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NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD

CP (CAA) NO. 74/NLCT/AHM/2017
With CA (CAA) No. 52/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 24.08.2017**

Name of the Company: Rubamin Ltd.
Futuredge Estates Pvt. 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.	SWATI SOPARKAR	ADVOCATE	PETITIONERS	Swati Soparkar
2.				

ORDER

Learned Advocate Mrs. Swati Soparkar present for petitioners.

Order pronounced in open Court. Vide separate sheet.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Dated this the 24th day of August, 2017.

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

CP(CAA) No.74/NCLT/AHM/2017

In the matter of :-

1. Rubamin Limited.

(CIN U24299GJ1987PLC009942)

A company incorporated under
the provisions of Companies Act,
1956 and having its registered
Office at Synergy House,
Subhanpura, Vadodara-390023
In the state of Gujarat.

... Petitioner
(Demerged/Transferor Company)

And

2. Futureedge Estates Private Limited.

(CIN U70100GJ2008PTC053527)

A company incorporated under the
Provisions of Companies Act, 1956
and having its registered office at
Plot No.8, Survey No.79,
At & Post Sevasi, Vadodara-391011
In the state of Gujarat.

... Petitioner
(Resulting/Transferee Company)

Order delivered on 24th August, 2017

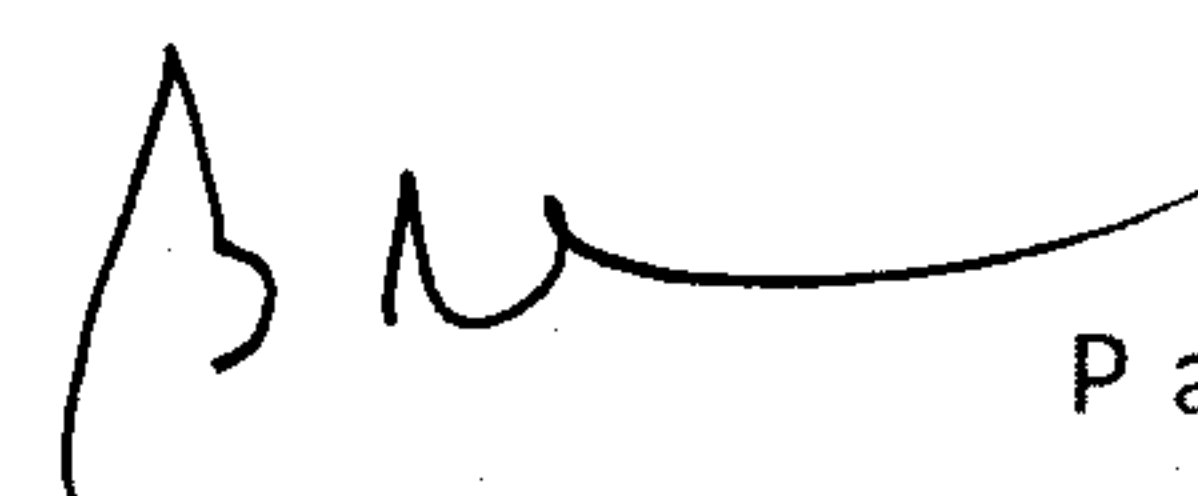
Coram: Hon'ble Sri Bikki Raveendra Babu, Member (J)

Appearance:

Mrs. Swati Soparkar, Advocate, for the petitioner companies.

ORDER

1. This is a joint petition filed by two companies under Section 230 and 232 of the Companies Act, 2013 seeking sanction of this Tribunal to a Composite Scheme of Arrangement in the nature of De-merger and Transfer of Real Estate



Undertaking of Rubamin Limited to Futureedge Estates Private Limited and Restructure of Capital of Rubamin Limited.

