

44

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD**

**CP(CAA) No. 33/NCLT/AHM/2018  
CA(CAA) No. 153/NCLT/AHM/2017**

Coram: **Hon'ble Mr. BIKKI RAVEENDRA BABU, MEMBER JUDICIAL**  
**Hon'ble Ms. MANORAMA KUMARI, MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD  
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 21.02.2018**

Name of the Company: Yash Infra Realty Pvt. Ltd.

Section of the Companies Act: Section 230-232 of the Companies Act, 2013

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
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1.	MS. Dharmishta Raval	Advocate	Petitioner	<u>Dhaval</u>
2.	Mr. Yuvraj Thakore	Advocate	Petitioner	<u>Y. Thakore</u>

**ORDER**

Learned Advocate Ms. Dharmishta Raval with Learned Advocate Mr. Yuvraj Thakore present for Petitioners.

Common order pronounced in open court. Vide separate sheets.

Manora  
**MANORAMA KUMARI**  
**MEMBER JUDICIAL**

B. R.  
**BIKKI RAVEENDRA BABU**  
**MEMBER JUDICIAL**

Dated this the 21st day of February, 2018.

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH**

**COMPANY PETITION (CAA) NO.26 OF 2018  
AND  
COMPANY PETITION (CAA) NO.27 OF 2018  
AND  
COMPANY PETITION (CAA) NO.28 OF 2018  
AND  
COMPANY PETITION (CAA) NO.29 OF 2018  
AND  
COMPANY PETITION (CAA) NO.30 OF 2018  
AND  
COMPANY PETITION (CAA) NO.31 OF 2018  
AND  
COMPANY PETITION (CAA) NO. 32 OF 2018  
AND  
COMPANY PETITION (CAA) NO. 33 OF 2018  
AND  
COMPANY PETITION (CAA) NO 34 OF 2018  
AND  
COMPANY PETITION (CAA) NO. 35 OF 2018**

In the matter of :-

Dharnidhar Cotex Private Limited )  
incorporated under the provisions of the )  
Companies Act, 1956 )  
(CIN:U17290GJ2010PTC059698) having its )  
registered office at 203, 2<sup>nd</sup>Floor, HN House, )  
Near Old High Court Railway Crossing, )  
Navrangpura, Ahmedabad - 390009, )  
Gujarat, India. )  
Petitioner of CP (CAA) 26 of 2018  
(Amalgamating Company - 1)

Peachwoods Infra Com Private Limited )  
incorporated under the provisions of the )  
Companies Act, 1956 (CIN : )  
U45202GJ2010PTC059142) having its )  
registered office at 1001, 10<sup>th</sup>Floor, )  
SafalProfitair, Opp. Auda Garden, Corporate )  
Road, Prahladnagar, Ahmedabad - 380015 )  
Gujarat, India. )  
Petitioner of CP (CAA) 27 of 2018  
(Amalgamating Company - 2)

Satyaprabhu Infrastructure Private Limited )  
incorporated under the provisions of the )  
Companies Act, 1956 (CIN: )  
U45200GJ2010PTC063031) having its )  
registered office at B-22, Suryavan Apt., Nr. )  
Judges Bunglow Bus-Stop, Bodakdev, )  
Ahmedabad - 380054, Gujarat, India. )  
Petitioner of CP (CAA) 28 of 2018  
(Amalgamating Company - 3)

Shankheshwar Spinners Private Limited )  
incorporated under the provisions of the )  
Companies Act, 1956 (CIN: )  
U17120GJ2011PTC065075) having its )  
registered office at B-22, Suryavan Apt., Nr. )  
Judges Bunglow Bus-Stop, Bodakdev, )  
Ahmedabad - 380054, Gujarat, India. )  
Petitioner of CP (CAA) 29 of 2018  
(Amalgamating Company - 4)

Spring Valley Organisers Private Limited is )  
incorporated under the provisions of the )

Companies Act, 1956 (CIN : )  
 U45201GJ2010PTC060759) having its )  
 registered office at 908, 9th Floor, Titanium )  
 City Centre, 100 feet Anandnagar Road, )  
 Ahmedabad - 380015. )  
 Petitioner of CP (CAA) 30 of 2018  
 (Amalgamating Company - 5)

Teracon Projects Private Limited )  
 incorporated under the provisions of the )  
 Companies Act, 1956 (CIN: )  
 U45201GJ2007PTC050185) having its )  
 registered office at 1002, 10<sup>th</sup> Floor, )  
 Safal Profitair, Opp. Auda Garden, Corporate )  
 Road, Prahladnagar, Ahmedabad - 380015 )  
 Gujarat, India. )  
 Petitioner of CP (CAA) 31 of 2018  
 (Amalgamating Company - 6)

