

## ***NCLT, KOCHI***

### **Daily Orders – Draft**

In the Bench of: Shri Ashok Kumar Borah, Member (Judicial)

**Date: 30th Sept 2020**

**1 CA(CAA)/06/KOB/2020**

Learned counsel for the Applicant Shri Ameerul Millath appeared in the VC. This is a Company Application presented under Section 230-232 of the Companies Act, 2013 in the matter of Scheme of Amalgamation. Heard and perused the whole records including the documents attached with the application. **Orders reserved. List for pronouncement of orders on 5.10.2020.**

**2 CP(CAA)/05/KOB/2020**

Learned counsel for the Applicant Shri Mohan Pulickkal appeared in the VC. This Joint Company Petition is filed under Section 230-232 of the Companies Act, 2013 read with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for confirmation and sanction by this Tribunal of scheme of Merger and Amalgamation.

Vide our order dated 18.8.2020 the meetings of the members and creditors of the Petitioner Companies were dispensed with in view of the affidavits sworn to by all the members and the sole creditor of both the companies supporting and agreeing to the Scheme of Amalgamation. The petitioners were also permitted to present the Company Petition for confirmation and sanction of the Scheme of Amalgamation. Learned counsel for the Petitioner submitted that notices in Form No.CAA-3 were served on RD, ROC and Official Liquidator as directed by this Tribunal. It appears from records that no reply has yet been received from RD and ROC.

The Official Liquidator submitted a Report stating that it is necessary to scrutinize the entire books of accounts, statutory registers and other relevant records and papers relating to the transferor company from the date of its incorporation so as to ascertain whether the affairs of the company have or have not been conducted in a manner prejudicial to the interests of the Company or its members or to public interest. For this purpose, the Official Liquidator has prayed to give permission to engage the services of a Chartered Accountant empanelled with him.

The learned counsel for the Petitioners submitted that the petitioners have served notices to the Statutory Authorities as per Section 230(5) of the Companies Act, 2013. But RD and ROC have not made any reply to the notice till date. According to the learned counsel for the Petitioners, the scrutiny of the books of accounts, statutory registers and other relevant records and papers relating to the transferor company is

not required in this case since the Audited Financial Statements for the period 2016-17, 2017-18, 2018-19, Auditors Report for the year 2018-19 and Valuation Report dated 30.1.2020 have already been submitted to the statutory authorities including the Official Liquidator. The learned counsel for the petitioners further submitted that matters related to liquidation or question of winding up of the transferor Company have not been arisen in this case. He therefore prayed that a date of hearing of this CP be fixed by this Tribunal and Notice of the Company Petition may be ordered to be advertised not less than 10 days prior to such date of hearing fixed, in the Kochi Editions of two newspapers, one in Malayalam and the other in English, having circulation in Ernakulam District.

Heard and perused the whole case records including the documents attached with the petition. Since matters related to liquidation or question of winding up of the transferor company are not involved in this case, the **Request made by the Official Liquidator is dismissed**. The petitioners are directed to submit a draft of the paper publication before the Registry for approval of this Tribunal within 3 days. Upon approval, the petitioner may proceed with the paper publication in Business Line in English and Janmaboomi in Malayalam. Post the matter on **16.11.2020** . Before that date, the petitioners are directed to produce the paper publication.

### **3 REPORT NO.94/KOB/2020 IN CA(CAA)/02/KOB/2020 & CA(CAA)/03/KOB/2020**

Learned counsel for the Applicant Shri Mohan Pulickkal appeared in the VC. This Joint Company Petition is filed under Section 230-232 of the Companies Act, 2013 read with Rule 15 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 for confirmation and sanction by this Tribunal of scheme of Merger and Amalgamation.

Vide our order dated 18.8.2020 the meetings of the members and creditors of the Petitioner Companies were dispensed with in view of the affidavits sworn to by all the members and the sole creditor of both the companies supporting and agreeing to the Scheme of Amalgamation. The petitioners were also permitted to present the present the Company Petition for confirmation and sanction of the Scheme of Amalgamation. Learned counsel for the Petitioner submitted that notices in Form No.CAA-3 were served on RD, ROC and Official Liquidator as directed by this Tribunal. It appears from records that no reply has yet been received from RD and ROC.

