



**THE NATIONAL COMPANY LAW TRIBUNAL
MUMBAI BENCH, COURT – I**

C.A.(CAA)/101/MB-I/2025

*In the matter of
The Companies Act, 2013 (18 of 2013)
and
Section 232 r/w Section 230 of
The Companies Act, 2013 and other
applicable provisions of the Companies
Act, 2013
read with the Companies (Compromises,
Arrangements and Amalgamations) Rules,
2016;*

*In the matter of
Scheme of Arrangement with their respective
shareholders and creditors of the
Applicant Companies*

Parshva Enterprises Limited

CIN: L51909MH2017PLC297910

...Applicant Company 1/
Demerged Company

Simandhar Impex Limited

CIN: U46498MH2023PLC415552

...Applicant Company 2/
Resulting Company

[collectively referred to as the “Applicant Companies”]

Order delivered on 24.04.2025



Coram:

Shri Prabhat Kumar

Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)

Hon'ble Member (Judicial)

Appearances (via videoconferencing):

For the Applicant Companies :

ORDER

1. The present Application is a Scheme of Arrangement sought u/s 232 r/w Section 230 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 r/w The Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 between the **Parshva Enterprises Limited** (De-merged Company) to **Simandhar Impex Limited (Resulting Company)** and their respective Shareholders and Creditors.
2. The proposed Scheme of Arrangement is in the nature of De-merger and Transfer of Jewellery Business of Parshva Enterprises Limited to Simandhar Impex Limited and their respective Shareholders and Creditors.
3. The Applicant No.1 De-Merged Company is engaged in three businesses viz. (i) Jewellery, (ii) Real Estate and (iii) Cut & Polished Diamonds Business. The equity shares of the Company are listed on the BSE Limited ('**BSE**' or '**the Stock Exchange**'). The Company got listed on the SME Platform of the BSE Limited on July 1st, 2019. Parshva Enterprises Limited, the



Applicant De-merged Company is a holding company of Simandhar Impex Limited, the Applicant Resulting Company.

4. The Applicant No.2 Resulting Company is engaged in the business of buying and selling of Jewellery and precious Metals. Simandhar Impex Limited, the Resulting Company is a wholly owned subsidiary of Parshva Enterprises Limited, the De-merged Company. Presently, entire 100% shareholding in the Resulting Company is held by the De-merged Company.
5. The Board of Directors of the Applicant Companies in the meeting held on 14.05.2024 have passed a resolution for the proposed scheme of arrangement. The appointed date means opening of business hours on 01st April, 2024 or such other date as may be approved by the Tribunal.

6. Rational for the Scheme of Arrangement

Both the Applicant Companies belong to the same group of management and the rationale for the proposed Scheme of Arrangement has been explained in the Application as under:

- (i) The consolidated organization is expected to create more value for all the stakeholders in the manner set out below:
 - (a) Segregation of Jewellery Business ['De-merged Undertaking'], Real Estate Business and Cut & Polished Diamonds Business ['Remaining Undertakings'] from the Applicant De-merged Company will allow the Applicant De-merged Company and the Applicant Resulting Company ('Companies') to have an independent and focused management as well as independently pursue different opportunities and strategies for



the growth of each respective businesses aligned to specific market dynamics;

- (b) The proposed de-merger under the Scheme will enable a different operating model for the Jewellery Business under the Applicant Resulting Company, specific and fit for purpose for fast-moving Jewellery Company, which would lead to a greater ability to operate independently and positively shape the jewellery market. The requirements of the businesses of the Applicant De-merged Company and the Applicant Resulting Company including in terms of operations, nature of risks, competitive advantages, strategies and regulatory compliances are different and the de-merger will allow for enhancement of the business models of both the Applicant De-merged Company and the Applicant Resulting Company;
- (c) The shareholders, investors, analyst community and other stakeholders will have greater understanding and visibility of all the three businesses;
- (d) The proposed de-merger will not only facilitate pursuit of scale and independent growth plans but also more focused management and stronger leverage of specific global resources within the group and flexibility in terms of providing liquidity for shareholders following the listing of the shares of the Applicant Resulting Company.
- (e) It will allow in creating the ability to achieve valuation based on respective risk-return profile and cash flow, attracting right investors and thus enhancing flexibility in accessing capital;
- (f) Provide scope of separate companies for independent collaboration and expansion including expanding potential Clients/Customer market for each business;



