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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CP(CAA) No. 82/NCLT/AHM/2017
C.w CA(CAA) No. 63/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 14.09.2017**

Name of the Company: Yashashvi Rasayan Pvt. Ltd.

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

S.NO.	NAME (CAPITAL LETTERS)	DESIGNATION	REPRESENTATION	SIGNATURE
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1. PRIYAM SHAH

i/b Wadia Ghandy & Co.

Priyam

2.5

(Ahmedabad)

ORDER

Learned Advocate Mr. Priyam Shah i/b Wadia Ghandy & Co. present for Petitioner.

Common Order pronounced in open Court. Vide Separate Sheets.

Bikki Raveendra Babu
**BIKKI RAVEENDRA BABU
MEMBER JUDICIAL**

Dated this the 14th day of September, 2017.

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

CP(CAA) No.82/NCLT/AHM/2017

With

CP(CAA) No.83/NCLT/AHM/2017

In the matter of :-

1. Yashashvi Rasayan Private Limited

A Company registered under the
Companies Act, 1956 and having its
Registered Office at Survey No. 60/1,
Ground Floor, Plot No. 1 & 2,
Near Shukan Bungalow,
Opp Maheshwari Bhawan,
City Light Area,
Surat - 395 007.

... Petitioner of CP(CAA)No. 82 of 2017
(Demerged Company)

AND

1. HLE Engineers Private Limited

A Company registered under the
Companies Act, 1956 and having its
Registered Office at Survey No. 60/1,
Ground Floor, Plot No. 1 & 2,
Near Shukan Bungalow,
Opp Maheshwari Bhawan,
City Light Area,
Surat - 395 007.

... Petitioner of CP(CAA) No.83 of 2017
(Resulting Company)

Order delivered on 14th September, 2017

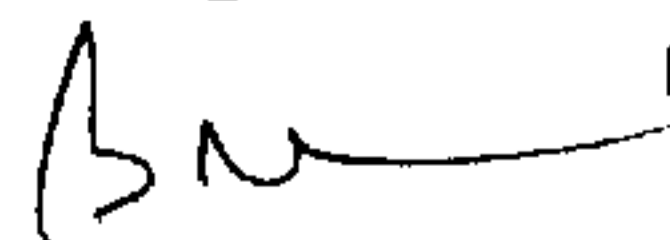
Coram: Hon'ble Sri Bikki Raveendra Babu, Member (J)

Appearance:

Mr. Priyam Shah, Advocate for Wadia Ghandy & Co., Advocates for the
Petitioner Companies.

COMMON ORDER

1. By these Petitions under Sections 230 to 232 of the
Companies Act, 2013, the petitioner companies are seeking



sanction of a Scheme of Arrangement in the nature of Demerger of Yashashvi Rasayan Private Limited with HLE Engineers Private Limited and their respective shareholders and creditors ("Scheme for short").

2. The Petitioner of CP(CAA) No.82 of 2017, i.e. Yashashvi Rasayan Private Limited is the Demerged Company, whereas the Petitioner of CP(CAA) 83 of 2017), i.e. HLE Engineers Private Limited is the Resulting Company. Yashashvi Rasayan Private Limited shall hereinafter be referred to as the Demerged Company and HLE Engineers Private Limited shall hereinafter be referred to as the Resulting Company.

3. The respective petitions by the Petitioner Companies set out the details about their share capital, the objects with which the companies came to be incorporated and other relevant facts. Since the two petitions are in relation to the common Scheme, they were heard together and are disposed of by this common judgment.

4. The Demerged Company was incorporated on 9th January, 2003 and it is *inter alia* engaged in the business of agro-chemical intermediates, pharmaceuticals, pharmaceutical intermediates, fine and specialty chemicals The Resulting Company was incorporated on 25th April, 1980 and it is *inter alia* engaged in the business of manufacturing, marketing and sale of filtration,

drying and process equipment for pharmaceutical, chemical, agro-chemical and other industries and the manufacture and marketing of specialty and industrial chemicals intermediates.

5. The Demerged Company had filed CA (CAA) No. 63 of 2017 before this Tribunal seeking dispensation of meeting of equity and preference shareholders and further seeking directions for convening meetings of secured creditors and unsecured creditors of the Demerged Company for the purpose of considering and, if thought fit, approving with or without modification, the Scheme of Amalgamation. This Tribunal, by Order dated 23rd May, 2017, dispensed with the requirement of holding the meetings of the equity and preference shareholders and further issued directions for holding meetings of secured and unsecured creditors of Demerged Company.

6. The Resulting Company had filed CA (CAA) No. 64 of 2017 before this Tribunal seeking dispensation of meeting of equity shareholders and further seeking directions for convening meetings of secured and unsecured creditors of Resulting Company for the purpose of considering and, if thought fit, approving with or without modification, the Scheme of Amalgamation. The Resulting Company did not have any preference shareholders. This Tribunal, by Order dated 23rd May, 2017, dispensed with the requirement of holding the meeting of equity shareholders and further issued appropriate

directions for convening the meeting of secured creditors and unsecured creditors of the Resulting Company.

