

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

**IA 146/2017 in T.P. No. 41/NCLT/AHM/2017 (New)
Madhya Pradesh High Court C.P. No. 32/2016 (Old)**

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 15.06.2017**

Name of the Company: Jaideep Ispat and Alloys Pvt.Ltd.

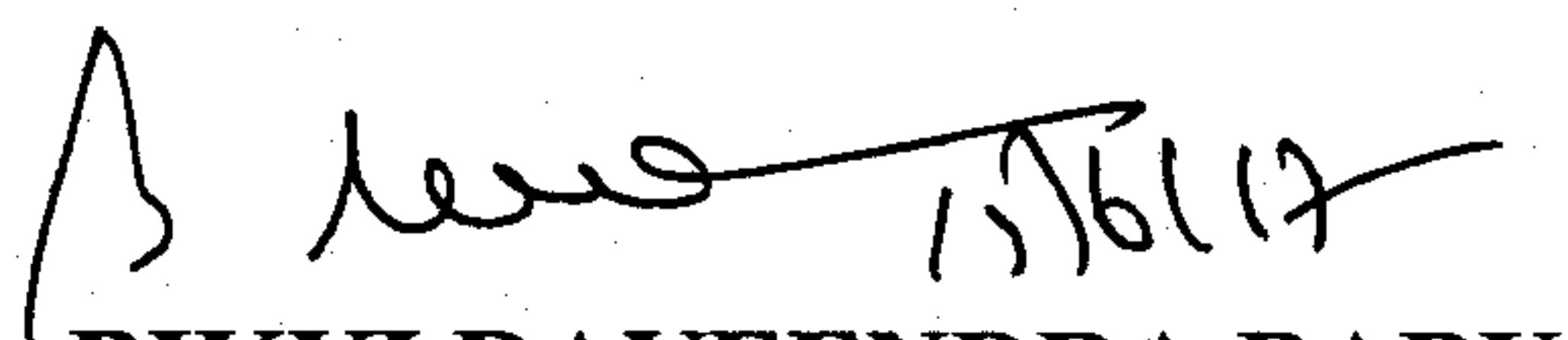
Section of the Companies Act: Section 391-394 of the Companies Act, 1956

<u>S.NO.</u>	<u>NAME (CAPITAL LETTERS)</u>	<u>DESIGNATION</u>	<u>REPRESENTATION</u>	<u>SIGNATURE</u>
1.	YOGESH G SHAH	FCA	PETITIONER	Yogesh
2.				

ORDER

Learned FCA Mr. Yogesh G Shah present for Petitioner.

Order pronounced in Open Court. Vide Separate Sheet.


**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

Dated this the 15th day of June, 2017.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

**I.A. No.146/NCLT/AHM/2017
IN
T.P. No. 41/NCLT/AHM/2017(New)
COMPANY PETITION No. 32 of 2016 (Old)**

CORAM: SRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

Date: 15th Day of June, 2017

In the matter of

Moira Steels Limited,
Registered Office at :
103, Laxmi Tower,
576, M. G. Road,
Indore (MP) – 452001.

...

Petitioner/Transferor Company No.1

And

Rathi Iron and Steel Industries Limited,
Registered Office at Plot No.808,
A & B, Pithampur Industrial Area,
Sector-III, Pithampur Dhar
Madhya Pradesh – 454774.

...

Petitioner/Transferor Company No.2

And

Bharti Ingot Private Limited,
Registered Office at :
103, Laxmi Tower,
576, M. G. Road,
Indore (MP) – 452001.

...

Petitioner/Transferor Company No.3

And

Riddhi Ispat Private Limited,
Registered Office at :
103, Laxmi Tower,
576, M. G. Road,
Indore (MP) – 452001.

...

