(2020) 11 NCLT CK 0010

In the National Company Law Appellate Tribunal

Case No : Company Application (CAA) No. 56 (ND) Of 2020

Anamika Metal Private Limited And Ors Vs

Date of Decision : 26-11-2020

Acts Referred:
Companies Act, 2013 — Section 230, 231, 232

Citation : (2020) 11 NCLT CK 0010

Hon'ble Judges : Dr. Deepti Mukesh J;Narender Kumar Bhola, Member (Technical)

Bench : Division Bench

Advocate : Amit Kumar Goel

Final Decision : Disposed Of

Judgement

@? JUDGMENTTAG-JUDGMENT

Dr. Deepti Mukesh, J

This is joint application filed by the applicant companies herein, Anamika Metal Private Limited (â??for brevity Transferor Company-1â?), Crystal

Beverages Private Limited (â??for brevity Transferor Company-2â?), and Sumangal Properties Private Limited (â??for brevity Transferee

?Companyâ?), under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies

(Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement by way of Amalgamation (hereinafter

referred to as the â??SCHEMEâ??) proposed between the applicants.

Affidavits in support of the above application sworn by Mr. Ashok Garg, the Director on behalf of Transferor Company-1, Mr. Umesh Kumar

Shukla being the Director on behalf of Transferor Company-2 and Mr. Ghanshyam Swain being the Director on behalf of Transferee Company, being the authorized signatories of the respective applicant companies, who have been authorized vide board resolutions dated 15.02.2020 for both the

?Transferor Companies and Transferee Company respectively, has been duly filed, along with the application. It is also represented that the registered

offices of the applicant companies are under the domain of Registrar of Companies, NCT of New Delhi & Haryana and within the territorial

jurisdiction of this Tribunal.

The Transferor Company- 1 is a private limited company incorporated on 02.04.1986 under the provisions of Companies Act, 1956 bearing CIN

?U27109DL1986PTC023795 with registrar of Companies, NCT of Delhi and Haryana under the name and style of â??Anamika Metal Private

Limitedâ? and having its registered office at H-108-C, Connaught Circus, New Delhi 110001. The Authorized Share Capital of the Transferor

Company-1 is Rs.62,50,000/- and the Paid-up Share Capital is Rs. 59,34,210/-

The Transferor Company- 2 is a private limited company incorporated on 05.08.1988 under the provisions of Companies Act, 1956 bearing CIN

?U15549DL1988PTC032692 with registrar of Companies, NCT of Delhi and Haryana under the name and style of â??Crystal Beverages Private

Limitedâ? and having its registered office at 108 Ansal Bhawan, 16, Kasturba Gandhi Marg, New Delhi 11000. The Authorized Share Capital of the

Transferor Company-2 is Rs.1,00,00,000/- and the Paid-up Share Capital is Rs. 99,19,000/-

The Transferee Company is a private limited company incorporated under the provisions of Companies Act, 1956 on 04.04.1986 vide CIN

?U74899DL1986PTC023823 with Registrar of Companies, NCT of Delhi & Haryana in the name and style of â??Sumangal Properties Private

Limitedâ? and having its registered office at H-108-C, Connaught Circus, New Delhi 110001. The Authorized Share Capital of the Transferee

company is Rs. 10,00,000/- and the Paid-Up Share Capital is Rs. 5,02,500/-

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The Transferor Companies as well as the Transferee Company have filed their respective Memoranda and Articles of Association inter alia

delineating their object clauses, as well as their last Audited Annual Accounts for the financial 31.03.2019.

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The Applicant companies, vide their respective meeting of the Board of Directors held on 15.02.2020 have unanimously approved the proposed

Scheme of Amalgamation as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record.

It is stated that the Transferor Company-1 is having 17 Shareholders, Certificate from Chartered Accountants certifying list of shareholders is

annexed and all of them have given their respective consents by way of affidavits which are annexed to the application. It is further represented that

t?he Company has NIL Secured Creditors and NIL Unsecured Creditors, Certificate from Chartered Accountants certifying list of creditors is

annexed. In relation to the shareholders it seeks dispensing with holding/ convening of the meetings as their consent affidavits are placed on record.

Since there are no Secured Creditors and Unsecured Creditors therefore the necessity of convening/holding a meeting does not arise.

It is stated that the Transferor Company-2 is having 8 Shareholders, Certificate from Chartered Accountants certifying list of shareholders is

annexed and all of them have given their respective consent by way of affidavits which are annexed to the application. It is further represented that

t?he Company has NIL Secured Creditors and NIL Unsecured Creditors, Certificate from Chartered Accountants certifying list of creditors is

annexed. In relation to the shareholders it seeks dispensing with holding/ convening of the meetings as their consent affidavits are placed on record.

Since there are no Secured Creditors and Unsecured Creditors therefore the necessity of convening/holding a meeting does not arise.

It is stated that the Transferee Company is having 5 Shareholders, Certificate from Chartered Accountants certifying list of shareholders is annexed

and all of them have given their respective consent by way of affidavits which are annexed to the application. It is further represented that the

?Company has NIL Secured Creditors and NIL Unsecured Creditors, Certificate from Chartered Accountants certifying list of creditors is annexed. In

relation to the shareholders it seeks dispensing with holding/convening of the meetings as their consent affidavits are placed on record. Since there are

n?o Secured Creditors and Unsecured Creditors therefore the necessity of convening/holding a meeting does not arise.

The appointed date as specified in the Scheme is 01st January, 2019 subject to the directions of this Tribunal.

? Taking into consideration the submissions and the documents filed therewith, we propose to issue the following directions with respect to

convening/holding or dispensing with the meetings of the Shareholders, Secured and Unsecured Creditors as well as issue of notices including by way

o?f paper publication as follows: -

In relation to the Transferor Company-1:

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With respect to Equity shareholders: In view of consent affidavits, from 17 equity shareholders having 100% voting share been filed, convening

t?he meeting of shareholders/members is dispensed with.

? With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.

? With respect to Unsecured Creditors: There are no Un-secured Creditors, therefore the necessity of convening a meeting does not arise.

In relation to the Transferor Company-2:

With respect to Equity shareholders: In view of consent affidavits, from 8 equity shareholders having 100% voting share been filed, convening

the meeting of shareholders/members is dispensed with.

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?? With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.

W? ith respect to Unsecured Creditors: There are no Un-secured Creditors, therefore the necessity of convening a meeting does not arise.

In relation to Transferee Company:

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With respect to Equity shareholders: In view of consent affidavits, from 5 equity shareholders having 100% voting share been filed, convening

t?he meeting of shareholders/members is dispensed with.

? With respect to Secured Creditors: There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.

? With respect to Unsecured Creditors: There are no Un-secured Creditors, therefore the necessity of convening a meeting does not arise.

? Notice of this application shall also be served on the following:

? Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;

? Registrar of Companies at 4 floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;

Official liquidator, Lok Nayak Bhavan, 8 Floor, Khan Market, New Delhi-110001;

? Income Tax Department, Income Tax Office, Additional Commissioner of Income Tax, Special Range 4, Central Revenue Building, IP Estate, New

Delhi-110002. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers so that timely

and proper reply may be filed.

and any other sectoral regulators required to be served.

The application stands allowed on the aforesaid term and disposed off.