

**National Company Law Tribunal  
Guwahati Bench**

*IA No. 06 of 2018*

Diary No.02 (02)/2018

In

T.P.No.30/230/231/232/2016

(C.P.No.06 of 2016)

*Under Section /230/231/232 of the Companies Act 2013*

Amines and Plasticizers Limited &

APL Engineering Services Ltd.

... Petitioners

**Coram:**

Mr Justice P K Saikia, Member(J)

.....

**ORDER**

**Date of Order: 5<sup>th</sup> February 2018.**

**ORDER**

**Diary No.02 (02)/2018**

This is an application seeking condonation of delay in filing the Schedule of Properties in accordance with CAA 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, which was required to be filed by 02.05.2017 in terms of the order dated 22.03.2017 passed by this Bench.

2. Seen the note of the Registry. The application is admitted and taken up for hearing.
3. Heard Ms K. Moth, CS appearing on behalf of the applicant transferee company.



4. Facts necessary for disposal of the application have been narrated in paragraph iv of the application. For ready reference, the aforesaid part of the application is reproduced below:

- "1. The Petitioner Company had filed Company Petition for Amalgamation of APL Engineering Services Pvt. Ltd. wholly owned subsidiary Company with the Company before the Gauhati High Court, Assam.*
- 2. Simultaneously, APL Engineering Services Pvt Ltd., the Subsidiary Company, which has its registered office in Mumbai had filed an application with the Bombay High Court for the said Amalgamation.*
- 3. The Bombay High Court had vide its Order dated 03<sup>rd</sup> July, 2015 approved the Amalgamation of APL Engineering Services Pvt Ltd. with the Petitioner Company with an appointed dated 01.04.2014.*
- 4. Pursuant to the notification dated December 8, 2016 issued by the Ministry of Corporate Affairs the above mentioned Amalgamation matter was transferred to NCLT, Guwahati Bench.*
- 5. The NCLT, Guwahati Bench, Assam had passed an Order approving the Amalgamation of APL Engineering Services Pvt Ltd. (Wholly owned subsidiary of Amines and Plasticizers Ltd. Petitioner Company) on 22<sup>nd</sup> March, 2017 with an appointed date as 01<sup>st</sup> April, 2016.*
- 6. The Hon'ble NCLT, Guwahati Bench vide its Order dated 22<sup>nd</sup> March, 2017 directed the Petitioner to furnish Schedule of properties in accordance with Form CAA 7 within 6 weeks from the date of receipt of the Order i.e. 02<sup>nd</sup> May, 2017.*
- 7. Since there were two different appointed dates, in order to align the appointed dates, APL Engineering Services Pvt Ltd. Transferor Company move the Hon. Bombay High Court on 20<sup>th</sup> April, 2017.*
- 8. Since the Transferor Company i.e. APL Engineering Services Pvt Ltd. moved an application before the Hon'ble Bombay High Court for aligning the appointed dated to 01<sup>st</sup> April, 2016, the Schedule of properties (as directed by Hon'ble NCLT, Guwahati Bench) could not be furnished within the stipulated time since matter was subjudiced and pending for approval.*
- 9. The Hon. Bombay High Court vide its Order dated 06<sup>th</sup> November, 2017 approved the application with the Appointed date as 01<sup>st</sup> April, 2016.*
- 9A. The Appointed dates have now been aligned to 01<sup>st</sup> April, 2016."*

5. In view of the aforesaid situation, it has been submitted that the Hon'ble Bombay High Court, by its order dated 06.11.2017 had allowed the application filed by the Transferor Company seeking amalgamation with the Transferee Company with the appointed dated as 01.04.2016.

6. This Bench, on being approached by the Transferor Company, by its order dated 22.03.2017 allowed the application and directed the applicant transferee company



to furnish the Schedule of Properties in accordance with Form No.CAA.7 within 6 weeks from the date of receipt of the order, i.e. 02.05.2017. This Bench further allowed the application with the appointed date as 01.04.2016.

7. Since there were two different appointed dates, so the Transferor Company approached the Hon'ble Bombay High Court seeking alignment of the appointed dates. The Hon'ble Bombay High Court, on being so approached, allowed the application aligning the appointed date with the date passed by this Bench.

8. On consideration of the submission advanced by the legal representative of the applicant transferee company having regard to the grounds assigned in not filing the Schedule of Properties in Form No.CAA.7 within time fixed by this Bench, I find the reason satisfactory and, therefore, delay in filing the Schedule of Properties is condoned.

9. The Transferee Company is directed to file the Schedule of Properties in accordance with CAA.7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 within a period of 6 weeks from the date of receipt of this order.

10. This application is accordingly allowed.

*Sd/-*

Member (Judicial)  
National Company Law Tribunal,  
Guwahati Bench,  
Guwahati.

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