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- (g) Simandhar Impex Limited (SIL) will acquire the Jewellery Business on going concern basis from Parshva Enterprises Limited (PEL). Parshva Enterprises Limited, the Applicant De-merged Company will focus on other commercial activities / businesses mainly Cut & Polished Diamonds Business and Real Estate Business. The de-merger will ensure focused management attention and resources and skill set allocation;
- (h) The nature of technology, risk, competition and capital intensity involved in each of the Undertakings of the Applicant De-merged Company is distinct from each other. Consequently, each Undertaking of the Applicant De-merged Company is capable of addressing independent business opportunities, deploying different technologies and attracting different set of investors, strategic partners, lenders and other stakeholders. Hence as a part of overall business reorganization plan, it is considered desirable and expedient to reorganize and reconstruct the Applicant De-merged Company by de-merging the De-merged Undertaking to the Applicant Resulting Company in the manner and on the terms and conditions contained in the Scheme.
- (i) The proposed de-merger will de-risk the businesses from each other and allow potential investors and other stakeholders the option of investing in all three businesses.
- (ii) The Scheme envisages de-merger of the De-merged Undertaking and vesting of the same in the Applicant Resulting Company pursuant to Part B of the Scheme, to enable the Applicant Resulting Company and the Applicant De-merged Company to achieve optimum growth and development of their respective business operations post such de-merger. The nature of risk and opportunities involved in all the businesses is divergent and



capable of attracting different sets of investors. The management of the respective Companies believe that all the businesses (viz. Jewellery Business and the Remaining Undertakings) will benefit from dedicated management, operations and investment strategy leading to development, expansion and growth for maximization of stakeholders' value.

- (iii) The management of the respective Companies is of the view that this Scheme is in the interest of the customers, employees, lenders, shareholders and all other stakeholders of the respective Companies. Furthermore, the Scheme will enable the synergies that exist between the businesses carried out by the Companies in terms of services and resources to be used optimally for the benefit of their stakeholders.

7. The authorized, issued, subscribed and paid-up share capital of the Demerged Company, as on 31st December 2024 is as under:

SHARE CAPITAL	AMOUNT IN INR
Authorized Capital	
1,05,00,000 Equity Shares of Rs. 10 each	10,50,00,000
Total	10,50,00,000
Issued, Subscribed and Paid-up Share Capital	
1,01,89,749 Equity Shares of Rs. 10 each	10,18,97,490
Total	10,18,97,490

Subsequent to 31st December, 2024 and until the date of the Scheme being approved by the Board of Directors of the Demerged Company, there has been no change in the authorised, issued, subscribed and paid-up equity share capital of the Demerged Company.



8. The authorized, issued, subscribed and paid-up share capital of the Resulting Company, as on 31st December 2024 is as under:

SHARE CAPITAL	AMOUNT IN INR
Authorized Capital	
35,00,000 Equity Shares of Rs. 10 each	3,50,00,000
Total	3,50,00,000
Issued, Subscribed and Paid-up Share Capital	
10,000 Equity Shares of Rs. 10 each	1,00,000
Total	1,00,000

Subsequent to 31st December, 2024 and until the date of the Scheme being approved by the Board of Directors of the Resulting Company, there has been no change in the authorized, issued, subscribed and paid-up equity share capital of the Resulting Company.