2. The said petitioner companies had filed the proceedings before this Tribunal in form of joint application, being CA (CAA) No. 52 of 2017, seeking (i) dispensation of meetings of the Equity Shareholders of both the Demerged/Transferor Company and the Resulting/Transferee Company, (ii) dispensation of meetings of secured and unsecured creditors of the Resulting/Transferee Company and (iii) seeking directions for convening separate meetings of the Secured and unsecured creditors of the Demerged/Transferor Company. Vide the order dated 22nd May 2017, the Tribunal dispensed with the meetings of Equity Shareholders of both the companies in view of the consent letters on affidavits placed on record from shareholders of both the companies. The meeting of the creditors of the Resulting/Transferee Company were not necessary as there were no secured and unsecured creditors of the company as confirmed by a certificate of Chartered Accountant placed on record. Necessary directions were issued to convene and hold separate meetings of Secured and Unsecured Creditors of the Demerged/Transferor Company.

3. Pursuant to the directions of the Hon'ble Tribunal, notices of the meetings were sent individually to all the Secured and Unsecured Creditors of the Demerged/Transferor Company

together with a copy of the Scheme of Arrangement and the Explanatory Statement as well as all other required disclosures. The notice convening the meetings were also advertised in Vadodara editions of English daily 'Indian Express' and Gujarati daily 'Divya Bhaskar' on 2nd June 2017. An affidavit dated 23rd June 2017 was filed on 27th June 2017 by the Chairman of the meetings confirming the said compliances. All the meetings were duly convened and held on 5th July 2017 and the Chairman of the meetings reported the result of the said meetings to this Tribunal vide affidavit dated 7th July 2017, filed with this Tribunal on 11th July 2017. Perusal of the same confirms the unanimous approval of the proposed Scheme by the secured and unsecured creditors of the Demerged/Transferor company.

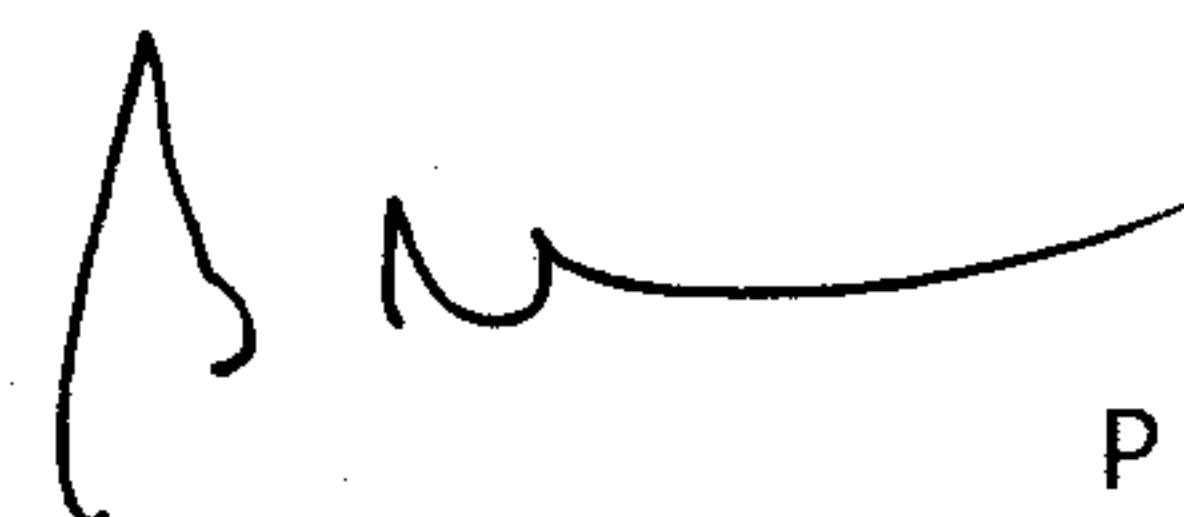
4. Vide the aforesaid order dated 22nd May 2017, the Demerged Company was directed to comply with the provisions of sub-section (3) of Section 230 and serve notice of the meetings to the Regulatory Authorities-viz. (i) Central Govt. through the Regional Director, North-Western Region, (ii) Registrar of Companies, Gujarat and (iii) concerned Income Tax Authorities; along with Explanatory Statement and other requisite documents and disclosures. The Resulting company was also directed to comply with the provisions of sub-section (5) of Section 230 and serve notice of the Scheme to the Regulatory Authorities-viz. (i) Central Govt. through the Regional Director, North-Western Region, (ii) Registrar of Companies, Gujarat and



