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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

**CP (CAA) NO. 39/NCLT/AHM/2017
With CA (CAA) No. 35/NCLT/AHM/2017**

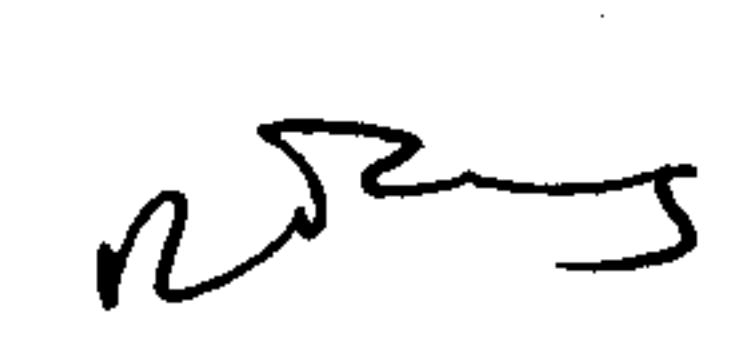

Coram:

**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 27.07.2017**

Name of the Company: Welshop Trading Pvt. Ltd.
Welspun Steel Ltd. (Joint Application)

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.	NIKUNT K. RAVAL	ADVOCATE	PETITIONERS	
2.	Yuvraj G. Thakore	Advocate	Petitioner	

ORDER

Learned Advocate Mr. Nikunt Raval with Learned Advocate Mr. Yuvraj Thakore
i/b Learned Advocate Ms. Dharmistha Raval present for Petitioner.

Order pronounced in open Court. Vide separate sheet.


**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

Dated this the 27th day of July, 2017.

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

CP(CAA) No. 39 of 2017

In the matter of :-

Welshop Trading Private Limited
(CIN: U74999GJ2016PTC094461),
A Company incorporated under the
Companies Act, 2013 and having its
registered office at Survey No 76,
Village Morai, Vapi Valsad, Vapi,
Gandhinagar, Gujarat 396191.

..... Petitioner Transferor Company

And

Welspun Steel Limited
(CIN: U27109GJ2004PLC044249),
a Company incorporated under the
Companies Act, 1956 and having its
registered office at Survey No. 650,
Welspun City, Village Versamedital,
Anjar Kutch, Gujarat, 370110.

..... Petitioner Transferee Company

Order delivered on 27th July, 2017

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

Appearance:

Ms. Dharmishta Raval of M/s. Raval & Raval Advocates with Mr. Yuvraj Thakore, Advocates, for the petitioner companies.

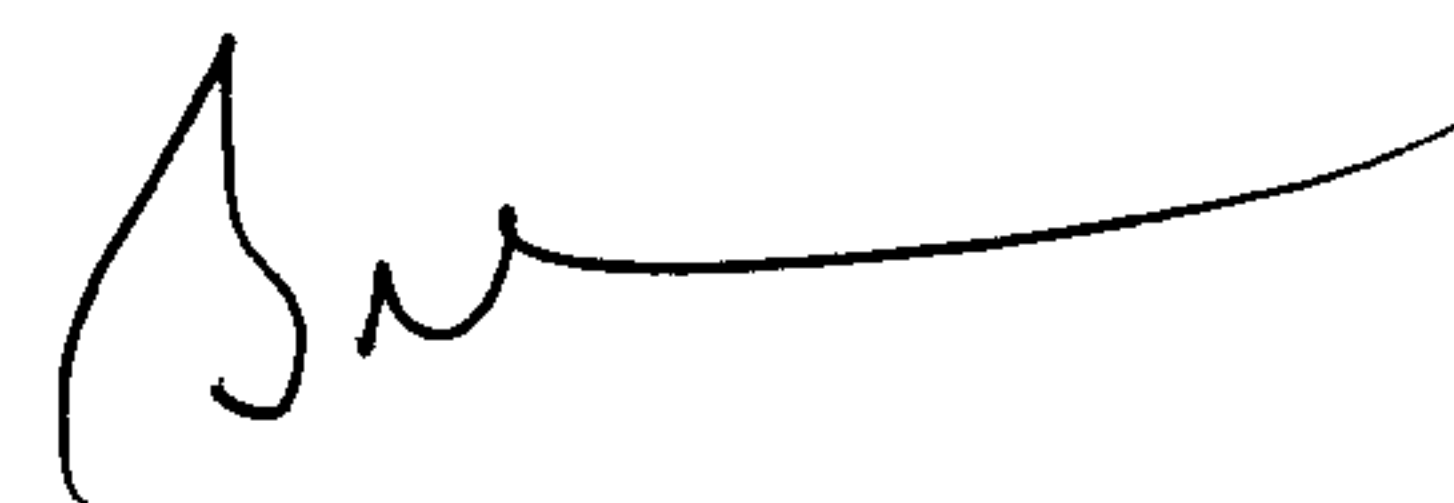
ORDER

1. This petition under Sections 230 to 232 of the Companies Act, 2013 has been filed seeking sanction of proposed Scheme of Amalgamation of Welshop Trading Private Limited ("WTPL" or "the Transferor Company") with Welspun Steel Limited ("WSL" or "the

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Transferee Company”) and their respective shareholders [“Scheme” for short].

