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NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD

CA(CAA) No. 59/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: Rohini Bioseeds and Agritech Pvt. Ltd

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

S.NO.	NAME (CAPITAL LETTERS)	DESIGNATION	REPRESENTATION	SIGNATURE
1.	NAVIN PAHWA	ADV.	PETITIONER	
2.				

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 25th day of May, 2017.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

C.A. (CAA) NO. 59/NCLT/AHM/2017

CORAM: SHRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

DATE: 25th Day of May, 2017

In the matter of: -

Rohini Bioseeds and Agritech
Private Limited.

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Applicant
(Transferor Company 5)

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. Rohini Bioseeds and Agritech Private Limited (Transferor Company) has filed this application under section 230 to 232 of the Companies Act, 2013 seeking dispensation of meetings of equity shareholders and unsecured creditors of the applicant transferor company for the purpose of considering and if thought fit, approving, with or without modification, 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. 5,00,000/-. The Board of Directors of the applicant company has approved the Scheme of Amalgamation by passing board resolution in their Meeting held on 24th 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 27th 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. It is stated that 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 equity shareholders are annexed at Annexure-F Colly. Reliance is placed on certificate of M/s. Manoj Ritu & Associates, Chartered Accountants, Annexure-F, which certifies that the applicant company has only two equity shareholders.
6. In view of the consent affidavits of both the equity shareholders, the 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 creditors of the applicant company. The applicant company however has one unsecured creditor, which has given its consent through an affidavit. Reliance is placed on certificate of M/s. Manoj Ritu & Associates, Chartered Accountants dated

24th April 2017, Annexure-G, which certifies that the applicant company does not have any secured creditor and has only one unsecured creditor.

8. In view of the consent affidavit of the sole unsecured creditor, the meeting of unsecured creditors of the applicant-company for the purpose of considering and, if though fit, approving with or without modification(s), the Scheme, is dispensed with. The meeting of secured creditors of the applicant is not required to be convened and held in view of the fact that there is no secured creditor of the applicant-company.
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 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.

10. This Company Application is disposed of accordingly.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Pronounced by me in open court
on this 25th day May, 2017.

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