Vipul Forms and Graphics Private Limited )  
 (CIN: U22122GJ1981PTC004619) having its )  
 registered office at 203, 2nd Floor, HN )  
 House, Near Old High Court Railway )  
 Crossing, Navrangpura, Ahmedabad - )  
 390009, Gujarat, India. )  
 Petitioner of CP (CAA) 32 of 2018  
 (Amalgamating Company - 7)

Yash Infra Realty Private Limited )  
 incorporated under the provisions of the )  
 Companies Act, 1956 (CIN: )  
 U45200GJ2010PTC063034) having its )  
 registered office at B-22, Suryavan Apt., Nr. )  
 Judges Bungalow Bus-Stop, Bodakdev, )  
 Ahmedabad - 380054, Gujarat, India. )  
 Petitioner of CP (CAA) 33 of 2018  
 (Amalgamating Company - 8)

Yashica Salt Private Limited incorporated )  
 under the provisions of the Companies Act, )  
 1956 (CIN: U24298GJ1996PTC030924) )  
 having its registered office at 203, 2nd Floor, )  
 HN House, Near Old High Court Railway )  
 Crossing, Navrangpura, Ahmedabad - )  
 390009. )  
 Petitioner of CP (CAA) 34 of 2018  
 (Amalgamating Company - 9)

Gajanand Infracon Private Limited is )  
 incorporated under the provisions of the )  
 Companies Act, 1956 (CIN : )  
 U45201GJ2010PTC060759) having its )  
 registered office at G-908, 9th Floor, )  
 Titanium City Centre, 100 feet Anandnagar )  
 Road, Ahmedabad - 380015 )  
 Petitioner of CP (CAA) 35 of 2018  
 (Amalgamated Company)

Order delivered on 21<sup>st</sup> February, 2018

**Coram: Hon'ble Sri Bikki Raveendra Babu, Member (J)**

**And**

**Hon'ble Ms. Manorama Kumari, Member (J)**

**Appearance:**

Ms. Dharmishta N. Raval, Advocate for Raval and Raval Advocates with Mr. Yuvraj G. Thakore, Advocate for the Petitioner Companies.

**ORDER**

[Per: Bikki Raveendra Babu]

*Chhara*

*B N*



1. These petitions under Sections 230 to 232 of the Companies Act, 2013 have been filed seeking sanction of proposed Composite Scheme of Amalgamation between Dharnidhar Cotex Private Limited (Amalgamating Company-1) and Peachwoods InfraCom Private Limited (Amalgamating Company-2) and Satyaprabhu Infrastructure Private Limited (Amalgamating Company-3) and Shankheshwar Spinners Private Limited (Amalgamating Company-4) and Spring Valley Organisers Private Limited (Amalgamating Company-5) and Teracon Projects Private Limited (Amalgamating Company-6) and Vipul Forms and Graphics Private Limited (Amalgamating Company-7) and Yash Infra Realty Private Limited (Amalgamating Company-8) and Yashica Salt Private Limited (Amalgamating Company-9) And Gajanand Infracon Private Limited (Amalgamated Company) and their respective shareholders and creditors ["Scheme" for short].

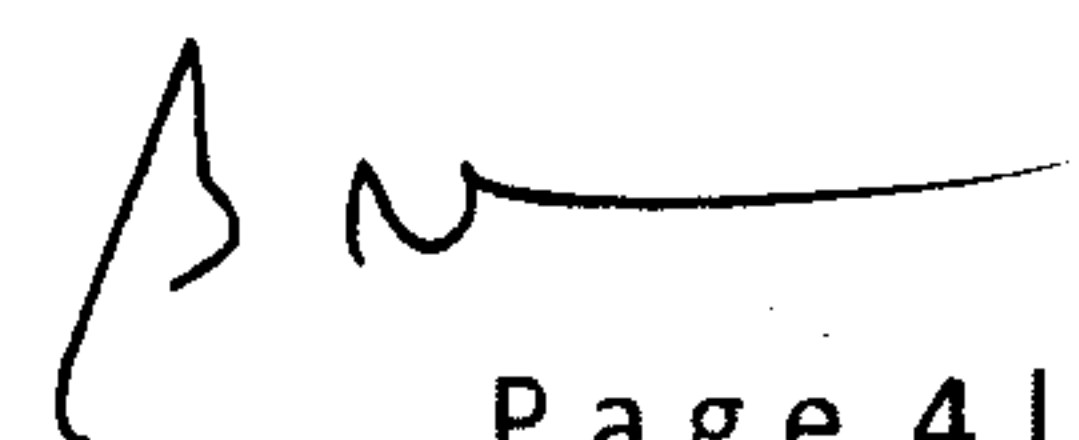
2. The Petitioner of CP (CAA) 26/NCLT/AHM/2018 company i.e. Dharnidhar Cotex Private Limited ("Petitioner Amalgamating Company-1") had filed CA (CAA) NO. 146 OF 2017 before this Bench of the National Company Law Tribunal ("Tribunal"), seeking dispensation for convening meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 1. This Tribunal, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and



holding of the meeting of the Equity Shareholders, Secured and Unsecured Creditors of the Petitioner Amalgamating Company 1.

