:

- i. The present Authorized Share Capital of Transferor Company/ Petitioner Company 1 is Rs. 8,85,50,000/- (Divided into 80,00,000 Equity Shares of Rs.10/-each and 8,55,000 Preference Shares of Rs.10/- each). Present issued, subscribed & Paid-up Capital of the company is Rs 7,08,20,000/- (Divided into 62,27,000 Equity Shares of Rs. 10/-each and 8,55,000 Preference Shares of Rs.10/- each) on 31.03.2023 as per record available on the MCA Portal of the company which is same as per Para 3(a) of Part-I of the Scheme.*
- ii. The present Authorized Share Capital of Transferee Company/ Demerged Company/ Petitioner Company 2 is Rs. 25,00,00,000/-(Divided into 2,50,00,000 Equity Shares of Rs. 10/-each). Present issued, subscribed & Paid-up Capital of the company is Rs 18,19,29,390/-(Divided into 1,81,92,939 Equity Shares of Rs.10/-each) on 31.03.2023 as per record available on the MCA Portal of the company which is same as per Para 3(b) of Part-I of the Scheme.*
- iii. The present Authorized Share Capital of Transferee Company/ Petitioner Company 3 is Rs. 5,00,00,000/- (Divided into 50,00,000 Equity Shares of Rs. 10/-each). Present issued, subscribed & Paid-up Capital of the company is Rs.57,89,470/- (Divided into 5,78,947 Equity Shares of Rs.10/-each) on 31.03.2023 as per*

record available on the MCA Portal of the company which is same as per Para 3(c) of Part-1 of the Scheme.

- iv. As per record available on the MCA Portal Transferor Company/Petitioner Company 1, Transferee Company/ Demerged Company/ Petitioner Company 2 and Transferor Company/ Petitioner Company 3 have filed their statutory Financial Statement and Annual Return up to the Financial Year ending on 31.03.2023.*
- v. The Main objects of the transferor Company and Transferee Company are similar, however, the main objects of Demerged Company and Resulting Company are different.*
- vi. As per order dated 04.01.2024/21.03.2024 of the Hon'ble NCLT Chandigarh, the meetings of Equity Shareholders of applicant company 1 & 3, Preference Shareholders of applicant company 1 and Secured and Unsecured Creditors of all applicant companies were dispensed with. The meeting of the Equity Shareholder of applicant company 2 was convened on 17.02.2024 and the Chairperson, Alternate Chairperson and Scrutinizer were also appointed, and they have filed their report on 17.02.2024/23.02.2024. As per Chairperson's Report, the resolution approving the scheme has been approved and passed by 99.99% in case of the Equity Shareholders of Applicant Company No.2.*
- vii. The Transferor Company/ Petitioner Company No.1 is a NBFC registered under the provisions of RBI Act, 1934.*
- viii. "Appointed Date" means 1st April, 2023 or such other date as may be approved by the Hon'ble NCLT.*
- ix. CPL will become NBFC Company post effectiveness of Scheme & CPL is in the process of applying for NBFC registration with Reserve Bank of India.*
- x. Prima facie there is no violation under Section 383A/203 of the Companies Act, 1956/2013, as per record available with this office. Prima facie there is no violation under section 295, 297, 299 & 301 of Companies Act, 1956 (Section 184, 185, 188 and 189 of Companies Act, 2013) as per available record of this office.*

7.1.2. The response has been filed by the Petitioner Companies vide Diary No. 00754/04 dated 16.05.2024 wherein it is stated that since no adverse observations/remarks have been made, the same needs no reply.



7.1.3. Further, vide order dated 14.08.2024, it is observed that the Ld. Company Prosecutor appeared on behalf of RD/ROC submitted that the response to the report has been perused and there is no adverse observation against the scheme.

7.1.4. Thus, the RD/ROC has made no adverse observation with regard to the proposed Composite Scheme of Arrangement.

7.2 Official Liquidator

7.2.1. The Official Liquidator has filed his report vide Diary No. 00754/2 dated 10.05.2024 in respect of Petitioner Companies. The Official Liquidator in its report has reproduced the information on the incorporation of the Petitioner Companies, their capital structure, financial highlights, shareholding, etc. The Official Liquidator has also reproduced the extracts of Reports of the Statutory Auditors of the Petitioner Companies on the Financial Statements.

