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**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD BENCH  
AHMEDABAD**

**CA(CAA) No. 155/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 21.11.2017**

Name of the Company: Gajanand Infracon 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>
1.	Dharmishta Raval	Advocate	Applicant	<u>Raval</u>
2.	Yuvraj Thakore	Advocate	Applicant	<u>Y. Thakore</u>

**ORDER**

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

Order pronounced in open Court. Vide separate sheets.

  
**BIKKI RAVEENDRA BABU  
MEMBER JUDICIAL**

Dated this the 21st day of November, 2017.

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

**CA(CAA) No.155/NCLT/AHM/2017**

In the matter of :-

Gajanand Infracon Private Ltd.,  
a Company incorporated under  
the Provisions of Companies Act, 1956  
and having its Registered Office  
at G-908, 9<sup>th</sup> Floor,  
Titanium City Centre,  
100 Feet Anandnagar Road  
Ahmedabad-380015 ..... (Applicant Amalgamated Company)

Order delivered on 21<sup>st</sup> November, 2017


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

**Appearance:**

Ms. Dharmishta Raval of M/s Raval and Raval, Advocates for the  
Applicant Company.

**ORDER**

1. Heard learned Advocate Ms. Dharmishta Raval for Raval &  
Raval Advocate.
2. Gajanand Infracon Private Ltd., (Applicant Amalgamated  
Company) has filed this application seeking dispensation of  
meetings of equity shareholders, secured creditors and  
unsecured creditors of the applicant company in respect of a  
composite scheme of amalgamation between Dharnidhar Cotex  
Private Limited (Amalgamating Company-1) and Peachwoods  
Infra Com Private Limited (Amalgamating Company-2) and  
Satyaprabhu Infrastructure Private Limited (Amalgamating

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Company-3) and Shankheshwar Spinners Private Limited (Amalgamating Company-4) and Spring Valley Organisers Private Limited (Amalgamating Company-5) and Teracon Projects Private Limited (Amalgamating Company-6) and Vipul Forms and Graphics Private Limited (Amalgamating Company-7) and Yash Infra Realty Private Limited (Amalgamating Company-8) and Yashica Salt Private Limited (Amalgamating Company-9) and Gajanand Infracon Private Limited (Amalgamated Company) and their respective shareholders and creditors with effect from the Appointed Date on the agreed terms and conditions as set out in the scheme annexed at Annexure-D in accordance with Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act.

3. The Board of Directors of Applicant Amalgamated Company in the meeting held on 4<sup>th</sup> October, 2017, passed a resolution approving the proposed Scheme placed before the Board by the Company Secretary.

4. The Applicant Amalgamated Company has filed its audited balance sheet as well a Chartered Accountant's Certificate at Annexure-"H" dated 9.10.2017 issued by its Chartered Accountant certifying compliance with Section 133 of the Companies Act, 2013.

5. The Applicant Amalgamated Company has stated that there are four equity shareholders in the Company. The list of

equity shareholders as certified by the Chartered Accountant is produced at Annexure "F". The applicant company filed original consent affidavits of all the equity shareholders vide Annexure "E (Colly)".

6. In view of the consent affidavits of all the equity shareholders, the meeting of equity shareholders of the Applicant Amalgamated Company, for the purpose of considering and, if thought fit, approving the proposed Scheme with or without modification(s) deserves to be dispensed with and is hereby dispensed with.

7. It is stated that the Applicant Amalgamated Company is having no secured creditors and a C.A Certificate is annexed at Annexure "G". Therefore, this Tribunal is of the view that the requirement of convening meeting of secured creditors of the applicant Amalgamating Company for the purpose of considering and, if though fit, approving with or without modification(s), the scheme does not arise.

8. Coming to unsecured creditors, it is stated that the applicant company has no unsecured creditors. A Certificate of Chartered Accountant certifying the same has been filed at Annexure-"G". Therefore, this Tribunal is of the view that the requirement of convening meeting of unsecured creditors of the applicant Amalgamating Company for the purpose of considering





and, if though fit, approving with or without modification(s), the scheme does not arise.

9. It is stated in the affidavit that the provisions of the Reserve Bank of India Act are not attracted the Applicant Amalgamated Company therefore no notice is required to be issued to the Reserve Bank of India. It is stated in the said affidavit that no notice is required to be issued to the Competition Commission of India in the facts of the present case.

10. Hence the Tribunal passes the following orders :-

(1) The meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Amalgamated Company for the purpose of considering and if, thought fit, approving with or without modifications the Scheme are dispensed with.

11. 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 disclosures mentioned under Rule 6, to (i) the Central Government through the Regional Director, North Western Region, (ii) the Registrar of Companies, Gujarat, (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 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.

12. This Company Application is disposed of accordingly.

Signature:.....20.11.17  
[Bikki Raveendra Babu, Member (J)]

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