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NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD

CA(CAA) No. 44/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 12.05.2017

Name of the Company: Kachchh Hospitality Pvt. Ltd.

Section of the Companies Act: Sections 230-232 of the Companies Act, 2013


S.NO. NAME (CAPITAL LETTERS) DESIGNATION REPRESENTATION SIGNATURE

1. Mrs. Yuvraj Thakore Advocate Applicant Y. Thakore
2 for Ms. D.N. Raval

ORDER

Learned Advocate Ms. Dharmista Raval with Learned Advocate Mr. Yuvraj Thakore present for Applicant.

Order pronounced in open Court. Vide separate sheet.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Dated this the 12th day of May, 2017.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CORAM: SRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

Date: 12th day of May, 2017

C.A.(CAA) No. 44/NCLT/AHM/2017

In the matter of: -

Kachchh Hospitality Private Limited,
A company incorporated under the
provisions of the Companies Act, 1956
and having its registered office at
10th Floor, Kataria Arcade,
Off. S.G. Highway, Post Makarba,
Ahmedabad – 380 051, Gujarat.

... Applicant Amalgamated Company
or Applicant Resultant Company

Appearance: -

Miss Dharmishta Raval, Advocate, of M/s Raval & Raval, Advocates, with Mr. Yuvraj Thakore, Advocate, for the Applicant Company.

FINAL ORDER

(Date:12.05.2017)

1. Heard learned Advocate, Ms. Dharmishta Raval, of Raval & Raval, Advocates, with Mr. Yuvraj Thakore, Advocate, for the Applicant Company.
2. Kachchh Hospitality Private Limited (hereinafter known as 'Amalgamated Company' or 'Resultant Company') has preferred this application under section 230-232 of the Companies Act 2013 seeking dispensation of the meetings of the equity shareholders, secured creditors and unsecured creditors of the Applicant Company in respect of a scheme of arrangement in the nature of Demerger and Amalgamation between Kachchh Hospitality Private Limited ("Resultant Company" or "Amalgamated Company") and Enrich Steels Private Limited ("Demerged Company") and Sanghi Infrastructure Limited ("Applicant Amalgamating Company 1") and Shreenathji Voyage Private Limited ("Amalgamating Company 2") and Balaji Voyage

Private Limited ("Amalgamating Company 3") and Navdurga Voyage Private Limited ("Amalgamating Company 4") and their respective shareholders and creditors ("Scheme" for short) with effect from the Appointed Date, on the agreed terms and conditions as set out in the scheme.


3. The Board of Directors of the Applicant Resultant Company in the meeting held on 20th February, 2017, passed a resolution approving the proposed Scheme placed before the Board.
4. The Applicant Company has filed its Annual Report as on 31st March, 2016 as well as unaudited financial statement as on 31st December, 2016. The Applicant Company has also filed a Certificate dated 8th March, 2017 issued by Statutory Auditor of the Applicant Company confirming that the accounting treatment contained in the Scheme is in compliance with all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/Companies Act, 2013.
5. It is stated in the application that there are two equity shareholders in the Applicant Company and all the equity shareholders have given consent affidavits to the proposed scheme. Original consent affidavits of all the equity shareholders of the applicant resultant company are produced at Annexure "J Colly". Chartered Accountant of the applicant company has certified that all the equity shareholders of the company have given their written consents through affidavit approving the proposed Scheme of arrangement in the nature of Demerger and Amalgamation.
6. In view of the consent affidavits of all the equity shareholders, the meeting of equity shareholders of Kachchh Hospitality Private Limited, the Applicant Resultant Company, for the

purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s), is dispensed with.

7. It is stated in the application that, as on 31st December, 2016, there are no secured or unsecured creditors of the Applicant Company. Chartered Accountant of the applicant company certified that the secured and the unsecured creditors of the applicant company, as on 31st December, 2016, were Nil. In view of the same, the meetings of secured and unsecured creditors of the Applicant Resultant Company, for the purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s), are not required to be convened and held.
8. It is stated in the application that the Applicant Resultant Company is not registered under the Monopolies and Restrictive Trade Practices Act, 1969 and no investigation or proceedings were initiated against the Applicant Amalgamated Company/Applicant Resultant Company under Sections 210 to 226 of the Companies Act, 2013 as well as Sections 235 to 251 of the Companies Act, 1956. It is also stated that the provisions of the Competition Act, 2002 are not applicable to the present case as the threshold of assets and turnover are not triggered by the present Composite Scheme of Arrangement.
9. In compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (CAA) Rules 2016, the Applicant-Company shall send a notice in Form No. CAA.3 along with a 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, Gujarat, and (iii) the Income Tax authorities concerned 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 forthwith by registered post or by speed post or by courier or by hand delivery at the office of the authority as required by sub-rule (2) of Rule 8 of the Companies (CAA) Rules, 2016. The aforesaid authorities, who desire to make any representation under subsection (5) of Section 230, shall send the same to the Tribunal within a period of 30 days from the date of receipt of such notice, failing which it will be deemed that they have no representation to make on the proposed arrangement.

10. This Company Application is disposed of accordingly.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Pronounced in open Court on
this 12th day of May, 2017.

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