7.2.2. The response has been filed by the Petitioner Companies vide Diary No. 00754/04 dated 16.05.2024 wherein it is submitted as under:-

- a) *“As per the Auditors Report of Transferee/ Demerged Company i.e. Career Point Limited as at 31.03.2023 the Auditors have pointed out the Comoany has granted loans which are repayable on demand or without specifying any terms or period repayment details.*
- b) *There are no dues in respect of income tax, sales tax, VAT, service tax, GST, custom duty, excise duty and other material statutory dues that have not been deposited with appropriate authorities. However, certain dues in respect of sales tax and income tax that have not been deposited with the appropriate authorities on account of any dispute pending before the Rajasthan High Court, CESTAT and Commissioner, Income Tax Appeals.*

With regard to the observation in para 3(a) above, I state that the observation of the Official Liquidator is factual in nature and the Official Liquidator has merely extracted the table in the Auditor's Report at page 243 of the Company Petition. Loans and Advances by a company is governed under section 185 and 186 of the Companies Act 2013. The said loan relates to loan given by Petitioner Company 2



to Petitioner Company 1, which is its wholly owned subsidiary. Hence, section 185 is not applicable in terms of sub-section 3(b) of section 185. Section 186 provides that a company may give loans at an interest rate not lower than that as applicable to Government Security and particulars the loan has to be disclosed in the financial statement in this regard attention is drawn to the Audit Report at page 277 the Company Petition wherein the auditor has observed- under.

"50(a) Company has given a loan 27,153.46 Lakhs Previous Year Rs. 25104.53 Lakhs) and balance outstanding at the year end is 17523.74 Lakhs (Previous Year 14,068.50 Lakhs) at the rate of 10.05% per annum to M/s. Srajan Capital Limited ("SCL"), a wholly owned NBFC Subsidiary for Business activity. The interest has been charged at the rate not less than Bank rate declared by Reserve Bank of India (RBI). Furthermore Management is also of the opinion that the given loan is in compliance of Section 185 and section 186 of Companies Act 2013..."

Thus, the loan given is in compliance with applicable provisions.

With regard to sales tax and income tax that having been deposited on account of disputes pending before the Rajasthan High Court, CESTAT and Commissioner, Income Tax Appeals, it is stated that the observation is qua the Petitioner Company 2, which will be in existence (Petitioner Company 1 is to be dissolved) post sanction of Scheme and based on the outcome of the pending tax litigations, the same will be discharged. The Petitioner Company 2 is a listed entity and is profitable and has requisite wherewithal's to discharge any of its liabilities".

7.2.3. Further, vide order dated 14.08.2024, it is observed that the Ld. counsel for Official Liquidator stated that he has no objection to the scheme.

7.2.4. Thus, the Official Liquidator has made no adverse observation with regard to the proposed Composite Scheme of Arrangement.

7.3 Income Tax Department

7.3.1 The Income Tax Department reports were received by post and registered vide Diary Nos. 649 dated 06.02.2024 and 662 Dated 13/02/2024 for the Petitioner Companies. The reports were also filed vide Diary No. 00754/5 dated 17.05.2024 for the petitioner companies wherein it is submitted as under:

The details reply of the same are hereunder in respect of outstanding demand :-

S. No	Name	A.Y.	Section	Demand	Reply of the assessee company as under:-
1.	Career Point Ltd.	2023-24	143(1)	77320	The assessee company has been identified discrepancy in the processing of ITR u/s 143(1) of the I.T. Act. The issue specifically relates to the calculation of capital gains, where the cost of improvement has not been considered during the ITR processing by the CPC, despite being accurately reported in original ITR.
		2018-19	154	368080	The assessee company has filed rectification application and stated that discrepancy was found in rectification order in which incorrectly shows as additional tax demand. The above mistake was found apparent from a record which is being rectified by this office.
		2018-19	154	7031710	The assessee company has been identified discrepancy as incorrect figures of business income taken by the FAO in computation sheet. Further, the demand was reduced by passing an rectification order u/s 154 of the I.T. Act on 22.08.2023.
		2017-18	143(3)	1125840	In this case, appeal of the assessee is pending before CIT(A). The assessee has already paid 20% of the outstanding demand .Hence the stay order has been given the balance demand up to the decision of 1st appeal vide his order dated 01.03.2020.
2.	Srajan Capital Ltd.	2023-24	143(1)	1301600	The assessee company has stated that TDS amount of Rs.1138843 was pertained to A.Y.2021-22 which was claimed in A.Y.2023-24. Therefore, demand of Rs.1301600/- was raised. The assessee company stated that loan of customer i.e. Proseed Foudation was declared as NPA. As a result, in AY 2021-22, the assessee company reversed the interest debited on the NPA account but not received in that assessment year. Despite this, TDS has been reflected in form No.26AS. Hence, they are not liable to pay any tax for this matter, as the TDS had already been disallowed by the department in AY 2021-22 and was subsequently claimed in AY 2023-24.

Besides above, Director of the assessee company i.e. Career Point Limited submitted undertaking and stated that "1. All the ongoing income tax proceedings/ demands of whatsoever nature under the IT Act against the Demerged Undertaking of Career Point Limited ("Demerged Company") shall be transferred and continued against the Career Point Edutech Limited ("Resulting Company") in the same manner post effectiveness of the Scheme
2. That Career Point Edutech Limited will continue to exist post effectiveness of the Scheme and hence will be obligated to discharge their respective tax liabilities/ demands in accordance with the applicable provisions of the IT Act.



3. That the Scheme is without prejudice to the rights of the Income Tax Department and the Income Tax Department is free to proceed against Career Point Edutech Limited for all tax proceedings in accordance with the applicable provisions of the IT Act.

4. That there are no carry forward business losses and unabsorbed depreciation under the IT Act as per Income Tax Return filed by Career Point Limited for AY 2023-24. However, losses, if any, under the IT Act are transferred by Career Point Limited to Career Point Edutech Limited pursuant to the Scheme in accordance with the compliance of applicable provisions of section 72A of the IT Act along with Rule 9C of the Income Tax Rules, 1962 and any Income Tax liability arises in future under the IT Act then the same will be brought to the notice of the Income Tax Department and due tax will be paid by Career Point Edutech Limited in accordance with the applicable provisions of the IT Act.

Besides above, Director of the assessee company, Pramod Kumar Maheshwari in respect of Srajan Capital Limited also submitted undertaking and stated that

I, Pramod Kumar Maheshwari, son of Shri Gulab Chand Maheshwari, aged 53 years, Director of Career Point Ltd., residing at 112-B, Shakti Nagar, Kota, Rajasthan, India 324009, do hereby solemnly affirm and state as under:

1. That all the ongoing income tax proceedings/ demands of whatsoever nature under the Income Tax Act, 1961 ("IT Act") against Srajan Capital Limited ("Transferor Company") shall be transferred and continued against the Career Point Limited ("Transferee Company") in the same manner post effectiveness of the Scheme.

2. That Career Point Limited will continue to exist post effectiveness of the Scheme and hence will be obligated to discharge their respective tax liabilities/ demands in accordance with the applicable provisions of the IT Act.

3. That the Scheme is without prejudice to the rights of the Income Tax Department and the Income Tax Department is free to proceed against Career Point Limited for all tax proceedings in accordance with the applicable provisions of the IT Act.

4. That there are no carry forward business losses and unabsorbed depreciation under the IT Act as per Income Tax Return filed by Srajan Capital Limited for AY 2023-24. However, losses, if any, under the IT Act are transferred by Srajan Capital Limited to Career Point Limited pursuant to the Scheme in accordance with the compliance of applicable provisions of section 72A of the IT Act along with Rule 9C of the Income Tax Rules, 1962 and any Income Tax liability arises in future under the IT Act then the same will be brought to the notice of the Income Tax Department and due tax will be paid by Career Point Limited in accordance with the applicable provisions of the IT Act.

Further, the assessee company submitted copy of affidavit from creditors thereon mentioned that they accorded consent to the Scheme and that they have no objection to the Scheme or any modification that may be made therein by the Board of Directors of the companies involved in the Scheme or the National Company Law Tribunal at Chandigarh or such other competent authority, whilst sanctioning the Scheme for the purposes of the applicable provisions of the Companies Act 2013 or other applicable laws in force.

