(2020) 01 NCLT CK 0084

In the National Company Law Appellate Tribunal, Pricipal Bench, New Delhi

Case No : Company Application (CAA) No. 160(ND) Of 2019

Claerview Healthcare Private Limited And Anr Vs

Date of Decision : 24-01-2020

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

Citation : (2020) 01 NCLT CK 0084

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

Bench : Division Bench

Advocate : Amarpreet Jaiswal

Final Decision : Disposed Of

Judgement

Dr. Deepti Mukesh, J

1. The present joint application filed by, Clearview Healthcare Private Limited (â??for brevity Transferor Companyâ?), Clearmedi Healthcare 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.

2. An affidavit in support of the above application sworn by Mr. Shashi Kant Baliyan on behalf of the Transferor Company and by Ms. Surbhi Sharma

on behalf of Transferee Company being the authorized representatives, who have been authorized vide Board Resolutions dated 11.04.2019, by both

the applicant companies, duly filed, along with the application. It is also represented that the registered office of both the applicant companies are under the domain of Registrar of Companies, NCT of New Delhi & Haryana and within the territorial jurisdiction of this Tribunal.

3. The Transferor Company is a private limited company incorporated under the provisions of Companies Act, 2013 on 29th January, 2010, with

Registrar of Companies, New Delhi under the name and style of â??Clearview Healthcare Private Limitedâ?, having CIN

U85110DL2010PTC198489 registered with the Registrar of Companies, NCT of Delhi & Haryana. The registered office of the company is situated

at F-14/22, Model Town-II, New Delhi-110009. The Authorized Share Capital of the Transferor Company is Rs. 47,00,000/- and the Paid-up Share

Capital is Rs. 46,61,880/-.

4. The Transferee Company is a private limited company in the name and style of â??Clearmedi Healthcare Private Limitedâ?, incorporated under

the provisions of Companies Act, 1956 on 8th October, 2010, vide CIN U85100DL2010PTC209220 with Registrar of Companies, NCT of Delhi &

Haryana. The registered office of the company is situated F-14/22, Model Town-II, New Delhi-110009. The Authorized Share Capital of the

Transferor Company No. 2 is Rs. 3,00,00,000/- and the Paid-Up Share Capital is Rs. 1,60,84,260/-

5. Both the applicants 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 year ended 31.03.2019 and the Provisional Unaudited Annual Accounts for the year 30.06.2019.

6. The Board of Directors of both the Applicant companies, vide meetings held on 11.04.2019, have unanimously approved the proposed Scheme of

Amalgamation as contemplated above. Copies of resolutions passed of both the applicant companies in their respective board meetings have been

placed on record.

7. It is stated that the Transferor Company is having two equity Shareholders, Certificate from Chartered Accountants certifying list of shareholders is

annexed and both of them have given their respective consents 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 of the Company, it seeks for dispensing with holding/convening of the meetings as consent affidavits are

placed on record. Since there are no Secured Creditors and no Unsecured Creditors, therefore the necessity of convening and holding a meeting is

obviated.

8. In respect to Transferee Company it is stated that the company is having two equity Shareholders, Certificate from Chartered Accountants

certifying list of shareholders is annexed and both of them have given their respective consents by way of affidavits which are annexed to the

application. It is further represented that the Company has four Secured Creditors and 376 Unsecured Creditors, Certificate from Chartered

Accountants certifying list of creditors is annexed. In relation to the secured creditors, all four of them have given their respective consents by way of

affidavits and in relation to unsecured creditors, 68 unsecured creditors i.e. 90% in value, have given their consent by way of affidavits which are

annexed to the application. Therefore, with respect to the equity shareholders, secured creditors, unsecured creditors of the Company, it seeks for

dispensing with holding/convening of the meetings as consent affidavits are placed on record.

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

10. Taking into consideration the submissions and the documents on record, we propose to issue the following directions with respect to calling,

convening and holding of the meetings of the Shareholders, Secured and Unsecured Creditors or dispensing with the same as well as issue of notices

including by way of paper publication as follows: -

A) In relation to the Transferor Company:

(i) With respect to Equity shareholders:

In view of consent affidavits, from both the equity shareholders having 100% voting share of the company, convening the meeting of

shareholders/members is dispensed with.

(ii) With respect to Secured Creditors:

There are no Secured Creditors, therefore the necessity of convening and holding a meeting does not arise.

iii) With respect to Unsecured Creditors:

There are no Unsecured Creditors, therefore the necessity of convening and holding a meeting does not arise.

B) In relation to Transferee Company:

(i) With respect to Equity shareholders:

In view of consent affidavits, from both the equity shareholders having 100% voting share of the company, convening the meeting of

shareholders/members is dispensed with.

(ii) With respect to Secured Creditors:

In view of consent affidavits, from all four secured creditor having 100% voting share of the company, convening the meeting of

shareholders/members is dispensed with.

(iii) With respect to Unsecured Creditors:

In view of consent affidavits, from 68 unsecured creditor having 90% voting share of the company, convening the meeting of shareholders/members is

dispensed with.

Notice of this application shall also be served on the 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, Nodal Office -DCIT (High Court Cell), Room No. 428 & 429, Lawyer's

Chambers, Block No. 1, Delhi High Court, New Delhi. The notices to Income Tax Authorities shall disclose sufficient details like PAN card numbers,

ward numbers and assessing officers so that timely and proper reply may be filed.

The application stands allowed on the aforesaid terms and disposed of accordingly.