Petitioner/Transferor Company No.4

And

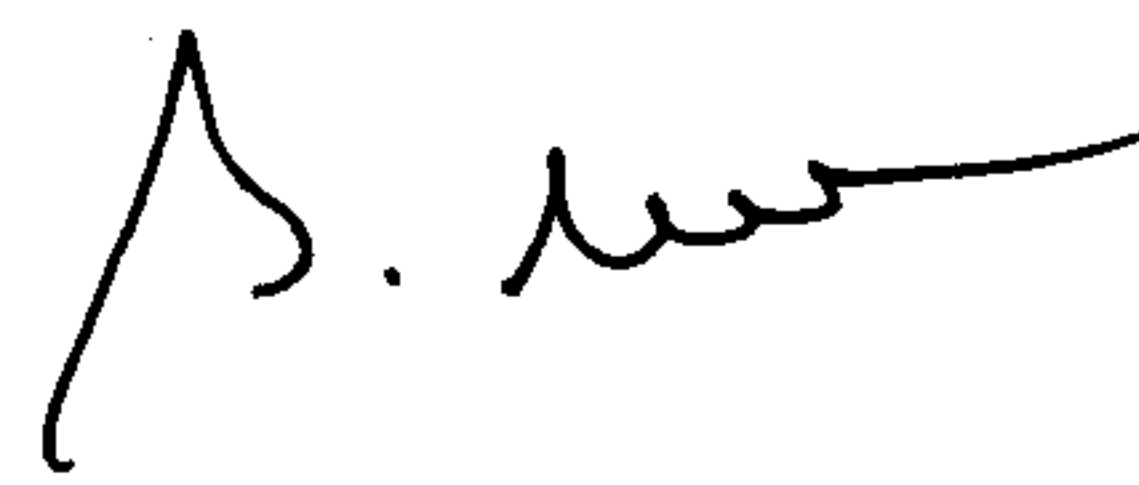
AVI Ispat Private Limited,
Registered Office at :
103, Laxmi Tower,
576, M. G. Road,
Indore (MP) – 452001.

...

Petitioner/Transferor Company No.5

And

Gunjan Iron and Steel
(India) Private Limited,



Registered Office at :
504, President Regency,
3/5, Manoramaganj,
Indore (MP) – 452011. ... Petitioner/Transferor Company No.6

And

Shubham Fininvest (India)
Private Limited,
Registered Office at :
104-105, Baikunthdham Colony,
Anand Bazar, 501, Darshan Residency,
Indore (MP) – 452001. ... Petitioner/Transferor Company No.7

And

Kamyabi Dealer Private Limited,
Registered Office at :
103, Laxmi Tower,
576, M. G. Road,
Indore (MP) – 452001. ... Petitioner/Transferor Company No.8

And

Broadway Traders Private Limited,
Registered Office at :
103, Laxmi Tower,
576, M. G. Road,
Indore (MP) – 452001. ... Petitioner/Transferor Company No.9

And

Boothnath Traders Private Limited,
Registered Office at :
103, Laxmi Tower,
576, M. G. Road,
Indore (MP) – 452001. ... Petitioner/Transferor Company No.10

With

Jaideep Ispat and Alloys Private Limited,
Registered Office at Plot No.808-D,
Pithampur Industrial Area,
Sector-III, Pithampur Dhar,
Madhya Pradesh – 454774. ... Petitioner/Transferee Company

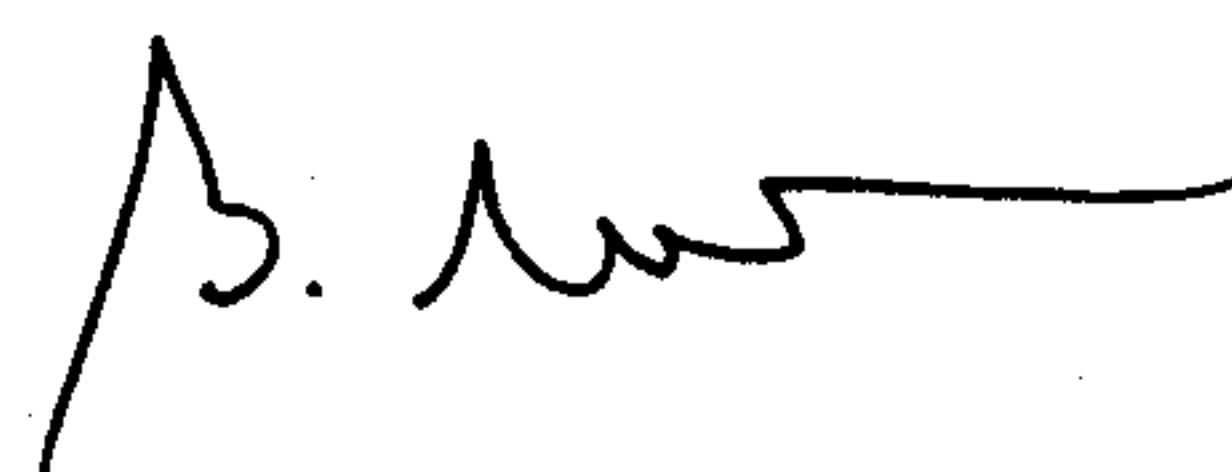
Appearance:-

Mr. Shripal Lakdawala, ACA, for the petitioners.

