

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

CA(CAA)40/BB/2017

Order dated 4th July, 2017

Under Section 230 to 232 of Companies Act, 2013

**IN THE MATTER OF
SPML INFRASTRUCTURE LIMITED
ADD URBAN ENVIRO LIMITED,
AND
JAMSHEDPUR WASTE PROCESSING COMPANY PRIVATE LIMITED**

Coram: Hon'ble Shri Ratakonda Murali, Member (Judicial)
Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

For the Petitioner (s) 1. Shri.Thirupal Gorige, Practising Company Secretary

Per: Hon'ble Shri Ashok Kumar Mishra, Member (Technical)

ORDER

This is a Joint Application filed by the applicant companies namely SPML Infrastructure Limited (Applicant Company No.1/ Transferee Company), ADD Urban Enviro Limited (Applicant Company No.2/ Transferor Company No.1) and Jamshedpur Waste Processing Company Private Limited (Applicant Company No.3/Transferor Company No.2) under Section 230 to 232 of Companies Act, 2013 read Rule 3 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, praying to order for dispensing with convening of Meeting of Shareholders and Creditors of the Applicant Company No.1,2&3 for considering the scheme of Amalgamation, where under ADD Urban Enviro Limited (Applicant Company No.2/ Transferor Company No.1), Jamshedpur Waste Processing Company Private Limited (Applicant Company No.3/ Transferor Company No.2) are proposed to be merged with SPML Infrastructure Limited (Applicant Company No.1/Transferee Company). The Scheme of Amalgamation shown as **Annexure-E**.

The averments made in the Joint Company Application are briefly described hereunder:-

The Applicant Companies seeks an order for dispensation of convening of meeting of Shareholders and Creditors of the Applicant Companies No.1,2&3 for approving the scheme of Amalgamation of ADD Urban Enviro Limited, Jamshedpur Waste Processing Company



Private Limited with SPML Infrastructure Limited in terms of Scheme of Amalgamation shown as **Annexure-E**.

Joint Application was filed on behalf of the applicant companies that the Applicant Company No.1/ Transferee Company was incorporated on 16th August, 2007 with Registrar of Companies, Karnataka under the name and style of SPML Infrastructures Limited. Subsequently on 25th January, 2008 the name of the Applicant Company No.1/ Transferee Company was changed to SPML Infrastructure Limited. The Registered Office of the Applicant Company No.1/ Transferee Company is situated at The Icon, No.8, 5th Floor, 80 feet Main Road, Indiranagar, HAL III rd Stage, Bangalore-560075.

The main objects of the Transferee Company is to carry on either directly and/or as the Holding the business of all kinds of infrastructure projects including but not limited to development of sea ports, air ports, industrial parks, special economic zones, integrated township, toll plazas, hotels, to carry on the business of promoters, developers, builders, creators, operators, owners, ganisers of all primary, secondary and ancillary including key internal, external and any kind of infrastructure facilities and services including cities, towns, all kinds of roads, flyovers, express ways, high ways, ports airports, airways, railways, tramways, mass rapid transport systems, etc., The copy of Memorandum and Articles of Association of the Applicant Company No.1/Transferee Company shown as **Annexure-A series**.

The latest authorized share capital of Applicant Company No.1/Transferee Company is Rs.1,00,00,000/- divided into 1,00,00,000 Equity Shares of Rs.1/- each. The issued, subscribed and paid-up share capital is Rs.49,64,800/- divided into 49,64,800 Equity Shares of Rs.1/-each fully paid up. The Audited balance sheet as on 31st March, 2016 is shown as **Annexure –C series**.

It is further stated that Applicant Company No.2/ Transferor Company No.1 was incorporated on 17th April, 2008 under the name and style of SPML Urban Enviro Limited. Subsequently on 14th April, 2011 the name was changed to ADD Urban Enviro Limited. The Registered office of the Transferor Company No.1 is situated at The Icon, No.8, 5th Floor, 80 feet Main Road, Indiranagar, HAL III rd Stage, Bangalore-560075.

The main objects of the Applicant Company No.2/Transferor Company No.1 is to carry on either directly and/ or Holding company the business of all kinds of infrastructure projects including municipal solid waste management scheme, waste processing centres,






sewage entitlement treatment plans, environmental protection and pollution control system, environmental management technology systems, integrated utility management systems, generation of electricity or other forms of energy from the solid waste and sewage in urban sector and to plan and execute various associated business services as part of above schemes in India and abroad. The copy of Memorandum and Articles of Association of the Applicant Company No.2/ Transferor Company No.1 is shown as **Annexure-A series**.

The latest authorised capital of the Applicant Company No.2/Transferor Company No.1 is Rs.1,00,00,000/- divided into 1,00,00,000 equity shares of Rs.1/- each. The issued, subscribed and paid-up capital is Rs.24,67,300/- divided into 24,67,300 equity shares of Rs.1/- each. The Audited balance sheet as on 31st March, 2016 is shown as **Annexure-C series**.

It is further stated that Applicant Company No.3/ Transferor Company No.2 was incorporated on 1st August, 2012 under the name and style of Jamshedpur Waste Processing Company Private Limited with the Registrar of Companies, Karnataka. The Registered office of the Transferor Company No.2 is situated at The Icon, No.8, 5th Floor, 80 feet Main Road, Indiranagar, HAL III rd Stage, Bangalore-560075.