In the case of M/s. Career Point Edutech Limited, the assessee company has filed return for A.Y. 2023-24, the details creditors and shareholders are as under :-

Shareholders information:-

S.No.	Name of shareholders	Percentage of Shares held	PAN of Shareholders
1.	Career Point Limited, 112, Shakti Nagar, Kota(Rajasthan)	100	AABCC4963A

Carry forward losses :-

S.No.	A.Y.	BFBL	Set off during the F.Y. 2022-23	Carry forward losses
1.	2015-16	2,25,88,303	-	-
2.	2016-17	5,92,71,694	-	-
3.	2017-18	2,02,69,969	-	-
4.	2018-19	1,57,17,589	-	-
5.	2019-20	37,94,604	-	-
	Total	12,16,42,159	2,38,40,107	9,78,02,052

Outstanding Demand

S.No.	Name and PAN of the Assessee	A.Y.	Outstanding Demand
1.	Career Point Edutech Limited (PAN:AADCC1956H)	---	---

Besides above, Director of the assessee company ,Pramod Kumar Maheshwari in respect of **Career Point Edutech Limited** submitted undertaking and stated that....

I, Pramod Kumar Maheshwari, son of Shri Gulab Chand Maheshwari, aged 53 years, Director of Career Point Edutech ltd., residing at 112-B, Shakti nagar, Kota, Rajasthan, India 324009, do hereby solemnly affirm and state as under :-

- That all the ongoing income tax proceedings/demands of whatsoever nature under the IT Act against the Demerged Undertaking of Career Point Limited*

“Demerged Company”) shall be transferred and continued against the Career Point Edutech Limited (“Resulting Company”) in the same manner post effectiveness of the Scheme.

2. That Career Point Edutech Limited will continue to exist post effectiveness of the Scheme and hence will be obligated to discharge their respective tax liabilities/demands in accordance with the applicable provisions of the IT Act.
3. That the Scheme is without prejudice to the rights of the Income Tax Department and the Income Tax Department is free to proceed against Career Point Edutech Limited for all tax proceedings in accordance with the applicable provisions of the IT Act.
4. That there are no carry forward business losses and unabsorbed depreciation under the IT Act as per Income Tax Return filed by Career Point Limited for AY 2023-24. However, losses, if any, under the IT Act are transferred by Career Point Limited to Career Point Edutech Limited pursuant to the Scheme in accordance with the compliance of applicable provisions of section 72A of the IT Act along with Rule 9C of the Income Tax Rules, 1962 and any Income Tax liability arises in future under the IT Act then the same will be brought to the notice of the Income Tax Department and due tax will be paid by Career Point Edutech Limited in accordance with the applicable provisions of the IT Act.

In view of above facts, it is submitted that Income Tax Department has no any objection for sanction of Composite Scheme of Arrangement between the M/s. Srajan Capital Limited (Applicant Company No. 1/ Transferor Company), M/s. Career Point Limited (Applicant Company No. 2/ Demerged Company) and M/s. Career Point Edutech Limited (Applicant Company No. 3/ Resulting Company) before the Hon’ble National Company Law Tribunal, Chandigarh Bench, Chandigarh and Hon’ble NCLT secures the interest of the revenue to the extent that the assessee company i.e. M/s. Career Point Edutech Limited will be liable to pay income tax as and when demand accrues .

7.3.2. The response has been filed by the Petitioner Companies vide Diary No. 00754/7 dated 21.08.2024 wherein it is submitted as under:-

“The Income Tax department has filed its reports dated 07.05.2024 (qua the Transferor Company and Demerged Company) and 16.05.2024 (qua the resulting company) wherein it has clearly mentioned that Income Tax Department has no objection in the sanctioning of the Scheme provided that and while sanctioning the Scheme the interest of the revenue is secured to the extent that the entities will be liable to pay income tax as and when demand accrues.

