

NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

COMPANY APPLICATION NO. CA/84/CAA/2019

In the matter of the Companies Act, 2013.
And
In the matter of Section 230 to 232 read with Sections 13 & 14 of the Companies Act, 2013
And
In the matter of Scheme of Arrangement for Demerger
Between
Pricol Travel Limited
And
Pricol Logistics Private Limited
And
Their Respective Shareholders

Pricol Travel Limited,

Registered Office: 122, Ground Floor,

Appuswamy Road, Red Fields, Coimbatore - 641045

.. 1st Applicant / Demerged Company

Notice of Meeting

To

The Unsecured Trade Creditors of Pricol Travel Limited (Demerged Company),

Take notice that by an Order dated 7th February, 2019 & 19th February, 2019 in CA/84/CAA/2019, the Hon'ble National Company Law Tribunal, Chennai Bench has directed that a "**Meeting of Unsecured Trade Creditors of Pricol Travel Limited**", the Demerged Company be convened **at 122, Appuswamy Road, Red Fields, Coimbatore-641045 on 2nd April, 2019 at 3.00 p.m.** for the purpose of considering, and if thought fit, approving with or without modifications, the Arrangement embodied in the Scheme of Arrangement for Demerger between Pricol Travel Limited and Pricol Logistics Private Limited.

Take further notice that you may attend and vote at the said meeting in person or by Proxy, provided that a Proxy in the prescribed form, duly signed by you or by your authorised representative, is deposited at the Registered Office of the Company at 122, Appuswamy Road, Red Fields, Coimbatore-641045 not later than 48 hours before the meeting.

The Tribunal has appointed Shri.S.A.Gopalakrishnan, Director, in his absence Shri.T.G.Thamizhanban, Director, to be the Chairman of the said meeting.

Coimbatore
23.02.2019

S.A.Gopalakrishnan
Chairperson appointed for the Meeting

PROPOSED RESOLUTION

To consider and, if thought fit, to pass the following resolution as "**Special Resolution**":

"RESOLVED that, subject to such approvals as may be necessary from the Hon'ble National Company Law Tribunal, Chennai Bench under Section 230 to 232 read with Section 13 & 14 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and such other statutory or other authorities, the Scheme of Arrangement for Demerger between Pricol Travel Limited and Pricol Logistics Private Limited be and is hereby agreed and approved.

RESOLVED FURTHER that, the Board of Directors of the Company or any Director of the Company or any person authorised by the Board of Directors, be and are hereby severally authorised to take all such steps as may be necessary or desirable and do all such acts, deeds, things and matters, as may be considered necessary or desirable and do all such acts, deeds, things and matters as may be considered necessary to give effect to the aforesaid Scheme of Arrangement for Demerger and this Resolution and to accept such alteration, modification and /or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench which sanctioning the said Scheme of Arrangement for Demerger"

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Pricol Travel Limited,

Regd.Office. 122, Appuswamy Road,
Red Fields, Coimbatore - 641045

.. 1st Applicant / Demerged Company

**Statement pursuant to Rule 6 of Companies (Compromises, Arrangements & Amalgamations)
Rules, 2016**

1. Details of the Order of the Tribunal directing the calling, convening and conducting of the meeting:-
Pursuant to the Order dated 7th February, 2019 & 19th February, 2019 passed by the Hon'ble National Company Law Tribunal, Chennai Bench, in the Joint Company Application No. CA/84/CAA/2019 referred to hereinabove, a meeting of unsecured trade creditors is being organised to be held on 2nd April, 2019 at 3.00 p.m. at No.122, Appuswamy Road, Red Fields, Coimbatore-641045. for the purpose of considering and, if thought fit, approving the arrangement embodied in the Scheme of Arrangement for Demerger between Pricol Travel Limited and Pricol Logistics Private Limited by way of Special Resolution.
2. Details of the Company including:-
 - a) Corporate Identification Number : U63040TZ2002PLC010019
 - b) Permanent Account Number : AACCP3711E
 - c) Name of the Company : M/s. Pricol Travel Limited
 - d) Date of Incorporation : 24th January, 2002
 - e) Type of Company : Closely held public limited company.
 - f) Registered Office Address : No.122, Ground Floor, Appuswamy Road, Red Fields, Coimbatore 641045
 - g) Email address : info@pricoltravel.com
 - h) Summary of the main objects as per memorandum of association and main business carried on by the company:
 - i) To promote, establish, manage and carry on the business of travelling agent for booking and reserving accommodations for railways, airlines, ships, motor bus & omnibuses, to provide necessary services for passport & visa, to handle inward foreign tourist activities in India & abroad; to provide for guides, to arrange travellers cheques, coupon, drafts & other modes of foreign exchange for them; to own, engage, hire, let on hire, contract or arrange buses, coaches, bogies, charter flights, helicopters, motor launchers, boats, taxis and other vehicles, for tourists & passengers and to provide such facilities for national & international tourists as may be incidental or necessary for the accomplishment of above objects.
 - ii) To carry on the business of advertising and publicity agents and contractors and for this purpose to purchase, sell, sponsor, hire, charter, manage, acquire, undertake, hold, provide

