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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CA(CAA) No. 82/NCLT/AHM/2017


Coram:

**Present: Hon'ble Mr. BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING OF AHMEDABAD
BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 25.07.2017**

Name of the Company: Gupcon Trading 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> |
|--------------|-------------------------------|--------------------|-----------------------|---|
| 1. | NAVIN PAHWA | ADV. | PETITIONER |  |
| 2. | | | | |

ORDER

Learned Advocate Mr. Navin Pahwa present for Applicant.

Order pronounced in open Court. Vide separate sheet.


**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

Dated this the 25th day of July, 2017.

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

CA(CAA) No.82 of 2017

In the matter of :-

Gupcom trading Private Limited,
(Formerly known as MB Training
and Consultancy Solutions Private Limited),
A company incorporated under the
Provisions of the Companies Act,
1956, Unit 2,
322/323, Village Orma,
Taluka Olpad,
Surat - 394 540.

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Applicant
(Resulting Company)

Order delivered on 25th July, 2017

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

Appearance:

Mr. Navin Pahwa, Advocate for the Applicant.

ORDER

1. Gupcom Trading Private Limited (Transferor Company) has filed this application under section 230 to 232 of the Companies Act, 2013 seeking dispensation of meeting of equity shareholders of the applicant resulting company for the purpose of considering and, if thought fit, approving, with or without modification, a Scheme of Arrangement of West Coast Foods Private Limited (Demerged Company) with Gupcom Trading Private Limited (Resulting Company) ["Scheme" for short].



2. The applicant is a private limited company. Paid up equity share capital of the applicant company is Rs. 1,00,000/-. The Board of Directors of the applicant company has approved the Scheme of Arrangement by passing board resolution in their Meeting held on 8th June 2017.

3. The applicant company has stated that accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed in the Companies Act, 2013 and a certificate by the Statutory Auditors of the company dated 8.6.2017 confirming the same has been filed.

4. It is stated in the application that the Company has only three equity shareholders and all the equity shareholders have given their consent, in writing, in approval to the Scheme of Arrangement waiving their right to convene the meeting of equity shareholders. Affidavits of the shareholders are produced as Annexure-F. Reliance is placed on certificate of Hitesh K. Lathiya and Company, Chartered Accountants, dated 8.6.2017 (Annexure-G), which certifies that the applicant company has only three equity shareholders.

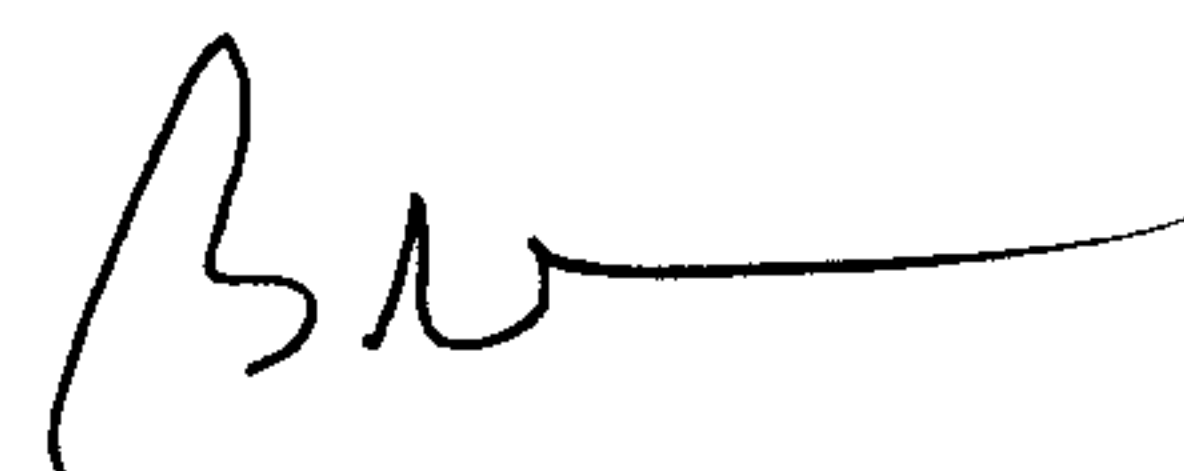
5. The applicant company has stated that there are no secured or unsecured creditors of the applicant company. Reliance is placed on certificate of Hitesh K. Lathiya and Company, Chartered Accountants dated 8.6.2017 Annexure-H which certifies that the applicant company does not have any secured or unsecured creditor.



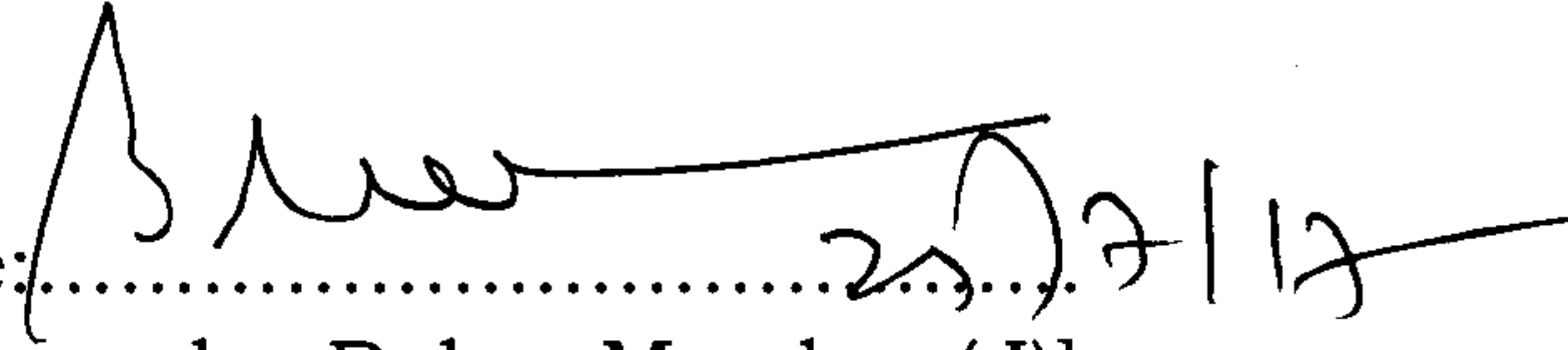
6. In view of the consent affidavits of all the equity shareholders of the applicant company, the meeting of equity shareholders of the applicant company for the purpose of considering and, if thought fit, approving with or without modification the Scheme is dispensed with.

7. It is stated in the application that there are no secured or unsecured creditors of the applicant company. This statement made in the application is corroborated by the certificate of Chartered Accountant dated 8th June, 2017, produced as Annexure "H". In the circumstances, the question of holding meetings of creditors does not arise.

8. In compliance of subsection (5) of Section 230 and Rule 8 of the Companies (CAA) Rules, 2016, the applicant company shall send a notice in Form No. CAA.3 along with copy of the Scheme of Arrangement, to (i) the Central Government through the Regional Director, North Western Region, (ii) The Registrar of Companies, (iii) The Income Tax Authorities, stating that the representations, if any, to be made by them shall be made within a period of 30 days from the date of receipt of such notice, failing which it shall be presumed that they have no objection to make on the proposed Scheme. The aforesaid authorities, who desire to make any representation under sub-section (5) of Section 230 shall send the same to the Tribunal within a period of 30 days from the date of receipt of such notice, failing which it shall be deemed that they have no representation to make on the proposed arrangement.



9. This application is disposed of accordingly.

Signature:  25/7/17
[Bikki Raveendra Babu, Member (J)]

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