

IN THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH, COURT V

CP (CAA)/170/MB/2023

In the matter of Companies
Act, 2013

AND

In the matter of Section 230
to 232 of the Companies
Act, 2013 read with other
applicable provisions of the
Companies Act, 2013 and
Companies (Compromises,
Arrangements and
Amalgamation) Rules, 2016

AND

In the matter of Scheme of
Amalgamation and
Arrangement between TSR
Consultants Private
Limited, Universal Capital
Securities Private Limited
And S K D C Consultants
Limited With Link Intime
India Private Limited

TSR CONSULTANTS
PRIVATE LIMITED...

Transferor Company No. 1
/ Petitioner

UNIVERSAL CAPITAL
SECURITIES PRIVATE
LIMITED...

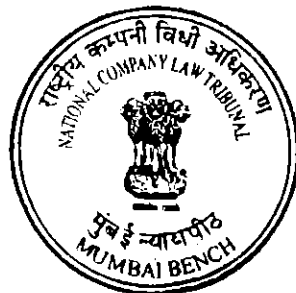
Transferor Company No. 2
/ Petitioner

S K D C CONSULTANTS
LIMITED...

Transferor Company No. 3
/ Petitioner

LINK INTIME INDIA
PRIVATE LIMITED...

Transferee Company /
Petitioner



Order Reserved on: 23.11.2023

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Order Pronounced on: 18.12.2023

CORAM

Hon'ble K. R. Saji Kumar, Member (Judicial)

Hon'ble Madhu Sinha, Member (Technical)

APPEARANCES

For The Petitioners:

PCS Ninad Sahasrabuddhe

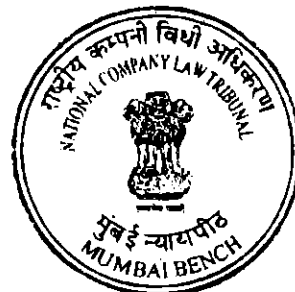
For The Regional Director:

Mr. Gaurav Jaiswal, Office
Of Regional Director (WR),
Mumbai

ORDER

Per: Madhu Sinha, Member (Technical)

1. Heard Learned PCS for the Petitioner Companies. No objector has come before this Tribunal to oppose the Scheme and nor have the Petitioner Companies controverted any averments made in the Petition to the said Scheme.
2. The sanction of this Tribunal is sought under Section 232 of the Companies Act, 2013 read with other applicable provisions of the Companies Act, 2013 and Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 for the scheme of Amalgamation and Arrangement between TSR CONSULTANTS PRIVATE LIMITED ("Transferor Company No. 1"), UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED ("Transferor Company No. 2"), S K D C CONSULTANTS LIMITED ("Transferor Company No. 3") with LINK INTIME INDIA PRIVATE LIMITED ("Transferee Company") and their respective shareholders.



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3. Learned Authorised Representative for the Petitioner Companies further submits that the Scheme has been approved by the Board of Directors of the Petitioner Companies respectively vide board resolutions dated 10th November 2021. The Appointed Date for the scheme is 1st July 2022.
4. The present Company Scheme Petition has been filed in consonance with the order of this Tribunal dated 18th January 2023 in CA(CAA) 32 of 2022.
5. Learned Authorised Representative for the Petitioner Companies further submits that the Transferor Company No. 1, Transferor Company No. 2 and Transferor Company No. 3 are wholly owned subsidiaries of the Transferee Company, and the entire share capital of the Transferor Companies is owned and controlled by the Transferee Company.
6. Learned PCS for the Petitioner Companies further submits that the Petitioner Companies are engaged in a similar business which is primarily to carry the business of Registrars and Share Transfer agents.
7. Learned PCS for the Petitioner Companies further submits that the management of the Petitioner Companies believe that amalgamation of Transferor Companies with the Transferee Company shall result in:
 - i. Consolidation of the business interests of the Transferor Companies and the Transferee Company by creating an integrated company, thereby achieving synergies. The combined resources of all three companies will enhance operational and financial capabilities of the Transferee Company.
 - ii. Enhancement in shareholders' value by achieving economies of scale and reduction in overheads, administrative, managerial and other expenditure, operational and organizational rationalization efficiency



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by pooling of managerial, technical, distribution and marketing skills, productivity gains, logistic advantages and optimal utilization of various other resources.