Undertaking to defray Income Tax Liabilities

To defray any concern of the revenue authorities, on behalf of the Petitioner Companies, I furnish the following undertaking:

UNDERTAKING:

- a. I undertake that on sanctioning of the Scheme, the Petitioner Company 2 will take over and defray all liabilities, including tax liabilities, of the Petitioner Company 1 and the Tax Authorities will be entitled to proceed against the Petitioner Company 2 qua any liability



which it would have fastened on to the Petitioner Company 1 even prior to the sanctioning of the Scheme, and that, which may arise on account of the Scheme being sanctioned. However, this Hon'ble Tribunal may be pleased to keep open the rights and contentions of the Petitioner Company 2 as available under law in relation to the demand of the Tax Department, if any, so that any Order of this Hon'ble Tribunal is not construed as concluding or putting seal over such proceedings by the Tax Department.

b. I, on behalf of the Petitioner Company 3/Resulting Company, I state that the Resulting Company shall defray all tax liabilities of the Resulting Company and the Demerged Undertaking in accordance with law irrespective of sanction of the Scheme and the sanction of the Scheme shall not defeat the right of the Income Tax Department to take appropriate recourse for recovering the existing or previous liability of the Resulting Company or the Demerged Undertaking and the Resulting Company shall not raise any issue regarding maintainability of the said proceeding in respect of the assets forming part of the Demerged Undertaking sought to be transferred under the Scheme and the same shall be binding on the Resulting Company."

7.3.3. Thus, there is no adverse observation from the Income Tax Department with regard to the proposed Composite Scheme of Arrangement.

7.4. Reserve Bank of India

7.4.1 The Reserve Bank of India has filed its report via post which was registered vide Diary No. 101 dated 15.05.2024 for the Petitioner Companies wherein it is submitted as under:

"We are in receipt of a notice dated April 04, 2024 from the Petitioner Companies namely Srajan Capital Limited, Career Point Ltd. and Career Point Edutech Ltd., in pursuance of Foreign Exchange Management (Cross Border Merger) Regulations, 2018 and Section 230 to 232 and 234 of the Companies Act, 2013 in the captioned matter.

We submit that it is the duty of the companies undergoing compromise/ arrangement/ amalgamation to comply with the requirements of various laws including the rules, regulations and guidelines prescribed by RBI, viz., the companies may have to comply with the Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder. It is also submitted that as a regulator it will not be ethical on the part of RBI to vet individual cases, as it will preclude it from taking action on contraventions, if any, committed by such companies".



7.4.2. The response has been filed by the Petitioner Companies vide Diary No. 00754/7 dated 21.08.2024 wherein it is submitted that the companies does not have any foreign direct investment or external commercial borrowings, hence the question of compliance of FEMA does not arise. In any event, the Petitioner Companies undertakes to comply with FEMA and the regulations framed thereunder, to the extent the same is applicable to them.

7.4.3. Thus, there is no adverse observation from the Reserve Bank of India report with regard to the proposed Composite Scheme of Arrangement.

7.5. National Stock Exchange (NSE) and Bombay Stock Exchange (BSE)

7.5.1. During the course of the hearing, it is recorded vide order dated 30.08.2024 that, as per the affidavit, the NSE and BSE have been served through the prescribed mode of service and the Ld. Counsel has appended the screenshot of no response having been received.

8. The certificate of the Statutory Auditor with respect to the Scheme between Petitioner-Companies to the effect that the accounting treatment proposed in the Scheme is in compliance with applicable Indian Accounting Standards (Ind AS) as specified in Section 133 of the Act, read with rules thereunder and other Generally Accepted Accounting Principles was filed as Annexure-I of the petition.

9. We have heard the learned Counsel for petitioner companies and learned Senior Standing Counsel for the Income Tax Department as well as Company Prosecutor for the Regional Director and perused the record carefully.

10. In the context of the above discussion, the Scheme contemplated between the petitioner companies appears to be prima facie in compliance with all the requirements stipulated under the relevant Sections of the Companies Act, 2013.



In the absence of any objections before us and since all the requisite statutory compliances have been fulfilled, this Tribunal sanctions the Composite Scheme of Arrangement appended as Annexure-“A” with the company petition.

11. Notwithstanding the submission that no investigation is pending against the petitioner companies, if there is any deficiency found or, violation committed qua any enactment, statutory rule or regulation, the sanction granted by this Tribunal will not come in the way of action being taken, albeit, in accordance with law, against the concerned persons, directors and officials of the petitioners.