ORDER

(Date: 15.06.2017)

1. Transferor Companies 1 to 10 and the Transferee Company filed this application seeking permission of this Tribunal to delete existing clause 7.7 of the Composite Scheme of Arrangement and replace the same with the following :-



“The difference being the excess of the Net Assets Value of the Transferor Companies transferred to and recorded by Transferee Company as per Clause 7.2 above and the aggregate of face value and securities premium in respect of Equity shares allotted as per clause 7.5 and 7.6 above, after considering the adjustments mentioned in Clause 7.3 and 7.4 above shall be credited to Capital Reserve of Transferee Company. The shortfall if any shall be debited to Goodwill account of Transferee Company”

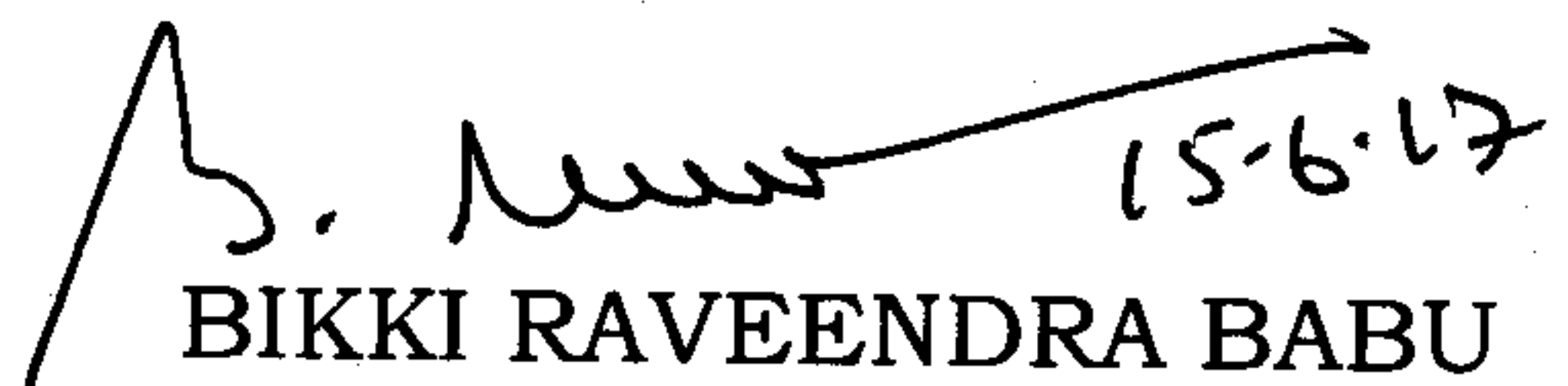
2. The facts that led to the filing of this application are as follows:-

3. The applicant companies proposed a Scheme of Amalgamation whereby Transferor Companies 1 to 10 are going to be merged with the Transferee Company. The Honourable High Court of Madhya Pradesh, Indore Bench, by its orders dated 1st August, 2016, 4th August, 2016 and 10th August, 2016 disposed of the applications filed by the Transferor Companies and the Transferee Company and, thereby dispensed with the convening of meetings of shareholders and creditors. Thereafter, the applicant companies filed Company Petition No.32 of 2016 before the Honourable High Court of Madhya Pradesh, Indore Bench. Before the final hearing could take place in the said petition, the matter was transferred to this Tribunal in view of the notification of coming into force of Sections 231 and 232 of the Companies Act, 2013. This Tribunal renumbered the Company Petition as T.P. No.41 of 2017.

4. In response to the statutory notice, the Regional Director took an objection that the accounting treatment provided in clause 7.7 of the existing Scheme provided that excess of the Net Assets Value of the Transferor Companies would be transferred to the Transferee Company and the aggregate of face value and securities premium in respect of equity shares allotted shall be credited to General Reserve of the Transferee Company. But the Accounting Standards say that such difference shall be credited to Capital Reserve as provided in revised Accounting Standard-14. It is stated that the Transferee Company undertakes to credit the said difference in Capital Reserve

in accordance with revised Accounting Standard-14. But there arose a need to amend the relevant clause in the Composite Scheme of Arrangement, namely, clause 7.7. In that connection, the Board of Directors of all the Companies passed resolution approving the deletion of existing clause 7.7 in the Composite Scheme and introducing new clause, whereby the excess net assets value shall be credited to Capital Reserve. The Scheme gives authority to the Board of Directors of the Company to amend the Scheme. The Chartered Accountant issued a certificate stating that accounting treatment has been followed except in respect of transferring the excess to the Capital Reserve Account.

5. In these circumstances, in view of the undertaking given by the Transferee Company that it would credit the excess amount in the Capital Reserve Account, this application is allowed. The applicants are permitted to amend clause 7.7 of the Composite Scheme, as prayed for. No costs.

 15.6.17
BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Pronounced by me in open court
on this 15th day of June, 2017.

gt