(iii) concerned Income Tax Authorities. Accordingly, notices were duly served on all the authorities on or before 5th June 2017. An affidavit dated 23rd June 2017 confirming the compliance of the said directions for service of notice on all the above Regulatory Authorities along with the acknowledgments for the same was filed with this Tribunal on 27th June 2017. In response to the said notice, a representation dated 29th June 2017 was received from the Regional Director, North Western Region. No other representation was received from any other regulatory authority.

5. The present petition was filed on 18th July 2017 and the same was admitted on 25th July 2017. The date of hearing was fixed as 22nd August 2017. Directions were issued to publish notice of hearing of Petition in the Vadodara editions of newspapers viz. English daily, Indian Express and Gujarati daily, Divya Bhaskar at least before 10 days of the date of hearing of the petition. Further directions were also issued to serve notice of hearing of the petition only to the Central Govt. through Regional Director- North Western Region informing the date of hearing of the petition.

6. Pursuant to the said directions, notices were duly served by the petitioner companies on the Regional Director on 1st August 2017 and publications were duly made in the newspapers on 2nd August 2017. An affidavit of service and publication dated 3rd

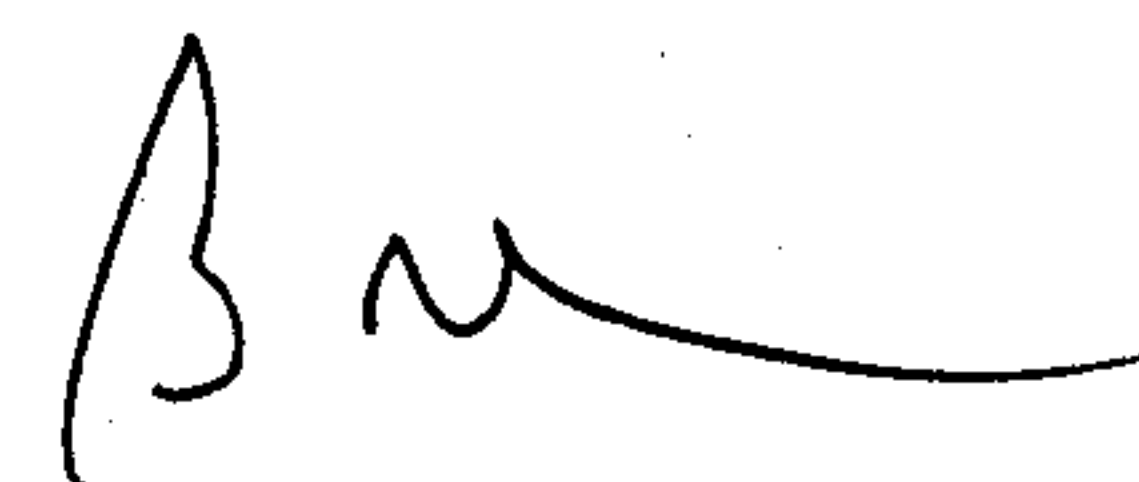


August 2017 confirming the same has been filed with this Tribunal on 8th August 2017.

7. Heard Mrs. Swati Soparkar, learned advocate appearing for the petitioner companies.

8. Learned Advocate for the petitioner companies has submitted that representation in form of an affidavit dated 29th June 2017 has been received from the Regional Director. The said representation contains no adverse observations with regard to the scheme. Vide Para 2 (a), (b) and (c) it confirms the receipt of notice, nature of proposal, consideration based on the valuation report for by Chartered Accountant as well as the rationale of the proposed Scheme. Vide para 2 (d) it is pointed out that Registrar of Companies has confirmed that there were no complaints against any of the petitioner companies. The Regional Director vide para 2 (e) has confirmed that he has no other observation/submission and that the proposed Scheme of Arrangement is not prejudicial to the interest of shareholders of the Petitioner Companies and the public at large.