The Official Liquidator has submitted a report and stated that it is necessary to scrutinize the entire books of accounts, statutory registers and other relevant records and papers relating to the transferor company from the date of its incorporation so as to ascertain whether the affairs of the company have or have not been conducted in a manner prejudicial to the interests of the Company or its members or to public interest. For this purpose, the Official Liquidator has sought permission to engage the services of a Chartered Accountant empanelled with him.

The learned counsel for the Petitioners submitted that the petitioners have served notices to the Statutory Authorities as per Section 230(5) of the Companies Act, 2013. But RD and ROC have not made any reply to the notice till date. According to the learned counsel for the Petitioners, the scrutiny of the books of accounts, statutory registers and other relevant records and papers relating to the transferor company is not required in this case since the Audited Financial Statements for the period 2016-17, 2017-18, 2018-19, Auditors Report for the year 2018-19 and Valuation Report dated 30.1.2020 have already been submitted to the statutory authorities including the Official Liquidator. The learned counsel for the petitioners further submitted that matters related to liquidation or question of winding up of the transferor Company have not been arisen in this case. He therefore prayed that a date of hearing of this CP be fixed by this Tribunal and Notice of the Company Petition may be ordered to be advertised not less than 10 days prior to such date of hearing fixed, in the Kochi editions of two newspapers, one in Malayalam and another in English, having wide circulation in Ernakulam District.

Heard and perused the whole case records including the documents attached with the petition. Since matters related to liquidation or question of winding up of the transferor company are not involved in this case, the **Request made by the Official Liquidator is dismissed**. The petitioners are directed to submit a draft of the paper publication before the Registry for approval of this Tribunal within 3 days. Upon approval, the petitioner may proceed with the paper publication in Business Line in English and Janmaboomi in Malayalam. Post the matter on **16.11.2020** before that date the petitioner are directed to produce the paper publications.

#### 4 CA/61/KOB/2020

Learned counsel for the Appellant Shri Harikrishnan R. Nair appeared in the VC. Heard and perused the records. Report of the ROC is on record. **Orders reserved. List for pronouncement of orders on 1.10.2020.**

#### 5 TMA/42/KOB/19 (MA/ 450/IB/18(C.B.) IN CP/689/IB/2017/(C.B.) WITH REPORT NO.93/KOB/2020

Learned counsel for the Applicant in TMA Shri T.Ravichandran appeared in the VC. Learned counsel for the R2 to R4 Shri Vigneswara Elango appeared in the VC and sought an adjournment due to the Covid 19 pandemic situation existing in his area. Adjourned to 4.11.2020.

#### 6 MA/114/KOB/2020 IN MA/515/2019/CHENNAI BENCH IN CP(IB)/315/2019 IN CP(IB)/689/2017

Learned counsel for the Applicant Shri N.R.Krishnan Unnni appeared in the VC. Learned counsel Shri NPS Choula also appeared in the VC for the Resolution Applicant. Registry reported that the Vakalat submitted by Shri Choula is defective. Shri Choula submitted that he will rectify the defect within a day or two. List on **4.11.2020.**

**7 MA/115/KOB/2020 IN MA/515/2019/CHENNAI BENCH IN CP(IB)/315/2019 IN CP(IB)/689/2017**

Learned counsel for the Applicant Shri N.R.Krishnan Unnni appeared in the VC. Learned counsel Shri NPS Choula appeared in the VC for the Resolution Applicant. Registry reported that the Vakkalath submitted by Shri Choula is defective. Shri Choula submitted that he will rectify the defect within a day or two. List on 4.11.2020.