2. The petitioners companies herein, i.e. Welshop Trading Private Limited and Welspun Steel Limited, had filed a joint application, being CA (CAA) No.35 of 2017, before this Bench of the National Company Law Tribunal (‘NCLT’ or ‘Tribunal’), seeking dispensation for convening separate meetings of equity shareholders, secured creditors and unsecured creditors of the Petitioner Transferor Company and seeking dispensation for convening separate meetings of equity shareholders, preference shareholders, secured creditors and unsecured creditors of the Petitioner Transferee Company. This Tribunal, vide its order dated 8th May, 2017, dispensed with convening and holding of the meetings of the equity shareholders, preference shareholders, secured and unsecured creditors of the Petitioner Transferor Company and Petitioner Transferee Company. This Tribunal also directed the petitioner companies 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; and (iv) the Official Liquidator (in respect of Petitioner Transferor Company), 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.



3. Pursuant to the notice, the Regional Director filed a representation on affidavit dated 22nd June, 2017 and the Official Liquidator filed a representation dated 20th June, 2017.

4. The petitioner companies, jointly filed the present petition before this Tribunal on 16th May, 2017, seeking sanction of the Scheme.

5. This Tribunal by order dated 3rd July, 2017, 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 Official Liquidator informing the date of hearing.

6. Pursuant to the aforesaid order dated 3rd July, 2017, passed by this Tribunal, the Petitioner Companies filed affidavit of service with this NCLT on 21st July, 2017, submitting the proof of service of publication and also proof of giving notice to the Regional Director, Gujarat and the Official Liquidator.

7. Heard learned Advocate, Ms. Dharmista Raval Advocate, for M/s Raval & Raval, Advocates, for the petitioner companies.

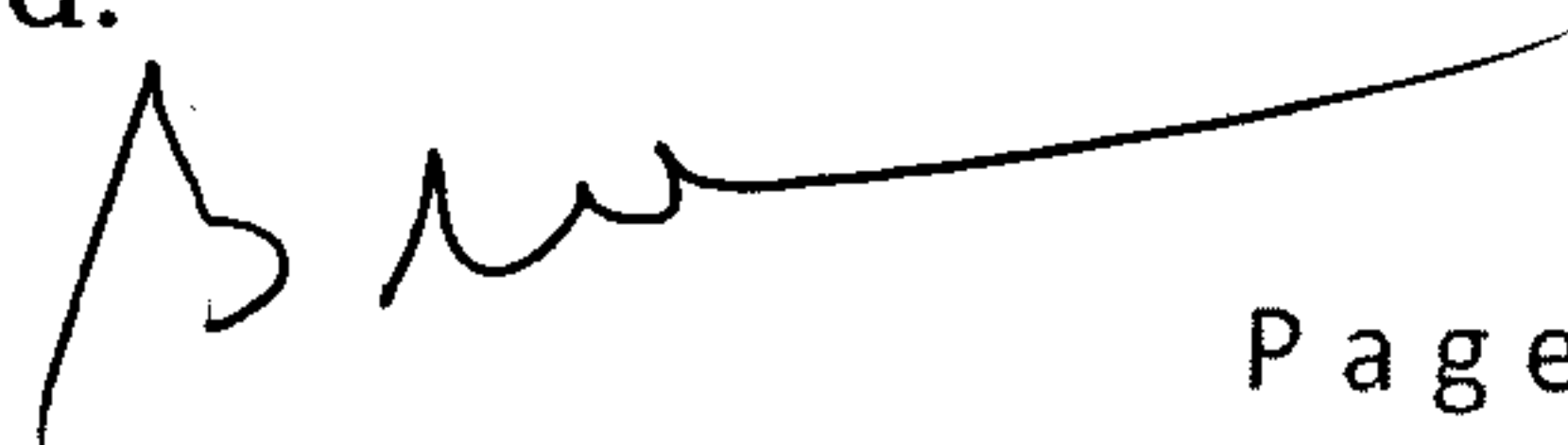
8. The Regional Director in his representation stated that, as per the report of the Registrar of Companies, Gujarat, there is no complaint/ representation against the scheme of Amalgamation of the Petitioner Companies. The Regional Director further stated in his

representation that the proposed Scheme is not prejudicial to the interest of shareholders of the Petitioner Companies and the public at large.