7. The meetings of the secured and unsecured creditors of Demerged Company were convened on 20th July, 2017 and the Scheme was approved by a majority of not less than three-fourths in value of secured and unsecured creditors present and voting in person or by proxy. The meetings of the secured and unsecured creditors of the Resulting Company were duly convened on 20th July, 2017 and the Scheme was approved by a majority of not less than three-fourths in value of secured and unsecured creditors as the case maybe present and voting in person or by proxy. Separate reports accompanied by Affidavit of the Chairman appointed for the said meetings were duly filed.

8. Subsequently, these substantive petitions were filed before this Tribunal, placing the Scheme of Arrangement in the nature of Demerger for consideration and sanction of this Tribunal.

9. This Tribunal, vide Orders dated 17th August, 2017, directed the Petitioner Companies to publish notice of the hearing of these petitions in daily newspapers 'Business Standard' and 'Dhabkar Daily', both Surat editions. The Petitioner Companies were also directed to serve notice of the petitions to the following authorities:-



- a. The Central Government through Regional Director, Gujarat Western Region;
- b. Registrar of Companies, Gujarat;
- c. The concerned Income Tax Authorities.

10. The notice of the petitions was duly served upon the aforementioned statutory authorities. The Regional Director has filed a common representation dated 22nd July, 2017. No other authority has filed any representation pursuant to the service of notice upon them.

11. The public notices, as directed by this Tribunal, were duly advertised on 28th August, 2017 in "Business Standard", English daily and "Dhabkar Daily", Gujarati daily, both Surat editions. No one has come forward with any objection to the said petitions even after the publication.

12. Heard Mr. Priyam Shah, learned advocate on behalf of M/s Wadia Ghandy & Co., learned advocates for Petitioner Companies.

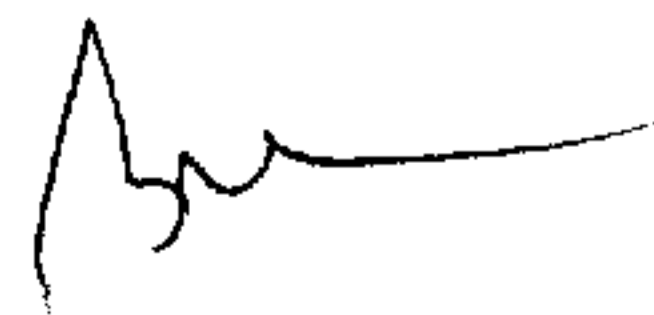
13. The Regional Director has stated in the common representation that the report of the Registrar of Companies had been received and, as per the said report, there were no complaints against the petitioner companies and also there was no complaint or representation against the Scheme of Arrangement of the petitioner Companies. The Regional Director

has also stated that the Scheme of Arrangement is not prejudicial to the interest of the shareholders of the petitioner companies and the public at large.

14. The petitioner companies have also produced certificates from their Auditors certifying that the accounting treatment envisaged in the proposed Scheme is in compliance with all accounting standards specified by the Central Government in accordance with Section 133 of the Companies Act, 2013.

15. In light of the aforesaid discussion, there does not appear to be any impediment to the grant of sanction to the Scheme of Demerger, in as much as from the material on record and on a perusal of the Scheme, the Scheme appears to be fair and reasonable and is not violative of any provisions of law, nor it appears to be contrary to public policy. The Scheme appears to be genuine and *bona fide* and in the interest of shareholders and creditors. As noticed earlier, none has come forward to oppose the Scheme. All requisite statutory compliances have also been fulfilled. This Tribunal is, therefore, satisfied that the Scheme of Arrangement in the nature of Demerger amongst the Petitioner Companies deserves to be sanctioned.

16. In the result, these Petitions are allowed. The Scheme, which is at Annexure – “C” to the petitions, is hereby sanctioned and it is declared that the same shall be binding on the Petitioner



Companies namely, Yashashvi Rasayan Private Limited and HLE Engineers Private Limited, their shareholders, creditors and all concerned under the Scheme.

17. It is further ordered that the Petitioner Companies shall ensure statutory compliance of all applicable laws and they shall not be absolved from the statutory liabilities in any manner. It is directed that the Petitioner Companies shall comply with the applicable provisions of Income Tax Act, 1961 and the allied Rules.
18. 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 within thirty days of the receipt of the Order.
19. Filing and issuance of drawn up order is hereby dispensed with. All the 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 the Scheme.
20. These Company Petitions are disposed of accordingly.

Signature:  (4-9-17)
[Bikki Raveendra Babu, Member (J)]