

**IN THE HIGH COURT OF JUDICATURE AT BOMBAY
ORDINARY ORIGINAL CIVIL JURISDICTION
COMPANY SCHEME PETITION NO. 679 OF 2014**

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 686 OF 2014

Global Processing Services Private Limited ...Petitioner Company /
First Transferor Company

AND

COMPANY SCHEME PETITION NO. 680 OF 2014

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 687 OF 2014

Samrat Shipping And Transport Systems
Private Limited ...Petitioner Company /
Second Transferor Company

AND

COMPANY SCHEME PETITION NO. 681 OF 2014

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 688 OF 2014

Seaworld Shipping Services Private Limited ...Petitioner Company /
Third Transferor Company

AND

COMPANY SCHEME PETITION NO. 682 OF 2014

CONNECTED WITH

COMPANY SUMMONS FOR DIRECTION NO. 689 OF 2014

Transindia Shipping & Logistics Private Limited ...Petitioner Company /
Transferee Company

In the matter of the Companies Act, 1956 (1
of 1956) (or re-enactment thereof upon
effectiveness of Companies Act, 2013);

AND

In the matter of Sections 391 to 394 of the Companies Act, 1956 (or any corresponding provision of Companies Act, 2013 as may be notified);

AND

In the matter of the Scheme of Amalgamation of

(1) Global Processing Services Private Limited (GPSPL) AND

(2) Samrat Shipping And Transport Systems Private Limited (SSTSPL) AND

(3) Seaworld Shipping Services Private Limited (SSSPL)

WITH

(4) Transindia Shipping & Logistics Private Limited (TSLPL) and their respective shareholders and creditors.

Called for Hearing

Ms. Shruti Kelji for the Petitioner

Smt. S. V. Bharucha with P. Khosala i/b. H. P. Chaturvedi for the Regional Director in all the Company Scheme Petitions.

Mr. S. Ramakantha, Official Liquidator in CSP No. 679 of 2014 to CSP No. 681 of 2014

Coram : S. J. Kathawalla, J.

Date : 16th January, 2015

P.C:-

1. Heard Advocate for the parties. No objectors have come before the Court to oppose the Scheme nor has any party controverted any averments made in the Petition.
2. The sanction of the Court is sought under Sections 391 to 394 of the Companies Act, 1956 to a Scheme of Amalgamation of Global Processing Services Private Limited (GPSPL) and Samrat Shipping and Transport Systems Private Limited (SSTSPL) and Seaworld Shipping Services Private Limited (SSSPL) with Transindia Shipping & Logistics Private Limited (TSLPL) and their respective shareholders and creditors.
3. Learned Advocate for the Petitioners state that the First Transferor Company is engaged in the business of all types and nature of services connected to Business Process Outsourcing and the Second Transferor Company is engaged in the business of acquire, sell, purchase, etc. multi modal transport operators and Third Transferor Company is engaged in the business of purchasing, hiring, etc. for multi modal transport operators and the Transferee Company is engaged in the business of purchasing, hiring, leasing, etc., of shipping and general agents.
4. The proposed scheme will have the benefit of consolidation of the business operations of the Transferor Companies and Transferee Company by way of amalgamation would lead to a more efficient utilization of resources and create a stronger base for future growth of the amalgamated entity and reduce administrative time and cost of managing multiple entities and greater efficiency in cash management of the amalgamated entity and unfettered access to cash-flow generated by the combined business which can be deployed more efficiently to fund growth opportunities and benefit of operational synergies to the combined entity and greater leverage in operations planning and process

optimization and cost savings are expected to flow from more focused operational efforts, rationalization and standardisation of administrative expenses, thereby making the Transferee Company a profitable entity.

