

**February 3, 2023**

**To,**  
**The Manager,**  
**National Stock Exchange of India Ltd.**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra East, Mumbai-400051

**The Manager,**  
**BSE Limited**  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai – 400001

**Symbol: SATIN****Scrip Code: 539404**

**Sub: Approval of the Scheme of Amalgamation between two unlisted wholly owned subsidiaries of Satin Creditcare Network Limited (“Company”) by Hon’ble National Company Law Tribunal (“NCLT”), Chandigarh Bench.**

Dear Sir/Madam,

In continuation to our intimation dated August 3, 2021 and in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we wish to inform you that the Hon’ble NCLT, Chandigarh Bench has approved the Scheme of Amalgamation of Taraashna Financial Services Limited (“**Transferor Company**”) with Satin Finserv Limited (“**Transferee Company**”) under Sections 230 to 232 of the Companies Act, 2013 vide its order dated January 31, 2023 received to the Company today i.e. February 3, 2023.

You may further note that the Transferee Company shall continue to be the wholly-owned subsidiary of the Company.

The copy of the order of NCLT is enclosed herewith.

This is for your information and record.

Thanking You.

Yours faithfully,  
For **Satin Creditcare Network Limited**

(Vikas Gupta)  
Company Secretary & Compliance Officer

**Encl: a/a**

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

**CA No. 270/2022 and  
CP (CAA) No.42/Chd/Hry/2022  
(2nd Motion)**

**Under Sections 230 to 232 of  
the Companies Act, 2013 read  
with Rule 15 of the Companies  
(Compromise, Arrangements  
and Amalgamations) Rules, 2016**

**IN THE MATTER OF SCHEME OF AMALGAMATION OF:**

**Taraashna Financial Services Limited**

Having its Registered Office at  
3rd Floor, B-Wing, Plot No.492  
Udyog Vihar, Phase-III  
Gurugram, Haryana-122016

...Transferor Company No. 1/Petitioner Company No. 1

**AND**

**Satin Finserv Limited,**

having its Registered Office at  
4th Floor, B-Wing, Plot No.492  
Udyog Vihar, Phase-III  
Gurugram Haryana-122016.

...Transferee Company /Petitioner Company No. 2

**Order delivered on: 31.01.2023**

**Coram: HON'BLE MR. HARNAM SINGH THAKUR, MEMBER (JUDICIAL)  
HON'BLE MR. SUBRATA KUMAR DASH, MEMBER (TECHNICAL)**

**Present:**

For Petitioner Companies

1. Mr. Atul Sood, Advocate
2. Mr. Suman Kumar Jha, Advocate
3. Mr. S. Shiva, Advocate

For the Income Tax Department

1. Mr. Yogesh Putney, Advocate
2. Mr. Harveet Singh Sehgal, Advocate

**Per: Harnam Singh Thakur, Member (Judicial)**

**JUDGEMENT**

**CP (CAA) No.42/Chd/Hry/2022**

This is a joint second motion company petition filed by the Petitioner-Companies, namely, **Taraashna Financial Services Limited** (Transferor Company/ Petitioner Company No. 1) and **Satin Finserv Limited** (Transferee Company/ Petitioner Company No. 2) under Section 230-232 of the Companies Act, 2013 (the Act) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the Rules) in relation to the Scheme of Amalgamation between the Petitioner Companies.

2. The Petitioner Companies have prayed for sanctioning of the Scheme of Amalgamation between the respective companies. The said Scheme is attached as Annexure A-1 of the Second Motion Petition.

3. As per the Scheme of Arrangement, Taraashna Financial Services Limited (Transferor Company / Petitioner Company No. 1) will be amalgamated with Satin Finserv Limited (Transferee Company/ Petitioner Company No. 2).

4. The first motion application seeking directions for dispensing with the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Companies were filed before this Tribunal by CA (CAA) No. 5/Chd/Hry/2022 and based on such an application necessary directions were issued on 17.05.2022. As per the order dated 17.05.2022, the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of

Applicant Companies were dispensed with for the reasons recorded in the aforementioned order.

5. The main objects, date of incorporation, authorized and paid-up share capital and the rationale of the Scheme have been discussed in detail in the order dated 17.05.2022.

