

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CA(CAA) No. 97/230-232/NCLT/AHM/2018


Coram: **Hon'ble Mr. HARIHAR PRAKASH CHATURVEDI, 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 10.09.2018**

Name of the Company: Shreepad Plastic 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.	RAVI PAHWA	ADV		
2.	FOR THAKKAR AND PAHWA			

ORDER

Advocate Mr. Ravi Pahwa for M/s. Thakkar and Pahwa is present for the Appellant.

The Order is pronounced in the open court, vide separate sheet


MANORAMA KUMARI
(MEMBER JUDICIAL)


HARIHAR PRAKASH CHATURVEDI
(MEMBER JUDICIAL)

Dated this the 10th day of September, 2018

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH**

CA(CAA) No. 97/NCLT/AHM/2018

In the matter of

Shreepad Plastic Private Limited,

A Company incorporated under the
Provisions of the Companies Act, 1956,
Having its registered office at:
512, Empire State Building,
Ring Road,
Surat 395 002
Gujarat

... Applicant Transferor Company

Order delivered on 10th September, 2018

**Coram: Hon'ble Mr. Harihar Prakash Chaturvedi, Member Judicial)
Hon'ble Ms. Manorama Kumari, Member (Judicial)**

**Appearance: Advocate Mr. Ravi Pahwa for Thakkar & Pahwa is
present for the Applicant Company**

ORDER

[Per: Hon'ble Ms. Manorama Kumari, Member (Judicial)]

1. The instant Application is filed by the Applicant Transferor Company under section 230 to 232 of the Companies Act, 2013 (hereinafter referred to as 'the Act') read with Companies (Compromise, Arrangement and Amalgamation) Rules (hereinafter referred to as 'the Company Rules'). The Scheme of Arrangement is in the nature of amalgamation of Shreepad Plastic Private Limited, the Applicant Transferor Company with Pack Paper Agencies Private Limited, Transferee Company ["Scheme" for short].

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2. The registered office of the Applicant Transferor Company is situated in the State of Gujarat and is thus under the jurisdiction of this Tribunal.
3. As on 31st March 2017, Issued, Subscribed and Paid up Share Capital of the Applicant Transferor Company is Rs. 21,00,000/- divided into 2,10,000 equity shares of Rs. 10 /- each.
4. The Applicant Transferor Company is a Private Limited Company. The Applicant Transferor Company has submitted that Board of Directors of the Applicant Transferor Company passed a Resolution dated 28.03.2018 approving the Scheme of Amalgamation of the Transferor Company with Transferee Company. The Applicant Transferor Company submits that upon amalgamation of Applicant Transferor Company into Transferee Company would result in integrations of operations resulting in rationalization of administrative and operating costs and elimination of multiple entities. The Applicant Transferor Company has submitted that accordingly the Board of Directors of the Applicant Transferor Company has resolved to prepare and to have a Scheme of Amalgamation between the Applicant Transferor Company and the Transferee Company, subject however, to the approval of the shareholders and creditors and sanction of the Hon'ble Tribunal. The Applicant Transferor Company has annexed a certified true copy of the Board Resolution dated 28.03.2018 as Annexure-D. The Applicant Transferor Company has annexed a copy of the Scheme of Amalgamation as approved by the Board of Directors as Annexure-E to this application.
5. The Applicant Transferor Company has also filed its Audited Balance Sheet for the year ended 31st March, 2017 and Provisional / Management Certified Balance Sheet as on 31st March, 2018 annexed with the application as Annexure-B and Annexure-C. The Applicant Transferor Company has

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also filed certificate of the Auditors certifying compliance with Section 133 of the Companies Act, 2013. A copy of certificate of the Auditor of the Applicant Transferor Company is placed as Annexure-G.

6. It is stated in the Application of the Applicant Transferor Company that there are 3(three) Equity Shareholders in the Applicant Transferor Company and all the Equity Shareholders have given their consent letters approving the Scheme. Reliance is placed on certificate of M/s. Gaurav V. Singhi & Co., Chartered Accountants, dated 25th May 2018, Annexure-F which certifies that the Applicant Transferor Company has three Equity Shareholders and all the three Equity Shareholders have given their consent, in writing, in approval of the Scheme of Amalgamation waiving their right to convene the meeting of the Equity Shareholders. Affidavits of the Equity Shareholders are annexed at Annexure-F. In view of the consent affidavits of all the Equity Shareholders, the meeting of Equity Shareholders for the purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s) deserves to be dispensed with and is hereby dispensed with.
7. It is further stated in the application of the Applicant Transferor Company that Applicant Transferor Company has no Secured Creditors. Reliance is placed on certificate of M/s. Gaurav V. Singhi & Co., Chartered Accountants, dated 25th May 2018, at Annexure-F which certifies that the Applicant Transferor Company does not have any Secured Creditor. Therefore, this Tribunal is of the view that the meeting of Secured Creditors of the Applicant Transferor Company, for the purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s) is not required to be convened.
8. So far as Unsecured Creditors of Applicant Transferor Company is concerned, the Applicant Transferor Company




has four Unsecured Creditors. Reliance is placed on certificate of M/s. Gaurav V. Singhi & Co., Chartered Accountants, dated 25th May 2018, at Annexure-F which certifies that the Applicant Transferor Company has four Unsecured Creditors. It is submitted that all the four Unsecured Creditors have given their consent, in writing, in approval of the Scheme of Amalgamation waiving their right to convene the meeting of Unsecured Creditors. Affidavits of the Unsecured Creditors are annexed at Annexure-F. In view of the consent affidavits of all the Unsecured Creditors, the meeting of Unsecured Creditors for the purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s) deserves to be dispensed with and is hereby dispensed with.

9. In compliance of subsection (5) of Section 230 and Rule 8 of the Companies (CAA) Rules, 2016, the Applicant Transferor Company shall send a notice in Form No. CAA.3 along with copy of the Scheme of Arrangement, the Explanatory Statement and the disclosures mentioned under Rule 6 to (i) the Central Government through the Regional Director, North Western Region, (ii) The Registrar of Companies, (iii) The Income Tax Authorities, and (vi) Official Liquidator stating that 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 said notice shall be sent by hand delivery through special messenger or by registered post acknowledgement due or speed post within 10 days from the date of this order for filing their representation, if any, within 30 days from the date of notice. The notice shall specify that representation, if any, should be filed before this Tribunal within 30 days of the date of receipt of the notice with a copy of such representation being sent simultaneously to the Applicant Transferor Company and / or its advocate. If no such representation is

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said period, it shall be presumed that such authorities have no representation to make on the Scheme of Amalgamation.

10. This Company Application is disposed of accordingly.


Ms. Manorama Kumari,
Member (Judicial)


Harihar Prakash Chaturvedi,
Member (Judicial)

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