12. While approving the scheme as above, it is clarified that this order should not be construed as an order in any way granting exemption from payment of stamp duty, taxes or any other charges, if any, payment is due or required in accordance with law or in respect to any permission/compliance with any other requirement which may be specifically required under any law.

THIS TRIBUNAL DO FURTHER ORDER:

- i) That all the property, rights and powers of the Demerged Company pertaining to the Demerged Business be transferred, without further act or deed, to the Resulting Company and accordingly, the same shall pursuant to Sections 230 & 232 of the Act, be transferred to and vested in the Resulting Company for all the estate and interest of the Demerged Company pertaining to the Demerged Business but subject nevertheless to all charges now affecting the same; and
- ii) That all the liabilities and duties of the Demerged Company pertaining to the Demerged Business be transferred, without further act or deed, to the Resulting Company and accordingly the same shall pursuant to Sections



230 to 232 of the Act, be transferred to and become the liabilities and duties of the Resulting Company;

- iii) That all benefits, entitlements, incentives and concessions under incentive schemes and policies that the Demerged Company pertaining to the Demerged Business are entitled to include under Customs, Excise, Service Tax, VAT, Sales Tax, GST and Entry Tax and Income Tax laws, subsidy receivables from Government, grant from any governmental authorities, direct tax benefit/exemptions/deductions, shall, to the extent statutorily available and along with associated obligations, stand transferred to and be available to the Resulting Company as if the Resulting Company was originally entitled to all such benefits, entitlements, incentives and concessions;
- iv) That all contracts of the Demerged Company pertaining to the Demerged Business which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Resulting Company and be in full force and effect in favour of the Resulting Company and may be enforced by or against it as fully and effectually as if, instead of the Demerged Company pertaining to the Demerged Business, the Resulting Company had been a party or beneficiary or obliged thereto;
- v) That all the employees of the Demerged Company pertaining to the Demerged Business shall be deemed to have become the employees and the staff of the Resulting Company with effect from the Appointed Date, and shall stand transferred to the Resulting Company without any interruption of service and on the terms and conditions no less favourable than those on which they are engaged by the Demerged Company



pertaining to the Demerged Business, as on the Effective Date, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans and any other retirement benefits;

- vi) That the Appointed Date for the Scheme shall be 01.04.2023, as specified in the scheme.
- vii) That the proceedings, if any, now pending by or against the Demerged Company pertaining to the Demerged Business be continued by or against the Resulting Company;
- viii) That the Resulting Company shall, without further application, allot to the existing members of the Demerged Company shares of the Resulting Company to which they are entitled under the said Scheme;
- ix) That the fee, if any, paid by the Demerged Company pertaining to the Demerged Business on their authorized capital shall be set off against any fees payable by the Resulting Company on its authorized capital subsequent to the sanction of the 'Scheme';
- x) That the carry forward and set off of accumulated losses in the Petitioner Company, if any, shall be subject to applicable provisions of Income Tax including Section 72A and Section 79 of the Income Tax Act, 1961;
- xi) That the assessment under the Income Tax Act will be in accordance with the provisions of the Section 170 (2A) of the Income Tax Act, 1961;
- xii) That the Resulting Company shall further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Resulting Company; after setting off the fees paid by the Demerged Company ;



xiii) That the Petitioner Companies shall, within 30 days after the date of receipt of this order, cause a certified copy of this order to be delivered to the concerned Registrar of Companies for registration and

xiv) That any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

13. As per the aforesaid directions, Form No. CAA-7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, formal order be issued to the petitioners to the filing of the Schedule of Properties within three weeks from the date of receiving the certified copy of this order.

14. All the concerned Regulatory Authorities to act on a copy of this order annexed with the Scheme duly authenticated by the Registrar of this Bench.

15. The certified copy of this order, if applied for, be supplied to the parties, subject to compliance with all requisite formalities.

16. The Company Petition CP (CAA) No.9/CHD/PB/2024 is allowed and disposed of accordingly.

Sd/-
(Subrata Kumar Dash)
Member (Technical)

Sd/-
(Harnam Singh Thakur)
Member (Judicial)

September 23, 2024

Tamanna