- iii. Facilitating Transferee Company to achieve greater integration and greater financial strength and flexibility, to maximize overall shareholder value and improve the competitive position of the combined entity.
 - iv. Strengthening, consolidating and stabilizing the business of these companies and facilitating further expansion and growth of their business. Streamlining ownership structure by reducing the number of legal entities, reducing the multiplicity of legal and regulatory compliances, rationalizing costs and better management of business.
8. Upon Scheme being effective, the Transferee Company will not be required to issue and allot any shares to the shareholders of the Transferor Companies, since the Transferor Companies are wholly owned subsidiaries of the Transferee Company and the entire issued, subscribed, and paid-up share capital of the Transferor Companies is held by the Transferee Company.
9. The Regional Director (WR), Ministry of Corporate Affairs, Mumbai has filed its Report dated 1st August 2023 making certain observations. The observations made by the Regional Director (WR), Ministry of Corporate Affairs, Mumbai and the clarifications / undertakings given by the Petitioner Companies are summarised as below:

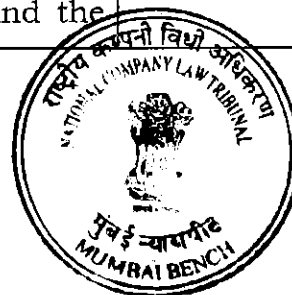


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Sr. No.	Observations by the Regional Director (WR)	Reply / Clarifications / Undertakings by the Petitioner Companies
a)	<p>In compliance of AS-14 (IND AS-103), the Petitioner Companies shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.</p>	<p>Petitioner Companies undertake to comply and pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standards such as AS-5 (IND AS-8) etc.</p>
b)	<p>As per Definition of the Scheme, "Appointed Date" for the purpose of this Scheme means 1st July 2022 or such other date as the Hon National Company Law Tribunal may direct; And</p> <p>"Effective Date" shall means the date as more particularly defined in clause 21 hereinafter;</p> <p>In this regard, it is submitted that Section 232 (6) of the Companies Act, 2013 states that the scheme under this section shall clearly indicate an appointed date from which if shall be effective and the</p>	<p>Petitioner Companies state to have complied with the requirements as clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs as it has identified a specific date (1st July 2022) as its appointed date and has also defined in detail the Effective Date in clause 21 of the Scheme. However, the Petitioner Companies undertake to comply with the specific directions of the</p>



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	<p>scheme shall be deemed to be effective from such date and not at a date subsequent to the appointed date. However, this aspect may be decided by the Hon'ble Tribunal taking into account its inherent powers.</p> <p>The Petitioners may be asked to comply with the requirements as clarified vide circular no. F. No. 7/12/2019/CL-I dated 21.08.2019 issued by the Ministry of Corporate Affairs.</p>	<p>Hon. NCLT in this regard, if any.</p>
<p>c)</p>	<p>Petitioner Company have to undertake to comply with section 232(3)(i) of Companies Act, 2013, where the transferor company is dissolved, the fee and stamp duty paid by the transferor company on its authorised capital shall be set-off against fees and stamp duty payable by the transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioners to undertake that the transferee company shall pay the difference of fees and stamp duty.</p>	<p>Petitioner Companies undertake to comply with section 232(3)(i) of Companies Act, 2013, where upon dissolution of the transferor companies, the fee and stamp duty paid by the transferor companies on its authorised capital will be set-off against fees and stamp duty payable by the transferee company on its authorised capital subsequent to the amalgamation and</p>