6. In the proceedings of the second motion petition, certain directions were issued by this Tribunal by order dated 08.07.2022 and the compliance affidavits were filed by Diary No. 01109//1 dated 28.09.2022. The notice of hearing was published by Petitioner Companies in "Financial Express" (English) and "Jansatta" (Hindi) both in Haryana Edition on 19.09.2022 and the original copies of the newspapers were attached as Annexure-2 of the aforesaid affidavits. It was also stated by the Petitioner Companies in the affidavits that the copies of the notices were served upon the (1) Central Government through the Regional Director (Northern Region), Ministry of Corporate Affairs; (2) The Concerned Registrar of Companies; (3) The Official Liquidator attached to Punjab and Haryana High Court; (4) the jurisdictional Income Tax Authorities and (5) Reserve Bank of India, by way of speed post. Original Postal Receipts along with tracking reports evidencing service of notices were also attached as Annexure-2 of the aforesaid affidavits.

7. It is observed that the petitioner companies have not received any complaint/objection against the proposed Scheme of Amalgamation from any person/party/stakeholders interested in the Scheme in any manner till date. The aforesaid affidavits have been filed by Diary No.01109/01 dated 28.09.2022.

8. In response to the abovementioned notices, the statutory authorities have furnished their responses.

**8.1 Regional Director (RD) / Registrar of Companies (RoC)**

8.1.1 The Regional Director has filed its report along with the report of the Registrar of Companies (RoC), vide Diary No.01109/4 dated 15.11.2022.

8.1.2 It is stated in the report of the Regional Director that the Registrar of Companies, Delhi in its report (Annexure A of R.D. Report) has made certain observations and on the basis of the same a letter dated 12.10.2022, has been issued by the Regional Director to the petitioner companies communicating the observations.

8.1.3 The petitioner Companies have replied to the Regional Director by letter dated 12.10.2022. In Para 12 of the report of the Regional Director, it is stated that the Transferee Company has taken measures in respect of prevention of cash frauds and they shall be liable for any liability arising out of such frauds and Reserve Bank of India has furnished No objection Certificate in respect of Petitioner Companies. Hence, the observations raised by the Registrar of Companies are clarified by the petitioner Companies.

8.1.4 The petitioner Companies have filed a clarification by Diary No.01109/6 dated 10.01.2023, wherein it has been submitted that the Valuation report Dated 03.08.2021 was submitted by Corporate Professional Valuation Services Private Limited [Registered Valuer]

(IBBI) (Registration No. IBBI/RV-E/02/2019/106)] (hereinafter referred to as “Registered Valuer”) recommending the Equity Share Exchange Ratio pursuant to the said Scheme of Amalgamation. Registered Valuer nor any of the current directors/former director of the Registered Valuer are/were connected or associated with the law firm viz. Corporate Professionals, Advisors and Advocates in any manner. It is further submitted that the Registered Valuer who furnished the valuation for the amalgamation of the Companies involved in the scheme are independent and impartial and their relation with the companies are at arm’s length. The aforesaid clarification has also been made by the Petitioner Companies to the Regional Director (Northern Region) by its letter dated 14.10.2022.

8.1.5 Thus, Regional Director (RD) / Registrar of Companies (RoC) reports have made no adverse observations with regard to the proposed Scheme of Amalgamation.

## **8.2 Income Tax Department**

8.2.1 The Income Tax Department filed its report by Diary No. 01109/5 dated 23.11.2022. It has been stated by the Income Tax Department that there are no demands outstanding and no proceedings pending in respect of the Petitioner Companies. The Income Tax Department has no objection in the proposed Scheme of Amalgamation.

8.2.2 On the perusal of the reports of the Income Tax Department, it is seen that the Income Tax Department has no objection in the proposed

Scheme of Amalgamation and there are no adverse observations made by the Department.

8.2.3 Thus, Income Tax Department's Report has made no adverse observations with regard to the proposed Scheme of Amalgamation.

### **8.3 Official Liquidator**

8.3.1 The Official Liquidator has filed his report vide Diary No.01109/2 dated 10.10.2022. 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.

8.3.2 Thus, the Official Liquidator's Report has made no adverse observations with regard to the proposed Scheme of Amalgamation.

9. The Petitioner Companies have also served notices to the Reserve Bank of India and the original postal receipts along with tracking report evidencing service of the notice has been attached as Annexure-1 of Diary No.01109/01 dated 28.09.2022. However, there is no reply from the concerned authority till date. The petitioner Companies have received No Objection Certificate dated 22.07.2022 by email in respect of the Proposed Scheme issued by the Reserve Bank of India. The said Certificate has been placed on record by the Petitioner Companies by Diary No. 01109/3 dated 12.10.2022. Keeping in view, the No Objection Certificate issued by the Reserve Bank of India, no adverse observations are made in respect of the Petitioner Companies.