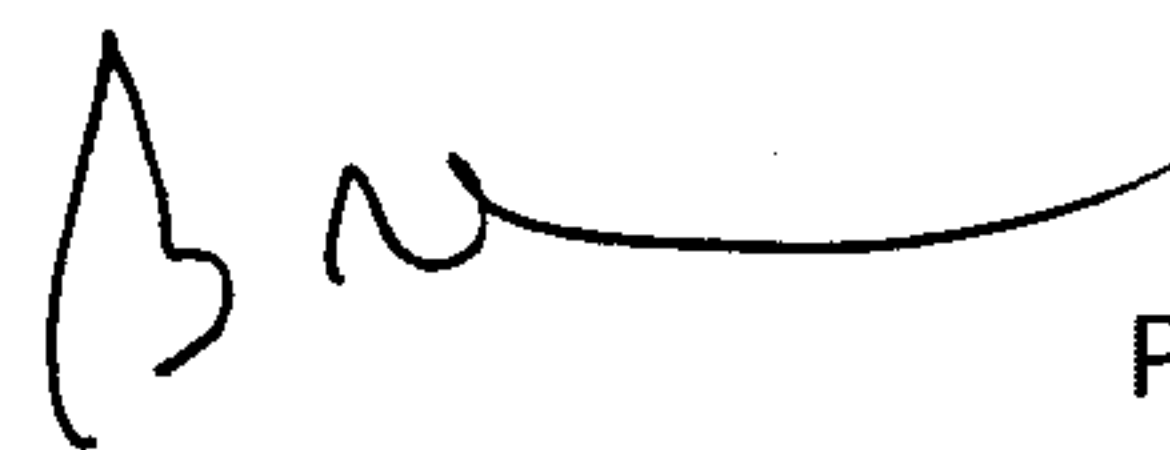
9. Since there are no adverse observations from the aforesaid authority, the petitioners have chosen not to file any reply. No representation has been received from any other Regulatory Authority.



10. In compliance with the proviso to sub-section (7) of Section 230, the petitioner companies have placed on record the certificates of the Statutory Auditors of the Petitioner companies dated 27th April 2017, confirming that the accounting treatment envisaged under the said scheme of Arrangement is in compliance with the applicable Accounting Standards notified by Central Govt. in section 133 of the Companies Act, 2013. The same have been placed on record as Annexure-‘H’ to the present petition.

11. Attention of the Tribunal is also drawn to specific clause No. 11.1 (b) of the Scheme, whereby the Security Premium Account of the Demerged Company is proposed to be utilized for the appropriation of the excess of book value of assets over the book value of the liabilities of the Demerged undertaking. The Scheme includes specific reference to Section 52 and Section 66 of the Companies Act, 2013 as such utilization of the Securities Premium Account amounts to Restructure of Capital. However, in view of the specific explanation to Section 230 of the Act, the provisions of section 66 shall not apply as the proposed reduction shall be effected as integral part of the scheme and in pursuance of the present order sanctioning the scheme.

12. Considering the entire facts and circumstances of the case and on perusal of the Scheme and the documents produced on