**8 MA/140/KOB/2020 IN TIBA/11/KOB/2019 Connected with IBA/28/KOB/2019**

Learned counsel for the Applicant Shri Mohammed Fazil MP, Government Pleader appeared in the VC. Learned RP Shri Bijoy Pulipra also appeared in the VC. RP has already filed his counter against the MA. RP submitted that the period of CIR Process will be expired on 18.10.2020. So he prayed to post the matter prior to that date. Therefore, list on **13.10.2020 at 2.30** pm for final hearing, before that date the applicant may file his rejoinder, if any.

**9 MA/01(KOB)/2020 IN IBA/145/2019(CB)**

Learned counsel for the Applicant Sjri Moulik Nanavati as well as learned counsel for the respondent Shri Sukumar Oommen appeared in the VC. Due to network problem, the arguments of both the parties interrupted. Hence both the parties sought to post the case to another date. Shri Sukumar Oommen requested time to file his written statement in the MA. He may do so before the next date fixed. List on **14.10.2020 at 2.30 pm** for final hearing.

**10 IA/124/KOB/2020 IN IBA/16/KOB/2020**

Learned counsel for the applicant Corporate Debtor and the learned RP Shri Jasin Jose, intimated their willingness to appear through VC. However, it is seen that Form FA has not been filed by the parties. Hence at their request adjourned to 15.10.2020.

**11 IA/125/KOB/2020 IN IBA/16/KOB/2020**

Learned RP Shri Jasin Jose and learned counsel Shri John V,Mani, for the Operational Creditor informed their willingness to appear through VC. Since the connected matter IA/124/KOB/2020 has been adjourned, list this IA on tht date ie., 15.10.2020.

**12 TCP/67/KOB/2019 IWTH IA/149/KOB/2020**

Learned counsel for the applicant Shri Sankar P Panicker as well as learned counsel for the respondents Shri Sharad Kodianthara appeared in the VC. Heard both the parties. Respondents are directed to file their reply/counter in the IA within 2 weeks. List on **20.11.2020** for hearing.

**13 TCP/81/KOB/19**

Learned counsel for the petitioner Shri Philp Mathew intimated his willingness to appear through VC. How3evrm, learned counsel for Respondents sought an adjournment. List on 7.12.2020.

**14 TCA/29/KOB/19**

Learned counsel for the petitioner sought an adjournment. Learned counsel for respondents intimated his willingness to appear through VC. Adjourned to 7.12.2020.

**15 CP/92/KOB/2019**

No request received from the learned counsel for the petitioner. However, learned counsel for the respondents sought adjournment. List on 8.12.2020.

**16 IA/136/KOB/2020 IN CP/24/KOB/2020**

Learned counsel for the applicant Shri Anil D Nair and learned senior counsel for the respondents Shri Joseph Kodianthra appeared through VC and argued the matter for some. Due to failure of Video Connection, the arguments could not be concluded. Hence adjourned to **01.10.2020 at 2.30 pm.**

**17 IA/137/KOB/2020 IN CP/24/KOB/2020**

Learned counsel for the applicant Shri Anil D Nair and learned senior counsel for the respondents Shri Joseph Kodianthra appeared through VC and argued the matter for some. Due to failure of Video Connection, the arguments could not be concluded. Hence adjourned to **01.10.2020 at 2.30 pm.**

**18 CP/24/KOB/2020**

Learned senior counsel for the petitioner Shri Joseph Kodianthara and learned counsel for the respondents 1,2 and 4 appeared through VC. The Respondent No.3 also appeared through VC. **List on 1.10.2020 at 2.30 pm.**

**19 IA/138/KOB/2020 IN CP/29/KOB/2020**

Learned counsel for the applicant Shri Anil D Nair and learned senior counsel for the respondents Shri Joseph Kodianthra appeared through VC and argued the matter for some. Due to failure of Video Connection, the arguments could not be concluded. Hence adjourned to **01.10.2020 at 2.30 pm.**

**20 CP/29/KOB/2020**

Learned senior counsel for the petitioner Shri Joseph Kodianthara and learned counsel for the respondents 1,2 and 4 appeared through VC. The Respondent No.3 also appeared through VC. **List on 1.10.2020 at 2.30 pm.**