3. The Petitioner of CP (CAA) 27/NCLT/AHM/2018 company i.e. Peachwoods Infra Com Private Limited ("Petitioner Amalgamating Company-2") had filed CA (CAA) NO. 147 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 2 and appropriate directions may be issued for conveying the meetings of the Preference Shareholders. This Tribunal, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Equity Shareholders, Secured and Unsecured Creditors of the Petitioner Amalgamating Company 2. This Tribunal directed convening the meeting of the Preference shareholder of the Petitioner Amalgamating Company – 2.

4. In pursuance of the order dated 21<sup>st</sup> November, 2017, the meeting of the Preference Shareholder was duly conducted on 27th December, 2017 at G-908, 9th Floor, Titanium City Centre, 100 feet Anandnagar Road, Ahmedabad - 380015, Gujarat at 02.00 PM. Mr. Ullas Shah, the chairman of the meeting, has already filed the report of the Chairman vide an affidavit dated 30.12.2017. In the said meeting, the Preference Shareholders of

the Petitioner Amalgamating Company 2 had unanimously approved the scheme.

5. The Petitioner of CP (CAA) 28/NCLT/AHM/2018 company i.e. Satyaprabhu Infrastructure Private Limited ("Petitioner Amalgamating Company-3") had filed CA (CAA) NO. 148 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 3 and appropriate directions issued for conveying the meetings of the Equity Shareholders. This Tribunal, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Secured and Unsecured Creditors of the Petitioner Amalgamating Company – 3. This Hon'ble Tribunal directed for convening the meeting of the Equity Shareholders of the Petitioner Amalgamating Company – 3.

6. In pursuance of the order dated 21<sup>st</sup> November, 2017, the meeting of the Equity Shareholder was duly conducted on 27th December, 2017 at G-908, 9th Floor, Titanium City Centre, 100 feet Anandnagar Road, Ahmedabad - 380015, Gujarat at 12.00 PM. Mr. Ullas Shah, the chairman of the meeting, has already filed the report of the Chairman vide an affidavit dated 30.12.2017. In the said meeting, the Equity Shareholders of the Petitioner Amalgamating Company 3 had unanimously approved the scheme.

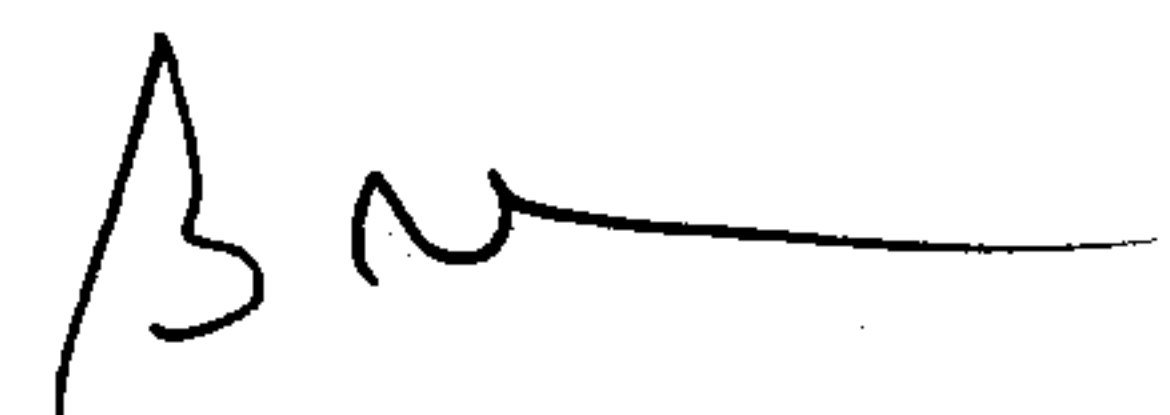
*Ullas Shah*

*[Signature]*



7. The Petitioner of CP (CAA) 29/NCLT/AHM/2018 company i.e. Shankeshwar Spinners Private Limited ("Petitioner Amalgamating Company-4") had filed CA (CAA) NO. 149 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 4 and appropriate directions may be issued for conveying the meetings of the Equity Shareholders. This Tribunal, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Secured and Unsecured Creditors of the Petitioner Amalgamating Company - 4. This Hon'ble Tribunal directed for convening the meeting of the Equity Shareholders of the Petitioner Amalgamating Company - 4.