and promote publicity or advertising time, space or opportunity on any radio station, broadcasting centre, television centre, video cassettes, audio cassettes, hoarding, neon signs, electronic display board, cable network, newspapers, magazines, souvenirs and all other present and future media or display devices and to all incidental acts and things necessary for the attainment of object under these presents.

- iii) To carry on the business to act as a commission agent, booking agent, indenting agent, fleet owners, stevedors, cargo superintendents, C& F agents, cargo transport agents to airlines, ships, railways and other mode of transportation for transporting goods, articles or things on all routes and lines on national and international level subject to law in force and for this purpose to own, engage, hire, let on hire, contract or arrange trucks, bogies, railway wagons, charter flights, helicopters and other vehicles for transportation of cargo and to do all incidental acts and things necessary for the attainment of objects under these presents.
- iv) To carry on the business of agents to Insurance companies both life and general and solicit, underwrite, market, sell, distribute, all kind of life and general insurance policies, annuity plans, fixed income plans, gratuity plans and all schemes, plans and policies existing or that may be developed by the insurance companies and act as representative, consultant or advisor to deal in all incidental and allied activities related to insurance business and for this purpose to apply, approach, tender, hold and obtain such rights, titles, licenses and permissions from government, statutory and regulatory bodies as may be necessary for attainment of objects under these presents.
- h) Details of change of name, registered office and objects of the company during the last five years.
The registered office of the Company has been shifted from 965, Harita center, Avinashi Road, Coimbatore – 641037 to 122, Appuswamy Road, Redfields, Coimbatore – 641045 with effect from 6th July 2016.
- i) Name of the stock exchange where securities of the company are listed, if applicable:
- Not applicable -
- j) Details of the capital structure of the company including authorised, issued, subscribed and paid up share capital:
The authorised share capital of the company is Rs.2,00,00,000/- divided into 2000000 Equity shares of Rs.10/- each. The issued, subscribed and paid-up capital of the company is Rs.2,00,00,000/- divided into 20,00,000 Equity shares of Rs.10/- each.
- k) Names of the promoters and directors along with their addresses:-

S.No	Name	Promoter / Director	Address
1	Mr.Vijay Mohan	Promoter	"Shrimayi" No.232, Tea Estates, Race Course, Coimbatore-641018.
2	Mrs.Vanitha Mohan	Promoter & Director	"Shrimayi" No.232, Tea Estates, Race Course, Coimbatore-641018.
3	Mr.Vikram Mohan	Promoter & Director	No.1, East End, Kallimadai Road, Singanallur, Coimbatore-641005.
4	Ms.Madhura Mohan	Promoter	
5	Minor Manasa Mohan	Promoter	
6	Mrs.Lakshmi N.Mohan	Promoter & Director	
7	M/s.Pricol Holdings Limited	Promoter	109, Race Course, Coimbatore - 641018
8	Mr.S.A.Gopalakrishnan	Director	17, "Sri Ramajayam" North South Road No.4, Muthusamy Colony, Coimbatore – 641026.
9	Mr.T.G.Thamizhanban	Director	11/8, Mahalakshmi Garden, Cheran Maanagar, Coimbatore-641035.