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		therefore, petitioner companies undertake that the transferee company will pay the difference of fees and stamp duty, if any.
d)	The Hon'ble Tribunal may kindly seek the undertaking that this Scheme is approved by the requisite majority of members and creditors as per Section 230(6) of the Act in meetings duly held in terms of Section 230(1) read with 7 subsection (3) to (5) of Section 230 of the Act and the Minutes thereof are duly placed before the Tribunal.	<p>The Transferor Companies are the wholly owned subsidiaries of the Transferee Company. In light of the consent given by the Transferee Company to the Transferor Companies, the Hon. NCLT was pleased to dispense off the meeting of the shareholders of the Transferor Companies.</p> <p>There are two shareholders in the Transferee Company namely M/s. Link Market Services Group Pty Limited holding 99.88% and Link Market Services Limited holding 0.12% of the total paid up share capital of the Transferee Company. In light of the consents given by the shareholders of the Transferee Company, the</p>

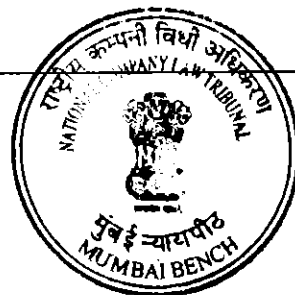


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		<p>Hon. NCLT was pleased to dispense off the meeting of the shareholders of the Transferee Company.</p> <p>There were no Secured Creditors in the books of accounts of the Petitioner Companies as on 31st October 2021. Further there were no unsecured creditors in the books of the Transferor Company No. 1 and Transferor Company No. 2 as on 31st October 2021. Therefore, the question of consent of the unsecured creditors does not arise.</p> <p>The Transferor Company No. 2 had 1 (one) unsecured creditor amounting to Rs. 7,577/- and Transferee Company had 4 (four) unsecured creditors amounting to Rs. 15,04,867.74/- as on 31st October 2021. In view of</p>
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		<p>receipt of consent of 100% of creditors in value, The Hon. NCLT was pleased to dispense off the meeting of unsecured creditors of the Transferor No. 2 and the Transferee Company.</p> <p>In light of the above, the undertaking as required by the Regional Director - Western Region is not required.</p>
e)	<p>The Petitioner Company states that the Transferee Company shall be in compliance with provisions of Section 2(1B) of the Income Tax Act, 1961. In this regards, the petitioner company shall ensure compliance of all the provisions of Income Tax Act and Rules thereunder;</p>	<p>Transferee Company undertakes that it will duly comply with provisions of Section 2(1B) of the Income Tax Act, 1961. In this regard, the petitioner company undertakes to comply with all the provisions of Income Tax Act and Rules thereunder;</p>
f)	<p>The Hon'ble Tribunal may kindly direct the Petitioner Companies to file an affidavit to the extent that the Scheme enclosed to the Company Application and the Company Petition are one and the same and</p>	<p>Petitioner Companies undertake to file an affidavit to the Hon'ble Tribunal to the extent that the Scheme enclosed to the Company Application and the</p>



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	there is no discrepancy, or no change is made.	Company Petition are one and the same and there is no discrepancy, or no change is made.
g)	The Petitioner Companies shall undertake to comply with the directions of the concerned sectorial Regulatory, if so required.	The Petitioner Companies undertakes to comply with the directions of the concerned sectorial Regulatory, if so required.
h)	As Applicant Companies are primarily engaged in the business of Registrars and Share Transfer agents hence Hon'ble Tribunal may kindly direct the Petitioner Companies to obtain NOC from SEBI.	As per SEBI Circular no. SEBI/HO/MIRSD/DOR/CI R/P/2021/46 dated March 26, 2021, the transferee shall obtain fresh registration from SEBI in the same capacity before the transfer of business if it is not registered with SEBI in the same capacity. Further, in case of change in control pursuant to both regulatory process and non-regulatory process, prior approval and fresh registration shall be obtained. However, Transferor Company No. 01, 02, 03 and Transferee company are engaged in the