9. The Applicant Companies submits that the Demerged Company is a Public Limited Company wherein the equity shares of the Company are listed on the BSE Limited. There are 740 equity shareholders holding 10189747 equity shares in the Demerged Company.
10. The Demerged Company is directed to convene a meeting of equity shareholders within 60 days from the date of communication of this order through physical mode/ video conferencing or other audiovisual means, for the purpose of considering, and, if thought fit, approving, with or without modification(s), the proposed Scheme. The Applicant De-merged Company being a listed public limited company is governed by



the SEBI Circular No. SEBI/HO/POD-2/P/CIR2023/93 dated June 20, 2023, consolidating SEBI circulars dated March 10, 2017, March 23, 2017, May 26, 2017, September 21, 2017, January 3, 2018, September 12, 2019, November 3, 2020, November 16, 2021, and November 18, 2021, further amended from time to time, *inter alia* in relation to the Scheme of Arrangement by Listed Entities and in view of Section 230(4) as well as Rule 6(3)(xi) of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Disclosure Requirements Regulations) 2015; it is required to provide facility for remote e-voting to the Public Shareholders.

11. In terms of the aforesaid meeting to be convened of the Equity Shareholder of the Demerged Company as mentioned above it is hereby directed as under:

- i. At least 1 (one) month before the aforesaid meetings of the Equity Shareholder of the Demerged Company to be held as aforesaid, notice convening the said meetings at the day, date and time as fixed, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230(3) of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the prescribed Form of Proxy, shall be sent to the respective Equity Shareholder by electronic mail to their registered e-mail address, as per the records available with the relevant Applicant Companies, as mentioned above.



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- ii. At least 30 (Thirty) days before the aforesaid meetings of the Equity Shareholder of the Demerged Company to be held as aforesaid, notice convening the said meetings, at the date and time fixed above be published each in 'Business Standard' in English and 'Navshakti' in Marathi having circulation in Maharashtra, stating that copies of the Scheme and the said statement required to be furnished pursuant to Section 230(3) of the Companies Act, 2013 can be obtained free of charge from the registered office of the respective Applicant Companies.

12. The Demerged Company undertakes to:

- iii. Issue notice convening aforesaid meetings of the Equity Shareholders of the Demerged Company as per Form No CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- iv. Issue statement containing all the particulars as per Section 230 of the Companies Act, 2013; and
- v. Advertise the notice convening aforesaid meetings as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016.

The undertaking is accepted.

13. Mr. Mr. H.V. Subba Rao shall be the Chairperson of the meeting of Equity Shareholders of the Applicant Company No. 1 with a remuneration of Rs.1.50 Lakh. Mr. Ashwini Ramakant Gupta, Company Secretary, COP 18163, Mob: 8600629115, email guptaashwin@gmail.com with a remuneration of Rs.50,000/-.
14. The Applicant Company 1 shall issue notices to the Equity Shareholders with the approval of Chairperson. The Chairperson



shall have all powers under the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, as may be applicable for aforesaid meetings of the Equity Shareholder, Secured Creditor and Unsecured Creditors of the relevant Applicant Companies, in relation to the conduct of the aforesaid meetings including for deciding procedural questions that may arise at the aforesaid meetings or at any adjournment thereof or any other matter including, any amendment to the Scheme or resolution, if any, proposed at the aforesaid meetings by any Equity Shareholder, Secured Creditor and Unsecured Creditor(s) of the relevant Applicant Companies.

15. The quorum for the aforesaid meeting of the Equity Shareholders of the Demerged Company shall be as prescribed under Section 103 of the Companies Act, 2013. The value and number of the Equity Shareholders of the Demerged Company shall be in accordance with the books/ records maintained by the relevant Applicant Companies and where the entries in the books/ records are disputed, the Chairperson of the aforesaid meetings shall determine the value and number for the purpose of the aforesaid meetings and his decision in that behalf would be final.
16. The Chairperson shall file a compliance report not less than 7 (Seven) days before the date fixed for holding of the aforesaid meetings of the Demerged Company of the Equity Shareholders and report to this Tribunal that the directions regarding the issue of notices and advertisements have been duly complied with, as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
17. The voting by authorized representative, in case of a body corporate be permitted, provided that the authorization duly



signed by the person entitled to attend and vote at the meeting is filed with the Demerged Company of the Equity Shareholders respectively, in physical at its registered office, at least 48 (Forty-Eight) hours before the aforesaid meetings, as required under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