8. In pursuance of the order dated 21<sup>st</sup> November, 2017, the meeting of the Equity Shareholder was duly conducted on 27<sup>th</sup> December, 2017 at G-908, 9<sup>th</sup> Floor, Titanium City Centre, 100 feet Anandnagar Road, Ahmedabad - 380015, Gujarat at 12.30 PM. Mr. Ullas Shah, the chairman of the meeting, has already filed the report of the Chairman vide an affidavit dated 30.12.2017. In the said meeting, the Equity Shareholders of the Petitioner Amalgamating Company - 4 had unanimously approved the scheme.



9. The Petitioner of CP (CAA) 30/NCLT/AHM/2018 company i.e. Spring Valley Organizers Private Limited ("Petitioner Amalgamating Company-5") had filed CA (CAA) NO. 150 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 5 and appropriate directions for conveying the meetings of the Equity Shareholders. This NCLT, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Secured and Unsecured Creditors of the Petitioner Amalgamating Company – 5. This Hon'ble Tribunal directed convening the meeting of the Equity Shareholders of the Petitioner Amalgamating Company – 5.

10. In pursuance of the order dated 21<sup>st</sup> November, 2017, the meeting of the Equity Shareholder was duly conducted on 27th December, 2017 at G-908, 9th Floor, Titanium City Centre, 100 feet Anandnagar Road, Ahmedabad - 380015, Gujarat at 11.30 AM. Mr. Ullas Shah, the chairman of the meeting, has already filed the report of the Chairman vide an affidavit dated 30.12.2017. In the said meeting, the Equity Shareholders of the Petitioner Amalgamating Company – 5 had unanimously approved the scheme.

11. The Petitioner of CP (CAA) 31/NCLT/AHM/2018 company i.e. Teracon Projects Private Limited ("Petitioner Amalgamating

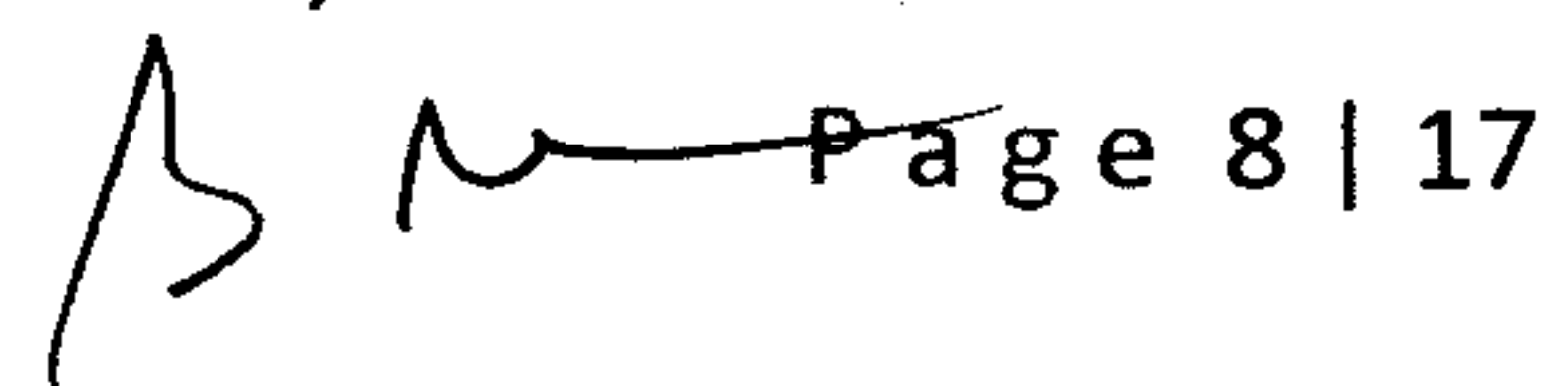




Company-6") had filed CA (CAA) NO. 151 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 6 and appropriate directions may be issued for conveying the meetings of the Preference Shareholders. This Tribunal, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Equity Shareholders, Secured and Unsecured Creditors of the Petitioner Amalgamating Company 6. This Hon'ble Tribunal directed convening the meeting of the Preference shareholder of the Petitioner Amalgamating Company – 6.

12. In pursuance of the order dated 21<sup>st</sup> November, 2017, the meeting of the Preference Shareholder was duly conducted on 26<sup>th</sup> December, 2017 at 11<sup>th</sup> Floor, Safal Profitaire, Corporate Road, Opp: Auda Garden, Prahladnagar, Ahmedabad – 380015, Gujarat At 01.00 PM. Mr. Ullas Shah, the chairman of the meeting, has already filed the report of the Chairman vide an affidavit dated 30.12.2017. In the said meeting, the Preference Shareholders of the Petitioner Amalgamating Company 6 had unanimously approved the scheme.

13. The Petitioner of CP (CAA) 32/NCLT/AHM/2018 company i.e. Vipul Forms and Graphics Private Limited ("Petitioner Amalgamating Company-7") had filed CA (CAA) NO. 152 OF 2017

before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 7. This NCLT, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Equity Shareholders, Secured and Unsecured Creditors of the Petitioner Amalgamating Company 7.