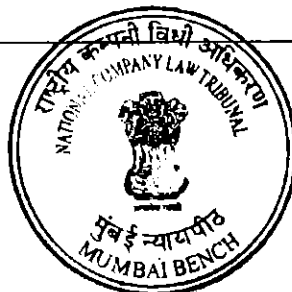


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	<p>same business of Registrars and Share Transfer agents. Hence, the said circular would not be applicable in case of the Petitioner Companies. Also, Petitioner companies have communicated to SEBI vide their letters dated 30th January, 2023 and Transferee Company vide email dated February 10, 2023 for representation to be made to Hon'ble Tribunal within the stated period of thirty days from the date of communication to SEBI and if no representation is received from SEBI within the prescribed time, it will be presumed that SEBI does not have any representation on the said matter of Scheme of Amalgamation and Arrangement.</p> <p>The Petitioner Companies further state that it has not</p>
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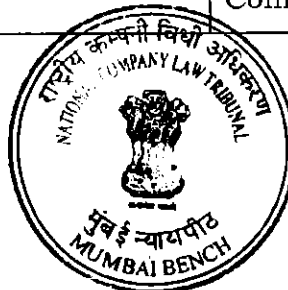


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		<p>received any communication from the SEBI in regards to the present Scheme.</p> <p>In light of the above, the requirement of NOC from SEBI is not required.</p>								
i)	The Hon'ble Tribunal may kindly direct the Petitioner Companies shall undertake to comply with the directions of Income tax department & GST Authority, if any	The Petitioner Companies undertake to comply with the directions of Income tax department & GST Authority, if any.								
j)	<p>It is observed from latest MGT-7 for the year ending 31,03.2022 filed by the Transferee Company that Transferee company has following corporate body shareholders having more than 10% shareholding, but form Ben-2 has not been filed:-</p> <table border="1" data-bbox="395 1541 933 1870"> <thead> <tr> <th>Name of the Company</th> <th>Name of the shareholder</th> <th>Perc enta ge of shar ehol ding</th> <th>Sta tus of Ben -2</th> </tr> </thead> <tbody> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>	Name of the Company	Name of the shareholder	Perc enta ge of shar ehol ding	Sta tus of Ben -2					<p>The provisions u/s. 90 of the Companies Act, 2013 r.w. with respect to Companies (Significant Beneficial Owners) Rules, 2018, are not applicable to Transferee company as there is no ultimate individual beneficial owner.</p> <p>In case of receipt of notice from Registrar of Companies for non-filing of form BEN-2, the Transferee Company undertakes to</p>
Name of the Company	Name of the shareholder	Perc enta ge of shar ehol ding	Sta tus of Ben -2							

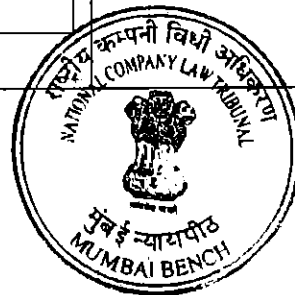


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UNIVERSAL CAPITAL SECURITIES PRIVATE LIMITED (Transfer or Company No. 2)	LINK INTIME INDIA PRIVATE LIMITED	99.9 9%	Not file d	reply to such notice suitably.
S K D C CONSULTANTS LIMITED (Transfer or Company No. 3)	LINK INTIME INDIA PRIVATE LIMITED	99.9 9%	Not file d	
LINK INTIME INDIA PRIVATE LIMITED (Transfer or Company)	LINK MARKET SERVICES GROUP PTY LIMITED	99.8 3%	Not file d	



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	<p>Therefore, Transferee company may be directed to clarify and comply with the same as required u/s. 90 of the Companies Act, 2013 r.w. companies (Significant Beneficial Owners) Rules, 2018.</p>	
k)	<p>That on examination of the report of the Registrar of Companies, Mumbai dated 03.05.2023 (Annexed as Annexure A-1) that the Petitioner Companies fall within the jurisdiction of ROC, Mumbai. Further, the petitioner companies have filed Financial Statements up to 31.03.2022, further observations in ROC report are as under:-</p> <p>i) That the ROC Mumbai in his report dated 03.05.2023 has stated that no Inquiry, inspection. investigation & prosecution is pending against the subject applicant companies.</p> <p>ii) Many Complaints are pending against Transferor Company 01, 02 and Transferee Company. (Copy enclosed as Annexure A-2).</p> <p>iii) Two (02) open charges there on the Transferee Company.</p>	<p>With respect to sub point (ii), that many Complaints are pending against Transferor Company 01, 02 and Transferee Company, kindly note that these complaints are routine investor related complaints in the ordinary course of business being in the business of Registrars and Share Transfer Agents.</p>