18. The Chairperson shall report to this Tribunal, the result of the aforesaid meetings within 30 (Thirty) days of the conclusion of the said meeting of the Equity Shareholder of the Demerged Company and the said report shall be verified by his undertaking as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
19. There are 7 (seven) equity shareholders holding 10,000 equity shares in Applicant Company 2. The Applicant Company submits that all the equity shareholders have given consent for approval of the scheme in writing. In view of the fact that all the equity shareholders have given consent for approval of the scheme, the question of convening of meeting does not arise, accordingly, dispensed with.
20. There is only 1 (One) Secured Creditor i.e. Kalapur Commercial Co-operative Bank Limited in the Demerged Company having total outstanding of Rs. 57,32,674/-. The Demerged Company submits that the sole secured creditor has given consent for approval of the scheme in writing. In view of the fact that the sole secured creditor has given consent, therefore, the question of convening of meeting does not arise, accordingly, dispensed with.



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21. The Applicant Company 1 submits that there are 9 (Nine) Unsecured Creditors having value of Rs. 3,82,54,268/-. The Applicant Company 1 submits that out of 9 unsecured creditors 8 creditors have been paid of and no dues certificate have also been placed along with the Petition. Further, the remaining one unsecured creditor have given consent in writing in approval of the scheme. In view of the fact that consent affidavit of the unsecured creditor is placed on record and the 8 creditors have been paid off, therefore, the question of convening of meeting does not arise, accordingly, dispensed with.
22. The Resulting Company submits that there are no secured creditors in the Applicant Company 2, therefore, the question of convening of meeting does not arise, accordingly, disposed of.
23. The Resulting Company submits that there is one unsecured creditor for the value of Rs. 4,08,000/-. The Applicant Company 2 submits that the sole unsecured creditor has given consent for approval of the scheme. In view of the fact that the sole unsecured creditor has given consent, the question of convening of meeting does not arise, accordingly, dispensed with.
24. There are no proceedings / investigation pending against the Applicant Companies under Chapter XIV of the Act or under corresponding provisions of Sections 206 to 229 of the Companies Act, 2013 and / or Sections 235 to 251 of the Companies Act, 1956 and the like. There is no winding up petition or insolvency proceeding(s) pending against any of the Applicant Companies.



25. The Applicant Companies have placed on record the Observation Letter dated 5th February, 2025 of the Bombay Stock Exchange (BSE). Hence, no notice is required to be served to SEBI.

26. The Applicant Companies shall serve the Notice in terms of Section 230 (5) of the Companies Act, 2013, upon -

- a. The Central Government, through Regional Director, Everest, 5th Floor, 100 Marine Drive, Mumbai-400002;
- b. The Registrar of Companies, Mumbai;
- c. Jurisdictional Income Tax Authorities; within whose jurisdiction; the Applicant Company's assessment are made; and the Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:- 3rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in] and PCIT (Judicial), Mumbai, 314, 3rd Floor, Aayakar Bhawan, MK Marg, New Marine Lines, Mumbai email mumbai.cit.judicial@incometax.gov.in
- d. Such other sectoral regulator as may be applicable to the business of Applicant Companies.
- e. Securities Exchange Board of India
- f. BSE Limited
- g. Real Estate Regulator Authority, if the projects of the applicant companies are liable to be registered or notified under RERA Act

27. The Notice shall be served through by Registered Post-AD, Speed Post and email along with copy of Scheme and state that “If no response is



received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme”. It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the noticee.

28. The Applicant Companies will submit, to the extent not forming part of present application, –

- i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.
- ii. List of pending IBC cases, if any, along with all other litigation;
- iii. pending against the Applicant Companies having material impact on the proposed Scheme.
- iv. The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.

29. The Applicant Companies to file an affidavit of service within 10 working days after serving to notice to all the regulatory authorities as stated above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd

Prabhat Kumar
Member (Technical)

/rohit nanepag/

Sd

Justice V.G. Bisht
Member (Judicial)