14. The Petitioner of CP (CAA) 33/NCLT/AHM/2018 company i.e. Yash Infra Realty Private Limited ("Petitioner Amalgamating Company-8") had filed CA (CAA) NO. 153 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 8 and appropriate directions for conveying the meetings of the Equity Shareholders. This NCLT, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Secured and Unsecured Creditors of the Petitioner Amalgamating Company – 8. This Hon'ble Tribunal directed for convening the meeting of the Equity Shareholders of the Petitioner Amalgamating Company – 8.

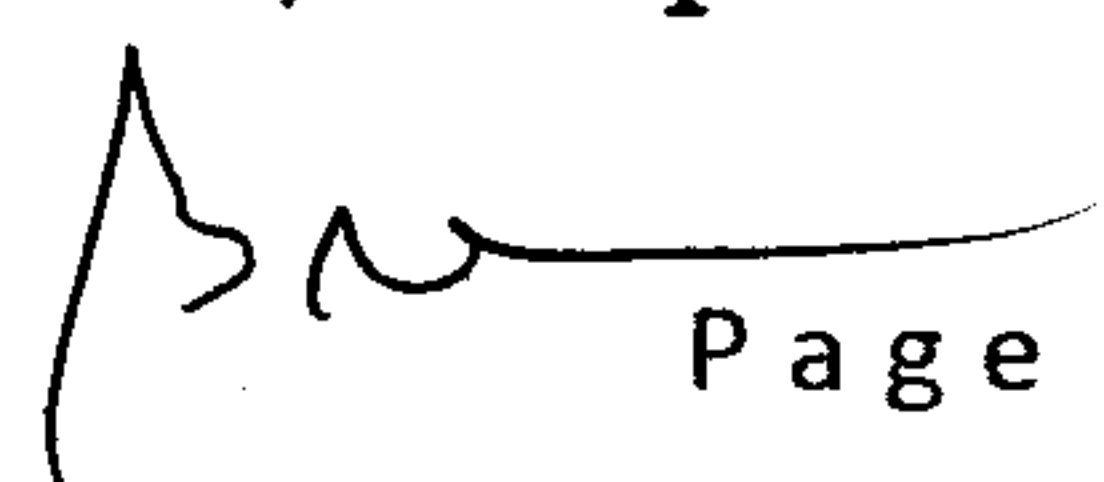
15. In pursuance of the order dated 21<sup>st</sup> November, 2017, the meeting of the Equity Shareholder was duly conducted on 27<sup>th</sup> December, 2017 at G-908, 9th Floor, Titanium City Centre, 100



feet Anandnagar Road, Ahmedabad - 380015, Gujarat at 01.00 PM. Mr. Ullas Shah, the chairman of the meeting, has already filed the report of the Chairman vide an affidavit dated 30.12.2017. In the said meeting, the Equity Shareholders of the Petitioner Amalgamating Company - 8 had unanimously approved the scheme.

16. The Petitioner of CP (CAA) 34/NCLT/AHM/2018 company i.e. Yashica Salt Private Limited ("Petitioner Amalgamating Company-9") had filed CA (CAA) NO. 154 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Amalgamating Company 9. This Tribunal, vide its order dated 21<sup>st</sup> November, 2017, dispensed with convening and holding of the meeting of the Equity Shareholders, Secured and Unsecured Creditors of the Petitioner Amalgamating Company 9.

17. The Petitioner of CP (CAA) 35/NCLT/AHM/2018 company i.e. Gajanand Infracon Private Limited ("Petitioner Amalgamated Company") had filed CA (CAA) NO. 155 OF 2017 before this Bench of the National Company Law Tribunal ('NCLT' or 'Tribunal'), seeking dispensation for convening meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner Amalgamated Company. This NCLT, vide its order dated 21<sup>st</sup> November, 2017, dispensed with