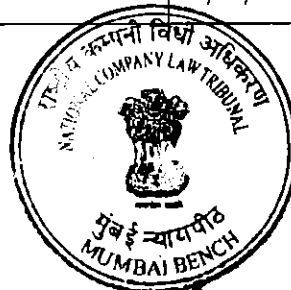


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<p>iv) Transferor Company No. 03 not filed e-Form MGT-14,</p> <p>v) Applicant Companies are primarily engaged in the business of Registrars and Share Transfer agents hence NOC from SEBI to be obtained.</p> <p>vi) As per the provisions of Section 230(3) (i) of the Companies Act, 2013, where the transferor company is dissolved, the fee, if any, paid by the transferor company on its authorized capital shall lie set-off against any fees payable by the Transferee company on its authorized capital subsequent to the amalgamation. Therefore, remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, must be paid by the transferee company on the increased authorized capital subsequent to the amalgamation.</p> <p>vii) Interest of the creditors should be protected.</p> <p>viii) May be decided on its merits.</p>	<p>With respect to sub point (iii) about Two (02) open charges there on the Transferee Company, charges were created by the Hongkong and Shanghai Banking Corporation Limited on 29.06.2022 and by Kotak Mahindra Bank Limited on 15.03.2018 for the business needs and are open as on date.</p> <p>With respect to sub-point (iv), Transferor Company No. 03 has filed e-Form MGT-14 for approving financial statement for the financial year ended on 31st March, 2022 vide SRN F27732338 on 06.10.2022.</p> <p>With respect to sub-point (v), as per SEBI Circular no. SEBI/HO/MIRSD/DOR/CI R/P/2021/46 dated March</p>
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		<p>26, 2021, the transferee shall obtain fresh registration from SEBI in the same capacity before the transfer of business if it is not registered with SEBI in the same capacity. Further, in case of change in control pursuant to both regulatory process and non-regulatory process, prior approval and fresh registration shall be obtained. However, Transferor Company No. 01, 02, 03 and Transferee company are engaged in the same business of Registrars and Share Transfer agents. Hence, the said circular would not be applicable in case of the Petitioner Companies. Also, Petitioner companies have communicated to SEBI vide letters dated 30th January, 2023 and Transferee Company vide email dated February 10, 2023 for</p>
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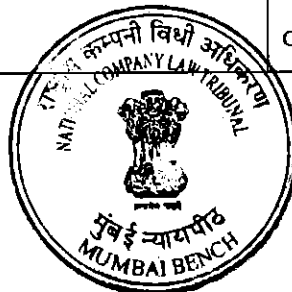


