courtkutchehry.com

Company : CourtKutchehry
Website : www.courtkutchehry.com
Printed For :
Date : 29/08/2026

(2020) 05 NCLT CK 0013

In the National Company Law Appellate Tribunal

Case No : Company Application (CAA) No. 39/(ND) Of 2020

Upfront Trading Pvt. Ltd. And Ors APPELLANT

Vs

Sony Financial Services Ltd RESPONDENT

Date of Decision : 22-05-2020

Acts Referred:

Companies (Compromises, Arrangements And Amalgamations) Rules, 2016 — Rule 3(2)
Companies Act, 2013 — Section 133, 210, 230, 230(7), 231, 232, 232(3)

Citation : (2020) 05 NCLT CK 0013

Hon'ble Judges : P.S.N. Prasad, J;Sumita Purkayastha, Member (Technical)

Bench : Division Bench

Advocate : Vijay Kumar Gupta

Final Decision : Allowed

Judgement

P.S.N. Prasad, J

1. This is a First Motion application jointly filed by the Applicant companies herein, Upfront Trading Private Limited (Transferor Company No. 1) (formerly known as Advent Trading Private Limited), Greenbox Organics Private Limited (Transferor Company No. 2) (formerly known as AKI Organics Private Limited), Craft Water Purification Private Limited (Transferor Company No. 3) (formerly known as Gewapur Water Purification Limited), Illuminate Tradex Private Limited (Transferor Company No. 4) (formerly known as Nipun Tradex Private Limited), Featured Marketing Private Limited (Transferor Company No. 5) (formerly known as Stream Marketing Private Limited), Utmost IT Solutions Private Limited (Transferor Company No. 6) (formerly known as Ultimate IT Solutions Private Limited), Transferor Companies with Transferee Company M/s. Sony Financial Services Limited, and their respective Shareholders and Creditors under sections 230-232 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 in relation to the Scheme of Amalgamation

(hereinafter referred to as the "SCHEME"), proposed between the applicants. The said Scheme is annexed with this application.

The applicants above named have preferred the instant application for the following namely:

i. Dispense with the requirement of convening meeting of Equity Shareholders of the Transferor Companies and of the Transferee Company and also to dispense with the requirement of issue and publication of notices for the same.

ii. Dispense with the requirement of convening meetings of Unsecured Creditors of the Transferor Companies and of the Transferee Company.

iii. Dispense with requirement of issue and publication of notices of the respective meetings of Shareholders, Secured Creditors and Unsecured Creditors in the newspapers.

iv. Pass such other or further orders as this Hon'ble Court may deem fit and proper in the facts and circumstances of the present case.

2. An affidavit in support of the above application sworn by and on behalf of all Transferor Companies No. 1 to 6 and Transferee Company by Mr. Ramesh Aggarwal, the authorized persons of all the companies, have been filed. The corresponding Board resolutions of authorizations by all companies are also placed on record. It is further represented that a joint application filed by the applicants are maintainable in view of Rule 3(2) of the Companies (Compromises, Arrangements and Arrangements) Rules 2016 and it is also represented that the registered office of all the applicant companies are situated within the territorial jurisdiction of this Tribunal and the Registrar of Companies, NCT, New Delhi.

3. The applicant has furnished the details of the Shareholders and Unsecured Creditors for transferor Company and for transferee Company as on date which are as follows;

S. No.

Name of the Company

No. of Share Holders

No. of Secured Creditors

No. of Unsecured Creditors

1

M/s. Upfront Trading Private Limited (Transferor Company No. 1)

2

Nil

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…

1

2

M/s. Greenbox Organics Private Limited (Transferor Company No. 2)

2

Nil

Nil

3

M/s. Craft Water Purification Private Limited (Transferor Company No. 3)

2

Nil

2

4

M/s. Illuminate Tradex Private Limited (Transferor Company No. 4)

2

Nil

Nil

5

M/s. Featured Marketing Private Limited (Transferor Company No. 5)

2

Nil

Nil

6

M/s. Utmost IT Solutions Private Limited (Transferor Company No. 6)

2

Nil

Nil

7

M/s. Sony Financial Services Limited, Transferee Company

7

Nil

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…

7

4. The applicant contends that all the equity shareholders of the Applicant Companies have given their consent for the scheme and necessary affidavits have been filed and seeks dispensation from convening and conducting the meetings of the shareholders. The Applicant Companies contend that all the Unsecured Creditors have given their consent for the Scheme and necessary affidavits. The applicant pleads that there is no need to conduct meeting of the Secured Creditors as the Transferor companies and the Transferee Company have 'Nil' Secured Creditors.

5. In relation to the territorial jurisdiction, Ld. Counsel for the applicant companies submit that since the registered office of the respective companies fall within the purview of Registrar of Companies, NCT, New Delhi, this Tribunal has the necessary territorial jurisdiction to entertain the joint application.

6. I have perused the joint application and the connected documents/papers filed therewith including the Scheme of Arrangement contemplated between the Applicant companies.