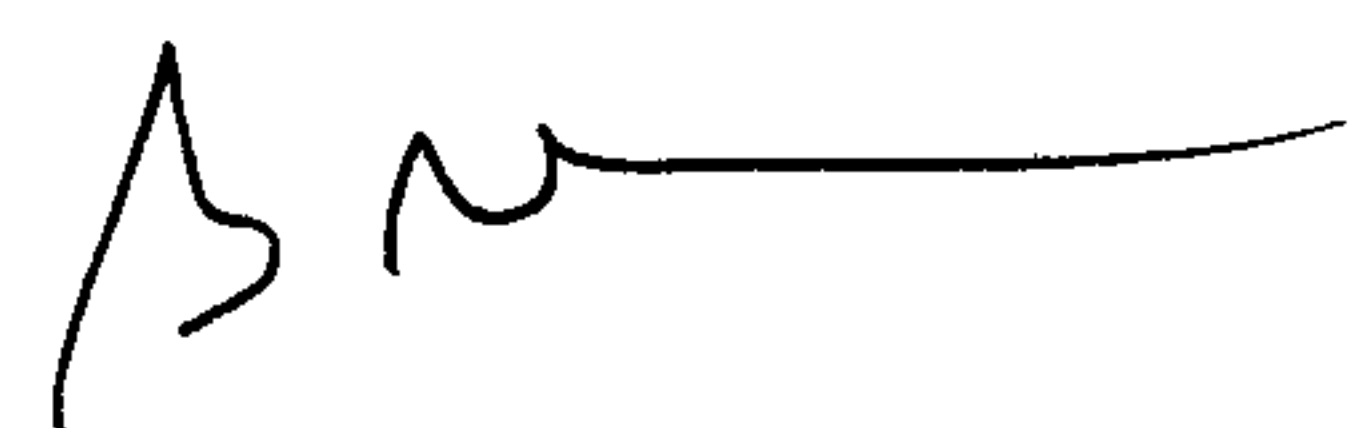
  
Page 10 | 17



convening and holding of the meeting of the Equity Shareholders, Secured and Unsecured Creditors of the Petitioner Amalgamated Company.

18. This Tribunal directed all the Petitioner Amalgamating Petitioner Companies (1-9) and Amalgamated Company to issue statutory notice in Form No. CAA3 to (i) the Central Government through the Regional Director, North Western Region; (ii) the Registrar of Companies, Gujarat; (iii) the Income-tax authorities; (iv) the Official Liquidator, asking them to make representations, if any, within a period of 30 days from the date of receipt of such notice, and in case no representation is received by the Tribunal within the stipulated period of 30 days, it should be presumed that the authorities have no representation to make. The Petitioner Companies in compliance of the aforesaid order have served the notices to the Statutory Authorities. The Petitioner Amalgamating Companies and Petitioner Amalgamated Company has also filed proof of service of notice vide affidavit dated 16<sup>th</sup> December, 2017.

19. Pursuant to the notice, the Regional Director has filed representation in respect of each of the Petitioner Companies. The Official Liquidator has also filed representation in respect of all the Amalgamating Companies. The Income Tax Department has also filed its representation.




20. The Petitioner Companies then filed the present petitions being CP (CAA.) No. 26 to 35 of 2018, before this Tribunal seeking sanction of the Composite Scheme of Arrangement.

21. This Tribunal by order dated 19<sup>th</sup> January, 2018, admitted the petitions and ordered that notice of hearing should be advertised in English daily "Indian Express", Ahmedabad edition and Gujarati daily "Sandesh", Ahmedabad edition, not less than 10 days before the date fixed for hearing, calling for their objections, if any, on or before the date of hearing. This Tribunal also directed to issue notice to Regional Director, Gujarat and the Income Tax Department informing the date of hearing i.e. 15<sup>th</sup> February, 2018.

22. Pursuant to the aforesaid order dated 19<sup>th</sup> January, 2018, passed by this Tribunal, the Petitioner Companies filed affidavit of service with this Tribunal on 1<sup>st</sup> February, 2018 submitting the proof of service of publication and also proof of giving notice to the Regional Director, Registrar of Companies, Official Liquidator and the Income Tax Department.

23. Heard learned Advocate, Ms. Dharmishta Raval with Mr. Yuvraj Thakore, Advocate, for M/s Raval & Raval, Advocates, for the petitioner companies.

24. The first observation of the Regional Director is that the Petitioner company should undertake to comply with section 232 (3) (i) of the Companies Act. In this regard it is submitted that

 Page 12 | 17

the transferor company has paid fees on increase of its authorized capital and hence is entitled to set off as stated in Section 232(3) (i) of the Companies Act, 2013. In any view the Petitioner Companies undertakes to comply the provisions of 232(3) (i) of the Companies Act 2013.

25. In Clause (C) of the Representation, the Regional Director has stated that he is not aware whether the company would be required to pay Stamp Duty on transfer of movable properties and hence the Hon'ble Tribunal may direct the Petitioner company to comply with the necessary provisions on the transfer of the movable properties and follow the procedure as may be required in payment of stamp duty. In this connection it is submitted that the Petitioner Companies will comply with the provisions of Stamp Act on the sanctioning of the scheme including the payment of Stamp Duty if any.

26. The Regional Director has also represented that the Hon'ble Tribunal may direct the Petitioner Companies to amend the scheme by way of including a clause regarding rationale of the scheme. In this connection it is submitted that the Rationale of scheme has been stated in the Company Application preferred by the Petitioner Company and it is not mandatory to have a clause providing for the rationale of the scheme in the scheme itself.



