



OFFICE OF THE SUB DIVISIONAL MAGISTRATE (SAKET)
M. B. ROAD, SAKET, NEW DELHI-110068

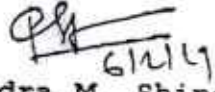
F.NO.SDM/SKT/2019 274

Dated:- 6/02/2019

CERTIFICATE ✓

Certified that M/s Anant Raj Ltd. having registered office at 85.2, KM, Stone Delhi Jaipur, Village Bhedula, P.O. Sangwari, District Rewari, Haryana has deposited stamp duty under "article 23" conveyance of schedule 1A of the Indian Stamp Act, 1899 pursuant to the Scheme of Amalgamation order of Hon'ble High Court of Delhi dated 19th July, 2016 whereby M/s Grand Meadows Limited, M/s Papillon Estates Limited, M/s Roseview Estates Private Limited and M/s Bhasin Resorts Limited a public limited companies incorporated under the provisions of the Companies Act, 1956, all these companies have been Amalgamated with M/s Anant Raj Limited. The stamp duty of Rs. 16,52,030/- along with a penalty of Rs. 1,00,000/- total amounting to Rs. 17,52,030/- was Chargeable under "article 23" conveyance of schedule 1A of Indian Stamp Act, 1899 as determined vide order dated 22/01/2019 of this office, has been deposited, which has also been verified by e-stamp Certificate no. IN-DL39177274522889R dated 04/02/2019.




Ramchandra M. Shingare
SDM (Saket)

Copy to:-

1. M/s Anant Raj Industries Limited, Registered Office at 85.2, KM, Stone Delhi Jaipur, Village Bhedula, P.O. Sangwari, District Rewari, Haryana.
2. M/s Anant Raj Limited, Head Office at H-65, Connaught Circus, New Delhi-110001.
3. SDM/Collector Grade-I (Hauz Khas), M. B. Road, Saket, New Delhi.

OFFICE OF THE SUB-DIVISIONAL MAGISTRATE (SAKET)
REVENUE DEPARTMENT: GOVT. OF NCT OF DELHI
M.B. ROAD, SAKET, NEW DELHI - 110068.

F. No. SDM/SKT/2019/217

Dated: - 22/01/2019

ORDER

Sub: Adjudication of Stamp Duty consequent upon approval of Scheme of amalgamation by Hon'ble High Court of Delhi's vide CP No. 4/2007, 5/2007, 6/2007, 7/2007 Order dated 08th May, 2007.

1. Applications vide Diary No. 52260 dated 27/11/2018 and Diary No. 6976 dated 31/12/2018 have been received from M/s Anant Raj Limited, Head Office at H-65, Connaught Circus, New Delhi-110001 for Adjudication of Stamp Duty consequent upon approval of Scheme of amalgamation by Hon'ble High Court of Delhi's vide CP No. 4/2007, 5/2007, 6/2007, 7/2007 Order dated 08th May, 2007.
2. Consequent to allowing the Scheme of amalgamation by the Hon'ble High Court of Delhi vide said order dated 8/5/2007 among the M/s Grand Meadows Limited, M/s Papillon Estates Limited, M/s Roseview Estates Private Limited, having registered office H-65, Connaught Circus New Delhi and M/s Bhasin Resorts Private Limited having registered office E-9, Khanpur Extension, Devli Road, New Delhi company incorporated under the provisions of the Companies Act, 1956 (Transferor Company) and M/s Anant Raj Industries Limited registered office at 85.2, KM, Stone Delhi Jaipur, Village Bhedula, P.O. Sangwari, District Rewari, Haryana now known as M/s Anant Raj Limited (Transferee Company) having Regd. Office at CP-1, Sector-8, IMT Manesar, Haryana-122051.
3. As per the scheme of amalgamation, it is noted that business of Transferor Company is transferred to the

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The Transferee company shall issue and allot 55,06,744 equity share of Rs. 10/- each to the shareholders of the transferor companies.

The Transferor Company shall be dissolved without undergoing the process of winding up and the concerned Registrar of Companies shall place all documents relating to the Transferor Company and registered with him on the file kept in relation to the Transferee Company and filed relating to the said Transferor and Transferee Company shall be consolidated accordingly."

4. As per the scheme approved by the Hon'ble High Court of Delhi in the scheme of amalgamation submitted by the company the total number of equity shares of 55,06,744 @ Rs. 10 each are to be issued amounting to Rs.5,50,67,440/-

5. As per the judgment of the Hon'ble High Court of Delhi in the case of **Delhi Towers Limited**, in the absence of any specific entry in the Indian Stamp Act 1899, Schedule-1A, as applicable to Delhi, definition of conveyance in the Indian Stamp Act 1899, covers the activity of amalgamation of two or more companies and therefore, same entry as applicable to Conveyance i.e. entry 23 of Schedule 1-A would be applicable to the order of Scheme of Amalgamation. The term conveyance has been defined in the Stamp Act as under:-

a. "Section 2(10) - "Conveyance" includes a conveyance on sale and every instrument by

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which property, whether movable or immovable, is transferred inter vivos and which is not otherwise provided for by Schedule I,".

Entry 23 of Schedule 1-A as applicable to Delhi provides that the stamp duty on conveyance would be chargeable at the rate of 3% of the consideration amount set forth in the instrument. Therefore, the rate at which stamp duty to be charged on the scheme of amalgamation order passed in Delhi should be 3% in the absence of any specific Entry in the respect.