7. Perusal of the application filed by the applicants indicate the details of the capital structure of the applicant companies which are given as follows;

S. No.

Name of the applicant companies

Date of incorporation under the companies Act 1956

Authorized Share Capital

The issued, paid up and subscribed share capital

CIN No.

1.1

M/s Upfront Trading Private Limited, the Transferor Company No. 1

29.032007

Rs. 85,00,000/- divided into 8,50,000 Equity shares of Rs. 10/-each

Rs. 84,06,000/- divided into 8,40,600 Equity Shares of Rs. 10/- each

U51101DL2007FrC161342

2

M/s Greenbox Organics Private Limited, the Transferor Company No. 2

08.12.1992

Rs. 1,45,00,000/- divided into 14,50,000 Equity shares of Rs. l0/-each

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…

Rs. 1,44,10,530/- divided into 14,41,053 Equity Shares of Rs. 10/- each

U74899DL1992PTC051265

3

M/s Craft Water Purification Private Limited, the Transferor Company No. 3

19.08.1998

Rs. 1,30,00,000/- divided into 13,00,000 Equity shares of Rs. l0/-each

Rs. 1,26,65,000/- divided into 12,66,500 Equity Shares of Rs. 10/- each

U29219DL1998PTC095661

4

M/s Illuminate Tradex Private Limited, the Transferor Company No. 4

04.04.2007

Rs. 85,00,000/- divided into 8,50,000 Equity shares of Rs. l0/-each

Rs. 73,93,500/- divided into 7,39,350 Equity Shares of Rs. 10/- each

U17291DL2007PTC161668

5

M/s Featured Marketing Private Limited, the Transferor Company No. 5

29.03.2007

Rs. 90,00,000/- divided into 9,00,000 Equity-shares of Rs. l0/-each

Rs. 85,26,240/- divided into 8,52,624 Equity Shares of Rs. 10/- each

U51101DL2007PTC161314

6

M/s Utmost It Solution Private Limited, the Transferor Company No. 6

29.01.2007

Rs. 90,00,000/- divided into 9,00,000 Equity shares of Rs. l0/-each

Rs. 87,31,600/- divided into 3,73,160 Equity Shares of Rs. 10/- each

U72900DL2007PTC158473

7

M/s Sony Financial Services Limited, the Transferee Company

09.05.1995

Rs. 95,00,000/- divided into 9,50,000 Equity shares of Rs. 10/-each

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…

Rs. 90,93,680/- divided into 9,09,368 Equity Shares of Rs. 10/- each

U74899DL1995PLC068362

8. All the applicants have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses as well as their last available Audited Annual Accounts for the year ended 31.03.2019.

9. The Board of Directors of the Applicant companies vide Board Resolution passed on 16,12.2019 have unanimously approved the proposed Scheme of Amalgamation as contemplated above and copies of resolutions passed thereon have been placed on record by the companies.

10. The appointed date as specified in the Scheme is 1st April, 2019 subject to the directions of this Tribunal.

11. The Applicant companies have stated in the application that no investigation proceedings are pending against them under Sections 210 or any other applicable provisions of the Companies Act, 2013.

12. That the Applicant Companies have complied with the proviso to Section 230 (7) and Section 232 (3) by filing the certificate of the Company's Auditor in relation to compliance with the Accounting Standards under section 133 of the Companies Act, 2013.

13. Taking into consideration the application filed jointly by the Applicant Companies and the documents filed therewith, this Tribunal propose to issue the following directions with respect to calling, convening and holding of the meetings of the Equity 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 No. 3 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 1 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 1 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 1 that there are 01 Unsecured Creditor in the Company, whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…

and if thought fit, the approval of the scheme is dispensed with.

B) In relation to the Transferor Company No. 2 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 2 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 2 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 2 that there is no Unsecured Creditor in the Company, the necessity of convening a meeting does not arise.

C) In relation to the Transferor Company No. 3 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 3 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 3 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 3 that there are 02 Unsecured Creditor in the Company, whose consents have been obtained and are placed on record the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

D) In relation to the Transferor Company No. 4 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 4 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…

Since it is represented by the Transferor Company No. 4 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 4 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise

E) In relation to the Transferor Company No. 5 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 5 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 5 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 5 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise

F) In relation to the Transferor Company No. 6 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 6 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 6 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 6 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise

G) In relation to Transferee Company:

(i) With respect to Equity shareholders:

Since it is represented by the Transferee Company there are 07 Equity shareholders in the Company and all of them have given their consents by way of affidavit which are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…

with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferee Company that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferee Company that there are 07 unsecured Creditor in the Company, whose consent has been obtained and is placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

14. The application stands allowed on the aforesaid terms. Let the petition for approval of the scheme of arrangement be filed within a period of seven days from the date of this order.

Downloaded from CourtKutchehry — https://dev.courtkutchehry.com/judgments/upfront-trading-pvt-ltd-and-ors-…