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	<p>representation to be made to Hon'ble Tribunal within the stated period of thirty days from the date of communication to SEBI and if no representation received from SEBI within the prescribed time limit, it will be presumed that SEBI does not have any representation on the said matter of Scheme of Amalgamation and Arrangement.</p> <p>The Petitioner Companies further state that it has not received any communication from the SEBI in regards to the present Scheme.</p> <p>With respect to sub-point (vi), we undertake that remaining fee, if any after setting-off the fees already paid by the transferor company on its authorized capital, will be paid by the</p>
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		<p>transferee company on the increased authorized capital subsequent to the amalgamation.</p> <p>With respect to sub-point (vii), we undertake that interest of the creditors, if any, will be protected.</p>
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10. Learned Authorised Representative for the Petitioner Companies further submits that the Petitioner Companies have submitted an affidavit containing shareholding structure of the Link Group, and the list of top 10 shareholders of M/s. Link Administration Holding Limited, substantiating non applicability of Form BEN – 2 to the Petitioner Companies, with an advance copy served on the office of Regional Director – Western Region.
11. Mr. Gaurav Jaiswal from the office of Regional Director (WR), Ministry of Corporate Affairs, Mumbai appeared on the date of hearing through VC and submits that the above explanations and clarifications given by the Petitioner Companies in rejoinder are satisfactory and they have no further objections to the Scheme.
12. The Official Liquidator, Ministry of Corporate Affairs, Mumbai has filed its report on 31st July 2023 in CP (CAA) NO. 170 OF 2023 in connection with CA (CAA) 32 of 2022, inter-alia stating therein that the affairs of the Transferor Companies have been conducted in a proper manner and not prejudicial to the interest of the shareholders of the Transferor Companies and that the Transferor Companies may be dissolved by this



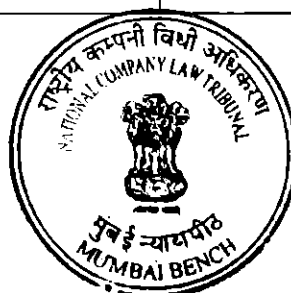
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Tribunal. The Official Liquidator has made a following one remark in its Report and the Reply of the Petitioner Companies is as below:

Sr. No.	Remark by the Official Liquidator	Reply of the Petitioner Companies
1	With reference to clause No. 15(a) of the scheme it is stated that such clauses overrides the provision of Companies Act, 2013 namely Section 232(3)(i) which inter-alia provides that, 'if a company is dissolved the fee paid by such company on its Authorised Capital shall be set off against any fees payable by the transferee company on its Authorised Capital. Accordingly, clause No. 15(a) may be modified.	Petitioner Companies undertake to comply with section 232(3)(i) of Companies Act, 2013, where upon dissolution of the transferor companies, the fee and stamp duty paid by the transferor companies on its authorised capital will be set-off against fees and stamp duty payable by the transferee company on its authorised capital subsequent to the amalgamation and therefore, petitioner companies undertake that the transferee company will pay the difference of fees and stamp duty, if any.



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13. The Petitioner Companies have duly filed an Affidavit verifying the service of notices as mentioned in the order of the Hon'ble NCLT, Mumbai Bench dated 18th January 2023 on 16th February 2023.
14. 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 considering that no objection has been received from any authority or creditors or members or any other stakeholders.
15. Since all the requisite statutory compliances have been fulfilled, C.P.(CAA)/170 (MB)/2023 is made absolute in terms of prayer in the Company Scheme Petition.
16. The Transferor Companies will be dissolved, without winding-up.
17. The Petitioner Companies are directed to file a certified copy of this Order along with a copy of the Scheme of Amalgamation and Arrangement with the concerned Registrar of Company, electronically in e-Form INC-28 within 30 days or an extended timeline with payment of additional fees, as may be applicable, from the date of receipt of the Order duly certified by the designated Registrar of this Tribunal. The Scheme will become effective on filing of the copy of this order with the concerned Registrar of Companies.
18. The Petitioner Companies shall lodge a copy of this Order along with the Scheme duly certified by the designated Registrar of this Tribunal, with the concerned Superintendent of Stamps for the purpose of adjudication of stamp duty payable, if any, within a period of 60 working days from the date of the receipt of the certified copy of the Order from the Registry of this Tribunal.



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19. All concerned regulatory authorities to act on a copy of this Order along with Scheme duly certified by the designated Registrar of this Tribunal.
20. Ordered accordingly.

SD/-

Madhu Sinha
Member (Technical)

SD/-

K.R. Saji Kumar
Member (Judicial)



Certified True Copy
Copy Issued "free of cost"
On 22/12/2023

R. S. Sankar
Deputy Registrar 22.12.2023
National Company Law Tribunal Mumbai Bench
(D.19504) 19/12/23