3. The Scheme of compromise or arrangement relates to more than one company, the fact and details of any relationship subsisting between such companies who are parties to such scheme of compromise or arrangement, including holding, subsidiary or of associate companies;

This is the scheme of arrangement for demerger of Cargo Business Division of the Company and transferring / vesting of the same into Resultant Company namely Pricol Logistics Private Limited and conversion of the Pricol Travel Limited into Pricol Travel Private Limited.

4. The date of the board meeting at which the Scheme was approved by the Board of Directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution.

Date of the Board Meeting at which the Scheme was approved.	Name of the Director	Voted for the Scheme	Voted against the Scheme
03.09.2018	Mrs.Vanitha Mohan	Yes	--
	Mr.Vikram Mohan	Yes	--
	Mrs.Lakshmi N.Mohan	Yes	--
	Mr.S.A.Gopalakrishnan	Yes	--
	Mr.T.G.Thamizhanban	Yes	--

5. Explanatory statement disclosing details of the scheme of compromise or arrangement including:-

- a) Parties involved in the Compromise or arrangement:

This is the scheme of arrangement for demerger of Cargo Business Division of the Company and transferring / vesting of the same into Resultant Company namely Pricol Logistics Private Limited.

- b) In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any:

Please refer Clause 2.3, 2.5, 3.18 of the Scheme of Arrangement for Demerger.

- c) Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any, and the declaration that the valuation report is available for inspection at the registered office of the company:

Not applicable. It is a closely held unlisted company. Valuation is based on valuation report of the independent Chartered Accountant whose report is available for inspection at the Registered Office of the Company.

- d) Details of capital or debt restructuring, if any: Nil

- e) Rationale of the compromise or arrangement:

The rationale for the proposed Scheme of Arrangement for Demerger and conversion of demerged company from public limited into private limited are inter alia as follows:-

- i) The Pricol Travel Limited (PTL) has Travel and Cargo business divisions. It has not been possible to exploit the potentiality of its Cargo Business Division to the optimum level. In case the said Division is demerged and transferred into a separate company, namely Pricol Logistics Private Limited (PLPL), the said Division, under the separate entity namely PLPL, will have a potentiality of generating good profit and expand its activities.
- ii) The Scheme will lead to better and more economic control and management of the Cargo Business Division of the PTL and enable the business of the said Division to be carried on more conveniently and advantageously with greater focus and attention;
- iii) The said Scheme of Arrangement for Demerger will create enhanced value for the shareholders and to reap the benefits of synergies and also to give independent focus in core areas of the respective companies, focused strategy in operations, to obtain greater facilities, for raising capital, securing and conducting trade on favourable terms and other benefits which would be in the interest of both the companies, their shareholders, creditors and all persons connected with them.
- iv) The transfer of the Cargo Business Division to the PLPL under the Scheme of Demerger will

- enable the PTL to rationalize and streamline its management, business and finances and allow it to concentrate and focus on its remaining business;
 - v) The present Scheme of Arrangement for Demerger will also provide scope for strategic investments, independent collaboration and expansion of both the Companies.
 - vi) The conversion of the Demerged Company from Public Limited into Private Limited will facilitate simpler regulatory compliance.
- f) Benefits of compromise or arrangement as perceived by the Board of Directors to the company, members, creditors and others (as applicable)

The Board of Directors of the Demerged Company anticipate the following benefits pursuant to the demerger of Cargo Business Division of the Demerged Company and transferring/vesting of the same with the Resultant Company and conversion of the Demerged Company from public limited into private limited inter alia as follows:-