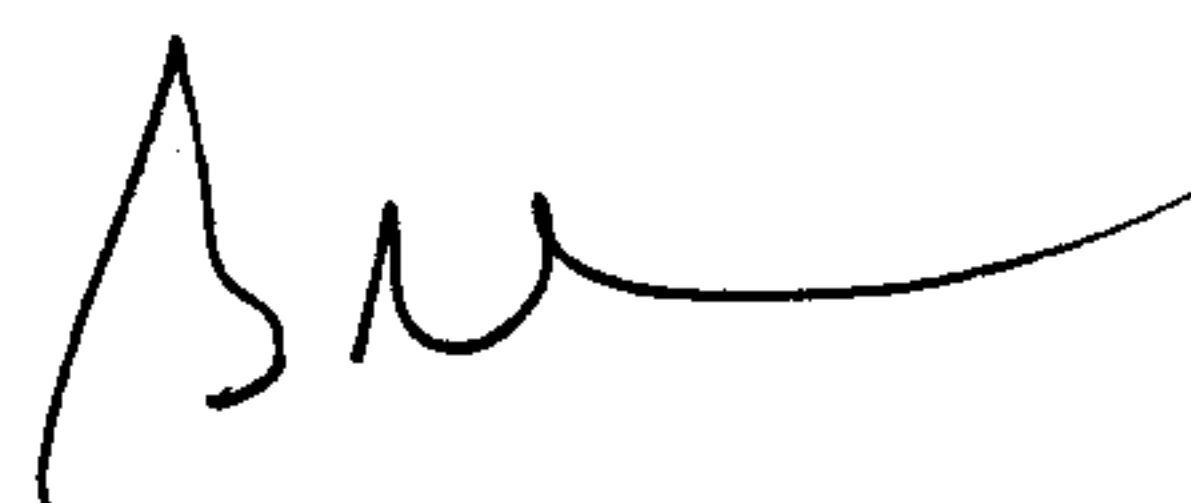


record, it appears that all the requirements of section 230 and 232 of the Companies Act, 2013 are satisfied. The proposed Scheme of Arrangement appears to be genuine and *bona fide* and in the interest of the shareholders and creditors as well as in the public interest and the same deserves to be sanctioned.

13. As a result, the petition, being CP (CAA) No. 74, is hereby allowed. The Scheme which is at Annexure- 'E' to the petition is hereby sanctioned and it is declared that the same shall be binding on the petitioner companies, their shareholders, and all concerned under the scheme.

14. Filing and issuance of drawn up order is hereby 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 authenticated copy of this order along with Scheme immediately.

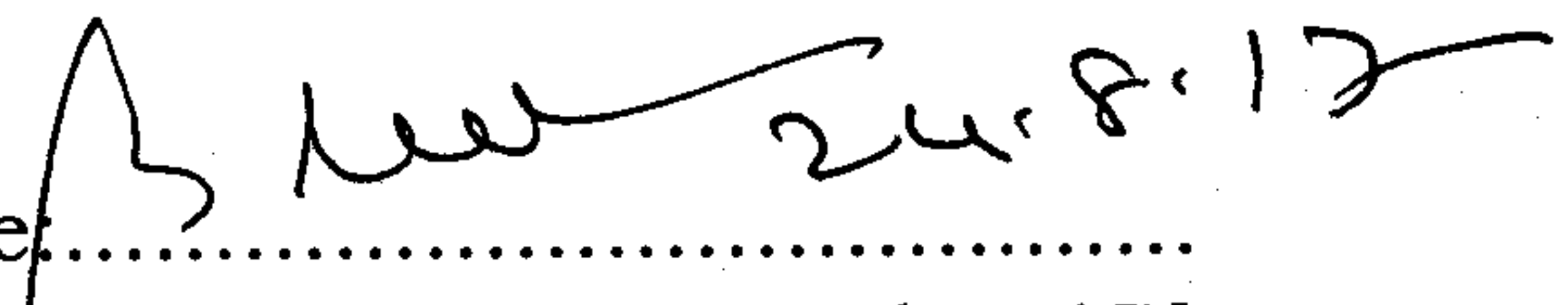
15. The petitioner companies are further directed to lodge a copy of this order, the schedule of immovable assets of the Real Estate Undertaking of the Demerged/Transferor company as on the date of this order and the Scheme duly authenticated by the Registrar of this Tribunal, with the concerned Superintendent of Stamps, for the purpose of adjudication of stamp duty, if any, on the same within 60 days from the date of the order.



16. The Petitioner companies are directed to file a copy of this order along with a copy of the scheme with the concerned Registrar of Companies, electronically, along with INC-28 in addition to physical copy as per relevant provisions of the Act.

17. The present petition is disposed of accordingly.

Signature.....
[Bikki Raveendra Babu, Member (J)]

 24.8.17

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