10. The certificate of the Statutory Auditors with respect to the Scheme between Petitioner Companies to the effect that the accounting treatment proposed in the Scheme is in compliance with applicable Accounting Standards as specified in Section 133 of the Act and is annexed as Annexures-P/9 of the petition.

11. We have heard the learned counsel for Petitioner Companies and learned counsel for the Income Tax Department and have perused the record carefully.

12. In the context of the above discussion, the proposed Scheme 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. As the observations from the Statutory Authorities have been duly addressed by the Petitioner Companies and since all the requisite statutory compliances have been fulfilled, this Tribunal sanctions the Scheme of Amalgamation attached as **Annexure-P/1** with the petition.

13. Notwithstanding the submission that no investigation is pending against the petitioner companies, if there is any deficiency found or, the 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 the law, against the concerned persons, directors and officials of the petitioners.

14. 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 Transferor Company be transferred, without further act or deed, to the Transferee Company and accordingly, the same shall pursuant to Sections 230 & 232 of the Companies Act, 2013, be transferred to and vested in the Transferee Company for all the estate and interest of the Transferee Company but subject nevertheless to all charges now affecting the same;
- ii. That all the liabilities and duties of the Transferor Company be transferred, without further act or deed, to the Transferee Company and accordingly the same shall pursuant to Sections 230 & 232 of the Companies Act, 2013, be transferred to and become the liabilities and duties of the Transferee Company;
- iii. All benefits, entitlements, incentives and concessions under incentive schemes and policies that the Transferor Company 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 Transferee Company as if the Transferee Company was originally entitled to all such benefits, entitlements, incentives and concessions;

- iv. All contracts of the Transferor Company which are subsisting or having effect immediately before the Effective Date, shall stand transferred to and vested in the Transferee Company and be in full force and effect in favour of the Transferee Company and may be enforced by or against it as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obliged thereto;
- v. All the employees of the Transferor Company shall be deemed to have become the employees and the staff of the Transferee Company with effect from the Appointed Date, and shall stand transferred to the Transferee Company without any interruption of service and on the terms and conditions no less favourable than those on which they are engaged by the Transferor Company, 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 01.04.2021 as specified in the Scheme;
- vii. That the proceedings, if any, now pending by or against the Transferor Company be continued by or against the Transferee Company;
- viii. That the Transferee Company shall, without further application, allot to the existing members of the Transferor Company shares of the Transferee Company to which they are entitled under the said Scheme;
- ix. That the fee, if any, paid by the Transferor Company on their authorized capital shall be set off against any fees payable by the Transferee

Company on its authorized capital subsequent to the sanction of the 'Scheme';

- x. That the assessment under the Income Tax Act will be in accordance with the provisions of Section 170 (2A) of the Income Tax Act, 1961;
- xi. That the Transferee Company shall file the revised memorandum and articles of association with the concerned Registrar of Companies and further make the requisite payments of the differential fee (if any) for the enhancement of authorized capital of the Transferee Company; after setting off the fees paid by the Transferor Company;
- xii. 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 on such certified copy being so delivered, the Transferor Company shall be dissolved without undergoing the process of winding up. The concerned Registrar of Companies shall place all documents relating to the Transferor Company registered with him on the file relating to the said Transferee Company, and the files relating to the Companies and Transferee Company shall be consolidated accordingly, as the case may be; and
- xiii. That any person interested shall be at liberty to apply to this Tribunal in the above matter for any directions that may be necessary.

15. As per the aforesaid directions, formal orders in Form No. CAA-7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 be

issued after the filing of the Schedule of Properties within three weeks from the date of receiving a certified copy of this order by the petitioners.

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

17. The Company Petition CP (CAA) No.42/Chd/Hry/2022 is allowed and disposed of accordingly.

**CA No. 270/2022**

18. The present application has been filed by the petitioner companies for the urgent hearing of the CP (CAA) No.42/Chd/Hry/2022 and to pass appropriate orders in the aforesaid company petition. In view of the order passed in CP (CAA) No.42/Chd/Hry/2022, the present application has rendered infructuous and disposed of accordingly

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

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

January 31, 2023  
PRF/SA