- i) The Demerged Company namely Pricol Travel Limited (PTL) has inter alia Cargo Business Division. It has not been possible to exploit the potentiality of its above division to the optimum level. In case, the said Division is demerged and transferred into a separate company, namely Pricol Logistics Private Limited (PLPL), the said Division, under the separate entity namely PLPL, will have a potentiality of generating good profit and expand its activities.
 - ii) The Scheme will lead to better and more economic control and efficient management of the Cargo Business Division and enable the business of the said Division to be carried on more conveniently and advantageously with greater focus and attention;
 - iii) The said Scheme of Arrangement for Demerger will create enhanced value for the shareholders and also to give independent focus in core areas of the respective companies, focused strategy in operations, to obtain greater facilities, for raising capital, securing and conducting trade on favourable terms and other benefits which would be in the interest of both the companies, their shareholders, creditors and all persons connected with them.
 - iv) The demerger and transfer of the Cargo Business Division to the PLPL will enable the PTL to rationalize and streamline its management, business and finances and allow it to concentrate and focus on its remaining business;
 - v) The present Scheme of Arrangement for Demerger will also provide scope for strategic investments, independent collaboration and expansion of both the Companies.
 - vi) The conversion of the Demerged Company from Public Limited into Private Limited will facilitate simpler regulatory compliance.
 - vii) The interest of secured, unsecured creditors of the Company are fully protected under the Scheme. The Scheme is in the interest of both the demerged and resultant companies, their shareholders, creditors and all persons connected with them.
- g) Amount due to unsecured trade creditors as on 31.1.2019 is Rs.15,55,06,028/-

6. Disclosure about the effect of compromise or arrangement on:

- a) Key Managerial personnel : Fully protected - Please refer clause 4.9 of the Scheme.
- b) Directors : No effect except the shares of the Resultant company will be allotted to the shareholders of the Demerged company in proportion to their holding as per share exchange ratio. The Directors of the Demerged Company, if they are shareholders of the demerged company, they may be entitled to get shares as per the Scheme.
- c) Promoters : The promoters of the Demerged Company, if they are shareholders of the demerged company, they may be entitled to get shares as per the Scheme.
- d) Non-promoter member : If they are shareholders of the demerged company, they may be entitled to get shares as per the Scheme.
- e) Depositors : No depositors. Not applicable.

- f) Creditors : No effect.
g) Debenture holders : Not Applicable.
h) Deposit trustee and Debenture Trustee : Not applicable.

7. Disclosure about effect of compromise or arrangement on material interest of directors, Key Managerial Personnel (KMP) and debenture trustee.

The Directors and Key Managerial Personnel of Demerged Company may be deemed to be concerned and /or interested in the Scheme to the extent of their shareholding in the Demerged Company, or to the extent the said Directors are common Directors in both the Demerged and Resultant Companies, or to the extent the Directors are the partners, directors, members of the companies, firms, association of persons, bodies corporate and /or beneficiary of trust, that hold shares in the Demerged Company.

8. Investigation or proceedings, if any pending against the Company under the Act: Nil.
9. ***The features set out above being the salient features of the Scheme of Amalgamation; the unsecured Trade Creditors are requested to read the entire text of the Scheme annexed hereto to get fully acquainted with the provisions thereof.***
10. The present details of Directors of Demerged Company and their shareholding in the Resultant Company and Demerged Company as follows:-

Name of the Director	Position in Demerged Company	Position in Resultant Company	Equity shares of Rs.10/- each held in	
			Demerged Company	Resultant Company
Mrs.Vanitha Mohan	Director	Director	6,05,000	6,050
Mr.Vikram Mohan	Director	Director	13,77,400	13,774
Mrs.Lakshmi N.Mohan	Director	Director	1,250	12
Mr.S.A.Gopalakrishnan	Director	Director	Nil	Nil
Mr.T.G.Thamizhanban	Director	Director	Nil	Nil

11. The following documents are available for inspection by the unsecured trade creditors of the company at the registered office of the company at 122, Ground Floor, Appuswamy Road, Red Fields, Coimbatore – 641045 on any working day between 11.00 a.m. and 1.00 p.m. till 2nd April, 2019, namely:
- Latest Audited Balance Sheet of the company;
 - Copy of the order of the National Company Law Tribunal in pursuance of which the meeting is to be convened;
 - Copy of the Scheme of Arrangement for Demerger;
 - Valuation Report of the Independent Chartered Accountant;
 - Memorandum and Articles of Association of the Company;
 - The certificate issued by the Auditor of the Company to the effect that the accounting treatment, if any, proposed in the scheme of arrangement for demerger is in conformity with the Accounting Standard prescribed under Section 133 of the Companies Act,
12. Details of approvals, sanction or no-objections, if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of arrangement for demerger.

Secured creditors, unsecured creditors and shareholders have given no objection to the Scheme.

Place: Coimbatore
Date: 23.2.2019

S.A.Gopalakrishnan
Chairperson appointed for conducting the meeting