

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD**

**CA(CAA) No. 55/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 25.05.2017**

Name of the Company: Aviral Chemicals Pvt Ltd

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>
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1.	NAVIN PAHWLA	Adv.	PETITIONER	
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2.				
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**ORDER**

Learned Advocate Mr. Navin Pahwa present for Applicant.

Order pronounced in open Court. Vide separate sheet.

  
**BIKKI RAVEENDRA BABU  
MEMBER JUDICIAL**

Dated this the 25<sup>th</sup> day of May, 2017.

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD**

**C.A. (CAA) NO. 55/NCLT/AHM/2017**

**CORAM: SHRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL**

**DATE: 25<sup>th</sup> Day of May, 2017**

In the matter of: -

Aviral Chemicals Private Limited.

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Applicant  
(Transferor Company 1)

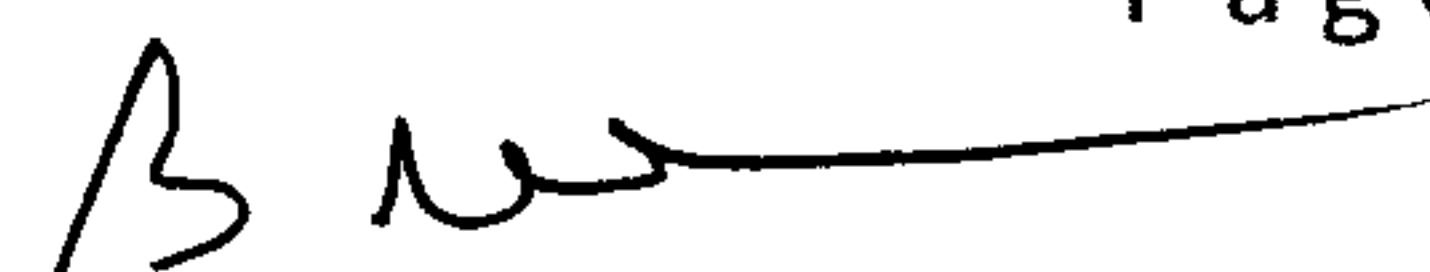
Appearance: -

Mr. Navin Pahwa, Advocate for the Applicant.

**FINAL ORDER**

Date: 25.05.2017)

1. Heard learned Advocate, Mr. Navin Pahwa, for the applicant-company.
2. Aviral Chemicals Private Limited (Transferor Company) has filed this application under section 230 to 232 of the Companies Act, 2013 seeking dispensation of meeting of equity shareholders of the applicant transferor company for the purpose of considering and if thought fit, approving, with or without modification(s), a Scheme of Amalgamation of Aviral Chemicals Private Limited (Transferor Company 1), Jai Shree Crop Science Private Limited (Transferor Company 2), Redson Crop Care Private Limited (Transferor Company 3), Rohini Seeds Private Limited (Transferor Company 4), Rohini Bioseeds and Agritech Private Limited (Transferor Company 5) and Rohini Agriseeds Private Limited (Transferor Company 6) with Crystal Crop Protection Private Limited (Transferee Company).
3. The applicant is a private limited company. Issued, subscribed and paid up equity share capital of the applicant company is

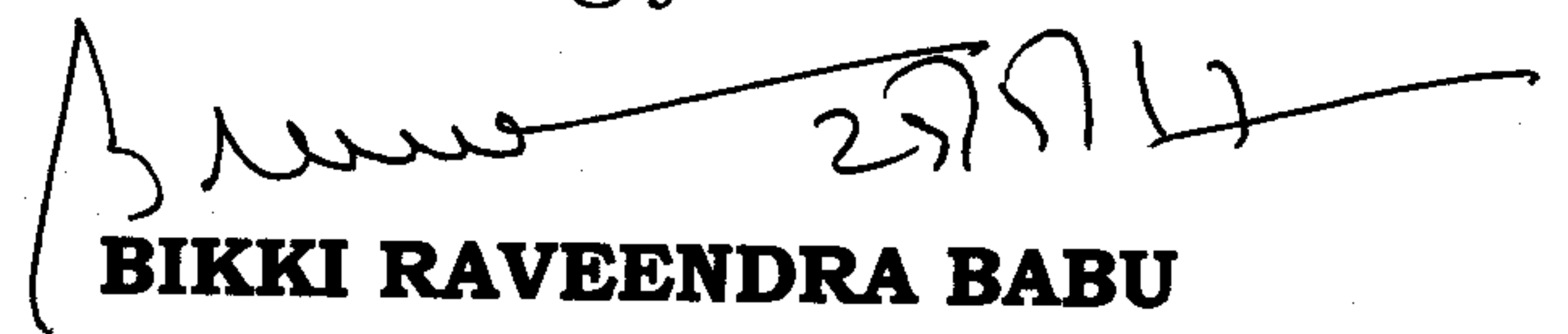


Rs. 97,81,090/-. The Board of Directors of the applicant company has approved the Scheme of Amalgamation by passing board resolution in their Meeting held on 20<sup>th</sup> April 2017.

4. The applicant company has stated that accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed in the Companies Act, 2013 and a certificate dated 26<sup>th</sup> April 2017 issued by the statutory auditors of the Company is filed.
5. It is stated in the application that the Company has only two equity shareholders and both the equity shareholders have given their consent, in writing, approving the Scheme of Amalgamation by waiving their right to convene the meeting of equity shareholders. Affidavits of the shareholders are annexed at Annexure-F Colly. Reliance is placed on certificate of M/s. Manoj Ritu & Associates, Chartered Accountants, Annexure-F Colly, which certifies that the applicant company has only two equity shareholders.
6. In view of the consent affidavits of both the equity shareholders, meeting of equity shareholders of the applicant-company, for the purpose of considering and, if thought fit, approving, with or without modification(s), the Scheme, is dispensed with.
7. The applicant company has stated that there are no secured or unsecured creditors of the applicant company. Reliance is placed on certificate of M/s. Manoj Ritu & Associates, Chartered Accountants dated 20<sup>th</sup> April 2017, Annexure-G which certifies that the applicant company does not have any secured or unsecured creditor. In this view of the matter, this Tribunal is of the opinion that there is no need to convene and hold

meetings of secured and unsecured creditors of the applicant-company.

8. In compliance of subsection (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 copy of the Scheme of Arrangement, to (i) the Central Government through the Regional Director, North Western Region, (ii) The Registrar of Companies, (iii) The Income Tax Authorities, and (iv) the Official Liquidator stating that the 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 aforesaid authorities, who desire to make any representation under sub-section (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 shall be deemed that they have no representation to make on the proposed amalgamation.
9. This Company Application is disposed of accordingly.

  
**BIKKI RAVEENDRA BABU**  
**MEMBER JUDICIAL**

Pronounced by me in open court  
on this 25<sup>th</sup> day May, 2017.

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