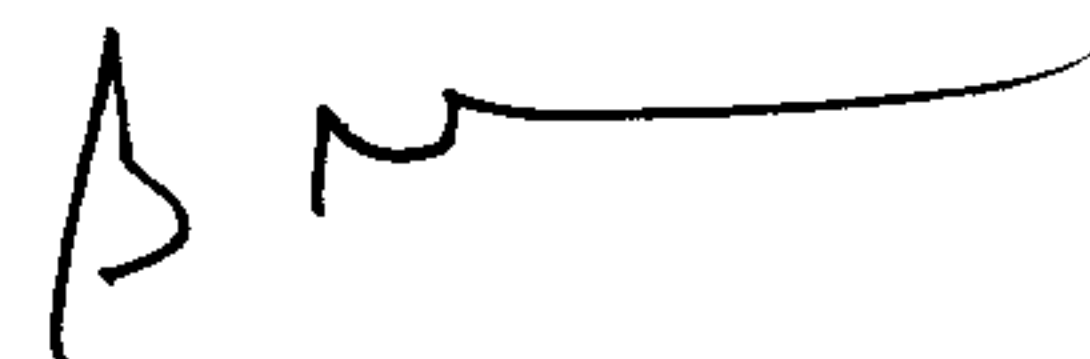
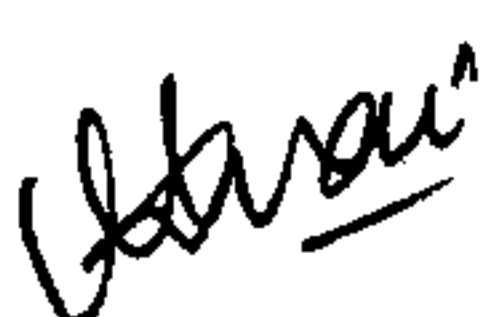


27. The Regional Director has also represented that the Petitioner Companies should undertake that no unaccounted money has been created through securities premium account during any of previous years and that the Petitioner Company has paid applicable Income Tax and other legal dues.

28. In this connection the Petitioner Companies have undertaken that there is no unaccounted money created through securities payment account in the previous years and that the petitioner company has paid the applicable Income Tax and other legal dues on security premium account. The Petitioner Companies further undertake that if any Income Tax or other legal dues are payable that shall be paid by the Petitioner Transferee Company.

29. In Clause (F) the Regional Director has represented that the Petitioner Companies should undertake to comply with AS-103. In this connection the Petitioner Companies undertake to Company with IND (A) (S) 103.

30. Further, as per the report of the Registrar of Companies, Gujarat, there is no complaint/ representation against the scheme of Amalgamation of the Petitioner Companies and there are no complaints against the Petitioner Companies.

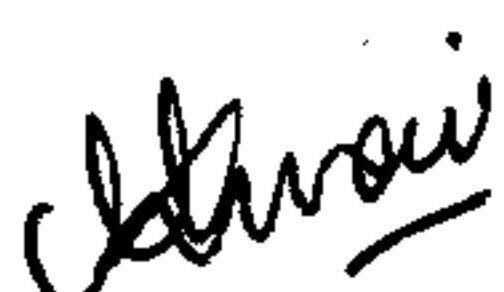


31. The Regional Director further stated in his representation that the proposed Scheme is not prejudicial to the interest of shareholders of the Petitioner Companies and the public at large.

32. The Income Tax Department has in its representation stated that the Petitioner Amalgamating Companies are required to make payment to the Income Tax Department. In this connection it is submitted that on and after receiving approval of the Hon'ble Tribunal of the Scheme proposed by the Petitioner Companies, the rights assets and all the immovable property of the Petitioner Company shall vest in the Amalgamated Company. It is further submitted that on the approval of the scheme the Amalgamated Company shall take over all the responsibilities and liabilities of payment of taxes by the Petitioner Company. The Petitioner Amalgamated Company also undertakes to comply with all the applicable laws.

33. The Official Liquidator, in respect of Amalgamating Companies, in his representation has requested the Tribunal to direct the following:

- i. That the Petitioner Companies shall preserve books of accounts, papers and records and shall not dispose of without prior permission of Central Government as per the provision of section 239 of the Companies Act, 2013;
- ii. That the petitioner companies shall ensure statutory compliance of all applicable laws and also on sanctioning of the present