9. The Official Liquidator 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.

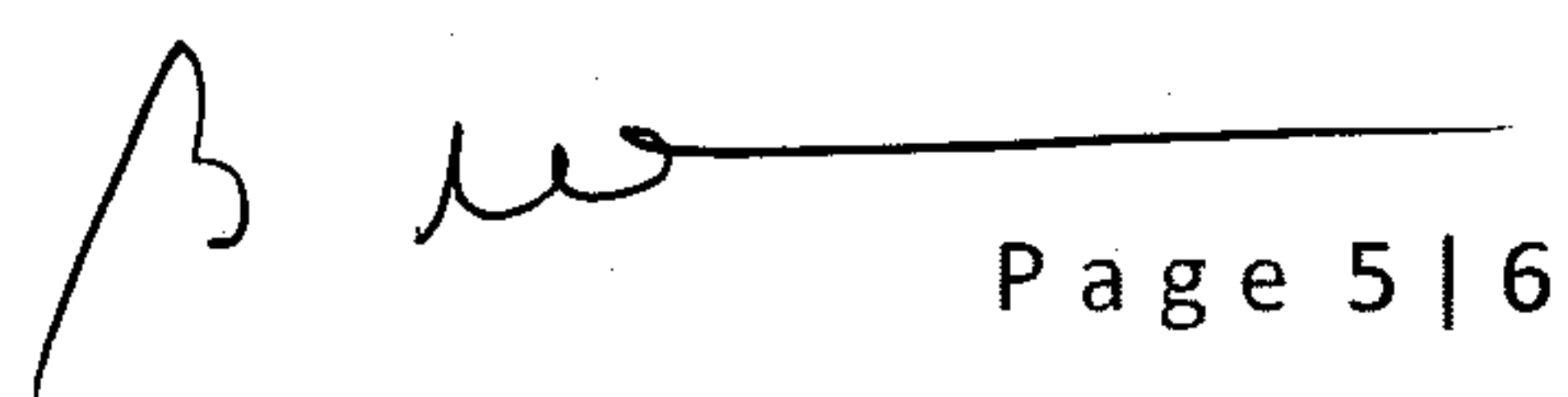
10. In response to the representation of the Official Liquidator, the petitioner companies have, by way of an affidavit filed by the Authorised Representative of the petitioner companies on 21st July, 2017, submitted that the petitioners shall comply with the above directions of the Tribunal and accordingly, the representations made by the Official Liquidator stand satisfied.



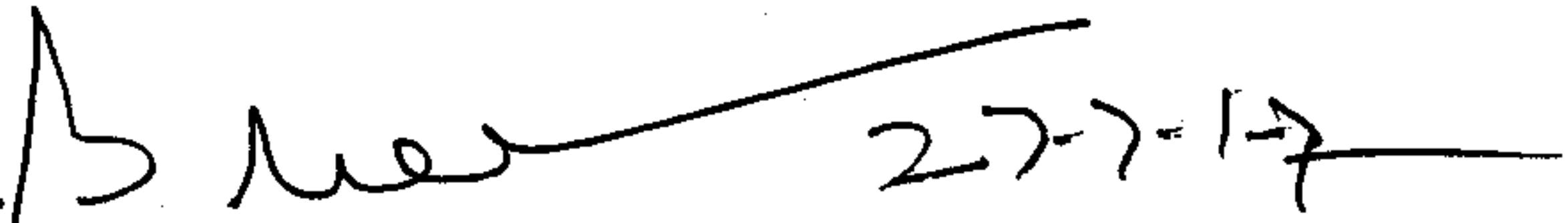
11. The petitioners have stated that no investigation has been instituted or is pending in relation to the petitioner companies under Chapter XIV of the Companies Act, 2013. The petitioners have also stated that no winding up proceedings have been either filed or pending against the petitioner companies. The petitioners have also stated that the accounting treatment as proposed in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Act. To corroborate this statement made in the petition, the petitioners have produced original certificate of Statutory Auditor dated 8th March, 2017 as Annexure "J".

12. 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.

13. In the result, these petitions are allowed. The Scheme of Amalgamation, which is at Annexure H to the joint petition, is hereby sanctioned and it is declared that the same shall be binding on the Petitioner Companies, namely, Welshop Trading Private Limited and Welspun Steel Limited, their shareholders, secured and unsecured creditors and all concerned under the Scheme. The petitioner Transferor Company, viz. Welshop Trading Private Limited, shall stand dissolved without winding up.



14. It is ordered that the Transferor Companies shall not dispose of or destroy their books of accounts and other connected papers without prior consent of the Central Government as per provisions of Section 239 of the Companies Act, 2013 and shall preserve the same.
15. It is also ordered that the Transferor Companies shall ensure statutory compliance of all applicable laws and they shall not be absolved from their statutory liabilities in any manner.
16. It is further ordered 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.
17. The fees of the Official Liquidator are quantified at Rs.10,000/- in respect of the Transferor Company and the said fees shall be paid by the Transferee Company.
18. 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.
19. This petition is disposed of accordingly.

Signature:  27-7-17
[Bikki Raveendra Babu, Member (J)]

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