6. So far as, the valuation of the scheme of amalgamation is concerned on the instrument of the amalgamation scheme sanctioned by the Court, after due verification is to be determined by the stamp authority only on the basis of the price of the share allotted BY the Transferor Company to Transferee Company.
7. Thus, the calculation of stamp duty should typically be based on the shareholders of the Transferor company and that valuation would be on the basis on the share exchange ratio of shares and not by valuing the assets and liabilities separately. The basis and principle of determination of applicable stamp duty is the valuation of share allotted and issued by Transferor Company to Transferee Company.
8. As per the **Delhi Tower Judgment**, in case of scheme of amalgamation of companies for the purpose of stamp duty, what is liable to stamp duty is the 'instrument' and not a Transaction of purchase and sale which is struck at para 7.4 of Delhi Tower Judgment.
9. The above mentioned judgment further provides the scheme of amalgamation scheme sanctioned by the

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court and the order would be an 'instrument' within the meaning of section 2(i) of Indian Stamp Act. By the said instrument the properties are transferred from the Transferor Company to the Transferee Company the basis of which is compromise arrangement arrived at between the two companies (para 8.27 and 8.3 of the Delhi Tower Judgment).

10. In the absence of any specific provision providing stamp duty on amalgamation / Demerger in the Stamp Act as applicable to Delhi and following the rationale given in Delhi Tower Judgment and treating the Amalgamation Order as an "instrument of conveyance" for the purpose of Entry 23 of Schedule 1-A as applicable to Delhi, then the value to be taken into account for purposes of computing the stamp duty should be the amount set forth in the instrument i.e. the Scheme of Amalgamation in the present case) as required under the said Article 23, and in my considered view that for the purpose of calculation of stamp duty to be paid in the Scheme of amalgamation and order of the Hon'ble High Court of Delhi dated 8/5/2007, Rs. 5,50,67,440/- i.e. the value of share issued by the Transferee Company should be the only value which may be taken for calculating the stamp duty.

11. Further, as per the allotment of equity share, pursuant to the scheme of amalgamation of M/s Anant Raj Industries Limited now known as M/s Anant Raj Limited, with the companies, wherein it is stated that in the aforesaid merger, the company shall issue and allot equity shares to the equity shareholders of Transferor Company.

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12. The Board discussed and passed the following resolution:-

resolved that 55,06,744 shares (Fifty Five Lakh Six Thousand and Seven Hundred Forty Four Only) Equity Shares having face value of Rs. 10/- each be and are allotted as per the details below:

S.No.	Name of the Transferor Company	No. of shares to be issued of the Transferee Company
1.	Grand Meadows Limited	13,30,959
2.	Papillon Estates Limited	10,19,176
3.	Roseview Estates Private Limited	24,58,887
4.	Bhasin Resorts Private Limited	6,97,722
	TOTAL	55,06,744

Accordingly order that the stamp duty on the Scheme of Amalgamation order is payable @ 3% on the total amount of Rs. 5,50,67,440/- (Rupees Five Crore, Fifty Lac, Sixty Seven Thousand, Four Hundred and Forty Only) which comes out to be Rs. 16,52,030- (Rupees Sixteen Lac, Fifty Two Thousand and Thirty only. The Transferee Company is therefore directed to pay the aforesaid stamp duty within 15 days.

13. Further, the effective date of merger was 8/5/2007 and copy of order received by the company on 2/8/2007. The applications for payment of stamp duty on the merger



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order was filed on 27/11/2018 and 28/12/2018 respectively which is delayed. The company admitted the same. On account of delay, the Company is liable for penalty u/s 40 of Indian Stamp Act, the representative of the Company contended that the delay occurred due to non awareness as duty on merger is a new concept.

14. In view of submissions, I am taking a lenient view and imposing penalty of Rs. 1,00,000/- (Rupees One Lac only) only which will be payable along with stamp duty as calculated as under:-

Calculation of Stamp Duty

Particulars	Amount
Face value per share of Anant Raj Industries Limited	10 per share
No. of equity shares issued on merger	55,06,744/-
Value of equity shares issued	5,50,67,440/-
Stamp duty rate in Delhi on merger order	3%
Stamp duty amount	Rs. 16,52,030/-

15. The document in the nature of Adjudication of stamp Duty on approval of scheme of Merger by the Hon'ble High Court vide order dated 08/05/2007, the stamp duty payable on the total value of shares issued of Rs. 5,50,67,440/- (Rupees Five Crore, Fifty Lac, Sixty Seven Thousand, Four Hundred and Forty Only) is payable @ 3% comes out to be Rs. 16,52,030/- (Rupees

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Sixteen Lac, Fifty Two Thousand and Thirty only) as per the calculation shown above.

16. In accordance scheme of amalgamation the Transferee Company is hereby directed to pay Stamp Duty of Rs. 17,52,030/- (Rupees Seventeen Lac, Fifty Two Thousand and Thirty only) i.e. Rs. 16,52,030/- (Rupees Sixteen Lac, Fifty Two Thousand and Thirty only) as Stamp Duty along with penalty of Rs. 1,00,000/- (Rupees One Lac only) within 15 days of issuance of this order failing which the same shall be recovered as land revenue.



PR
11/11/19
(RAMCHANDRA M. SHINGARE)
SDM/COS (SAKET)

RAMCHANDRA M. SHINGARE
Sub-Divisional Magistrate (Saket)
M.B. Road, New Delhi

M/s Anant Raj Industries Limited, Registered Office at 85.2, KM, Stone Delhi Jaipur, Village Bhedula, P.O. Sangwari, District Rewari, Haryana.

M/s Anant Raj Limited, Head Office at H-65, Connaught Circus, New Delhi-110001.