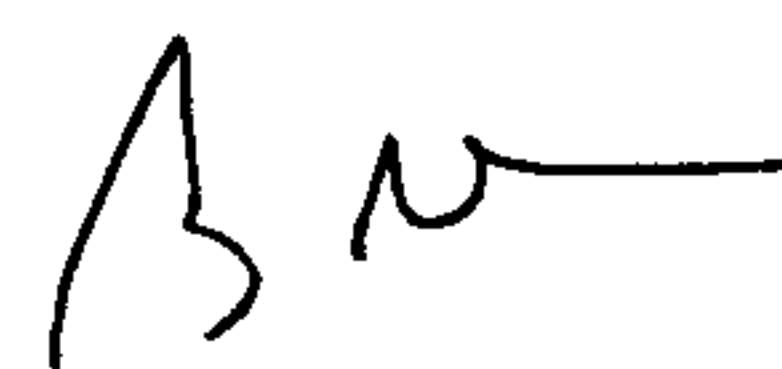
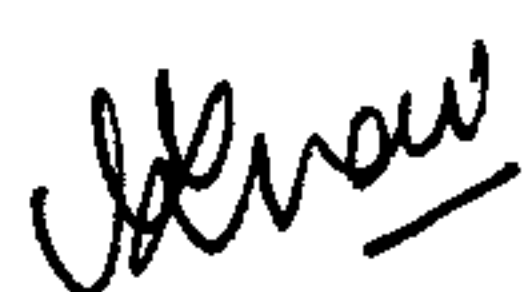
scheme, it shall not be absolved from any of its statutory liability, in any manner;

iii. That the petitioner companies shall comply with Rule 17(2) of Companies (Compromise, Arrangements and Amalgamations) Rules, 2016 with respect to filing of order if any, for confirmation of the scheme in form INC-28 with the Registrar of Companies having jurisdiction over the Petitioner companies involved

34. In response to the report of the Official Liquidator, the petitioner companies have, by way of an affidavit filed by the Authorised Representative of the Petitioner Companies have submitted that they will comply with and hence, the representations made by the Official Liquidator and accordingly the are satisfied.

35. Considering the entire facts and circumstances of the case and on perusal of the Scheme and the documents produced on record, it appears that the requirements of the provisions of Sections 230 and 232 of the Companies Act, 2013 are satisfied. The Scheme appears to be genuine and bona fide and in the interest of the shareholders and creditors.

36. In the result, these petitions are allowed. The Composite Scheme of Arrangement, which is at **Annexure – D** in respect of the each of the Petitions, is hereby sanctioned and it is declared that the same shall be binding on the Petitioner Companies,

 Page 16 | 17



namely, Dharnidhar Cotex Private Limited and Peachwoods InfraCom Private Limited and Satyaprabhu Infrastructure Private Limited and Shankheshwar Spinners Private Limited and Spring Valley Organisers Private Limited and Teracon Projects Private Limited and Vipul Forms and Graphics Private Limited and Yash Infra Realty Private Limited and Yashica Salt Private Limited and Gajanand Infracon Private Limited, their equity and preference shareholders, secured creditors and unsecured creditors of the Petitioner Companies and all concerned under the Scheme.

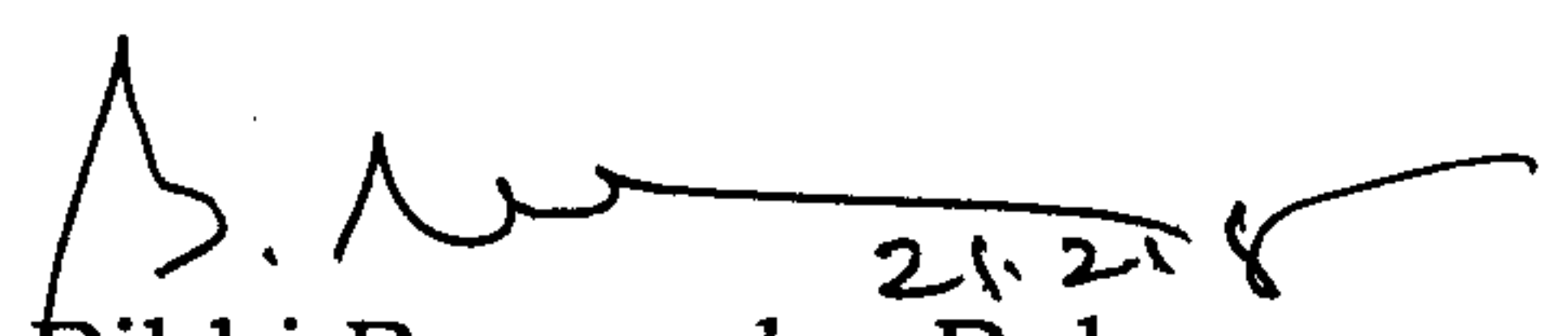
37. Fees of the Official Liquidator are quantified at Rs.10,000/- each in respect of the Petitioner Transferor Companies. The said fees shall be paid by the Petitioner Transferee Company.

38. Filing and issuance of drawn up orders are dispensed with. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar of this Tribunal. The Registrar of this Tribunal shall issue the certified copy of this order along with the Scheme immediately.

39. The Company Petitions are disposed of accordingly.



Ms. Manorama Kumar,  
Member (J)



21.2.18  
Bikki Raveendra Babu,  
Member (J)

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