5. The Petitioner Companies have approved the Scheme of Amalgamation by passing Board Resolutions which are annexed to the respective Company Scheme Petitions.
6. The Learned Advocate for the Petitioner further states that the Petitioner Companies have complied with all the directions passed in Company Summons for Directions and that the Company Scheme Petitions have been filed in consonance with the Order passed in Company Summons for Directions.
7. The Learned Advocate appearing on behalf of the Petitioner has stated that the Petitioner has complied with all requirements as per directions of this Court and they have filed necessary affidavits of compliance in the court. Moreover, the Petitioner Companies through their Counsel undertake to comply with all statutory requirements, if any, as required under the Companies Act, 1956 / 2013 and the Rules made thereunder. The said undertaking is accepted.
8. The Official Liquidator has filed his report on 2nd January, 2015 in Company Scheme Petition No. 679 of 2014 to 681 of 2014 stating therein that the affairs of the Transferor Companies has been conducted in a proper manner and that the Transferor Companies may be ordered to be dissolved.
9. The Regional Director has filed an Affidavit on 14th January, 2015 stating therein, save and except as stated in paragraph 6 (a) and (b) it appears that the Scheme is not prejudicial to the interest of the shareholders and public. The aforesaid paragraph 6 (a) and (b) reads as under :

6. *That the Deponent further submits that,*

(a) Clause 11.6 of the scheme provides for adjustment for differences in Accounting Policies between Transferor Company and Transferee Company. In this regard, it is submitted that in addition to the compliance of Accounting Standard-14, the Transferee Company shall pass such accounting entries which are necessary in connection with the scheme to comply with other applicable Accounting Standard such as AS-5 etc.

(b) Deponent further respectfully submitted that the Tax issue, if any, arising out of this scheme shall be subject to final decision of Income Tax Authority and approval of the scheme by Hon'ble High Court may not deter the Income Tax Authority to scrutinize the tax returns filed by the petitioner company independently and the decision of the Income Tax Authority is binding on the petitioner company.

10. As far as the observations made in paragraph 6(a) of the Affidavit of the Regional Director is concerned, the Petitioner Companies undertake that the Transferee Company shall pass such accounting entries as may be necessary in connection with the Scheme of Amalgamation to comply with any other applicable Accounting Standards.
11. As far as the observations made in paragraph 6(b) of the Affidavit of the Regional Director are concerned, the Petitioner Companies are bound to comply with all applicable provisions of the Income Tax Act, and all tax issues arising out of scheme will be met and answered in accordance with law.
12. The Learned Counsel for the Regional Director on instructions of Mr. M. Chandanamuthu, Joint Director (Legal) in the office of the Regional Director states that they are satisfied with the undertakings given by the

Petitioner Companies as regards para 6(a) and 6(b) are concerned. The said undertakings given by the Petitioner Companies are accepted.

13. 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.
14. Since all the requisite statutory compliances have been fulfilled, Company Scheme Petition Nos. 679 of 2014 to Company Scheme Petition No. 681 of 2014 is made absolute in terms of prayer clause (a), (b) and (d) and Company Scheme Petition No.682 of 2014 is made absolute in terms of prayer clause (a) and (c).
15. The Petitioner Companies are directed to file a copy of this order and the Scheme duly authenticated by the Company Registrar, High Court (O.S.), Bombay with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty payable, if any, on the same within 60 days from the date of the order.
16. The Petitioner Companies are further directed to file a copy of this order along with a copy of the Scheme with the concerned Registrar of Companies, electronically, along with E-Form INC 28 in addition to physical copies as per relevant provisions of the Companies Act, 1956/2013 whichever is applicable.
17. The Petitioner Companies to pay costs of Rs.10,000/- each to the Regional Director, Western Region, Mumbai in all the Company Scheme Petitions and to the Official Liquidator, High Court, Bombay in Company Scheme Petition No. 679 of 2014 to 681 of 2014. Costs to be paid within four weeks from the date of the Order.
18. Filing and issuance of the drawn up order is dispensed with.

19. All concerned regulatory authorities to act on a copy of this order along with Scheme duly authenticated by the Company Registrar, High Court, (O.S.), Bombay.

(S. J. Kathawalla, J.)