The main objects of the Applicant Company No.3/Transferor Company No.2 is to carry on to develop Integrated Municipal Solid Waste(MSW) management project by complying with the Municipal Solid waste (Management and Handling) Rules, 2000 which includes but not limited to collection, storage and segregation of MSW involving door to door collection, storage and segregation of MSW, Provisions of moveable covered containers, street sweeping and de-silting of drains, processing facility with multiple product recovery for higher recycling of MSW, etc., The copy of Memorandum and Articles of Association of the Applicant Company No.3/Transferor Company No.2 shown as **Annexure-A series**.

The latest authorised capital of the Applicant Company No.3/Transferor Company No.2 is Rs.1,23,50,000/- divided into 93,00,000 equity shares of Rs.1/- each and 30,50,000 9% non-cumulative redeemable preference shares of Rs.1/- each. The issued, subscribed and paid-up capital is Rs.1,23,50,000/- divided into 93,00,000 equity shares of Rs.1/- each and 30,50,000 9% non-cumulative redeemable preference shares of Rs.1/- each. The Audited balance sheet as on 31st March, 2016 is shown as **Annexure-C series**.



It is further stated that, the Board of Directors of the Transferor Company No.1, Transferor Company No.2 and Transferee Company have approved and adopted a Scheme of Amalgamation at their respective meetings held on 1st March, 2017 by virtue of which ADD Urban Enviro Limited (Applicant Company No.2/ Transferor Company No.1), Jamshedpur Waste Processing Company Private Limited (Applicant Company No.3/ Transferor Company No.2) are proposed to be merged with SPML Infrastructure Limited (Applicant Company No.3/Transferee Company) subject to confirmation. Copies of the Board Resolution of Transferor Company No.1, Transferor Company No.2 and Transferee Company dated 1st March, 2017 approving and adopting the Scheme of Amalgamation are shown as **Annexure-D Series**.

It is further averred in the scheme that the Board of Directors of the Transferor Company No.1, Transferor Company No.2 and Transferee Company are of the opinion that the amalgamation would result in following benefits:

1. To achieve better efficiency and streamlised management control and operation of business and activities, and to enable the combined entity to participate more vigorously and profitability in an increasing competitive market.
2. Cost savings are expected to flow from more focussed operational efforts, rationalisation, standardization and simplification of business process, improved procurement, and elimination of duplication and rationalization of administrative expenses.

We have heard the counsel appearing for the Applicant Companies, who has filed the application to dispense with for convening of meeting of the Shareholders and Meeting of Creditors for considering the scheme of amalgamation.

The Applicant Companies are seeking an order to dispense with convening of meeting of Shareholders and Creditors on the following ground:

That the Applicant Company No.1/Transferee Company has only Nine shareholders and they have given their consent to the scheme of amalgamation. The Applicant Company No.1/ Transferee Company has no Secured Creditors and has six unsecured creditors as certified by the Chartered Accountant who have given their consent to the scheme.

That the Applicant Company No.2/Transferor Company No.1 has only Eight shareholders and they have given their consent to the scheme of amalgamation. The



Applicant Company No.2/ Transferor Company No.1 has no Secured Creditors and only one unsecured creditor as certified by the Chartered Accountant who has given his consent to the scheme.

That the Applicant Company No.3/Transferor Company No.2 has only 4 equity shareholders and 1 preference shareholder and they have given their consent to the scheme of amalgamation. The Applicant Company No.3/ Transferor Company No.2 has no Secured Creditors and only two unsecured creditors as certified by the Chartered Accountant who have given their consent to the scheme.

The Certificate of Chartered Accountant dated 28th March, 2017 certifying the Number of Shareholders in the Applicant Companies shown as **Annexure-G series**.

We have seen the Consent Affidavits of all the Shareholders of the Applicant Companies shown as **Annexure G Series**.

We have seen the Certificate issued by the Chartered Accountant of the Applicant Companies stating that there are no Secured Creditors in the Applicant Companies shown as **Annexure-H Series**.

We have seen the Consent Affidavits of all the Unsecured Creditors of the Applicant Companies shown as **Annexure-H Series**.

ADD Urban Enviro Limited (Applicant Company No.2/ Transferor Company No.1), Jamshedpur Waste Processing Company Private Limited (Applicant Company No.3/ Transferor Company No.2) are proposed to be merged with SPML Infrastructure Limited (Applicant Company No.1/Transferee Company) in terms of the scheme of amalgamation shown as Annexure-E and Board of Directors of the Applicant Companies have also passed the resolution approving the scheme of amalgamation.

Hence the application is allowed and holding of meeting of Shareholders and Unsecured Creditors of the applicant companies is dispensed with accordingly.

In any eventuality when the Applicant Companies approach this Tribunal for seeking approval of the scheme it would be open for any person who is interested in the scheme of Amalgamation to put forth their contentions before the Tribunal.


(ASHOK KUMAR MISHRA)
MEMBER, TECHNICAL


(RATAKONDA MURALI)
MEMBER JUDICIAL