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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CA(CAA) No. 28/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 04.05.2017**

Name of the Company: CTX Dyestuffs 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.	SH. NAVIN K PAKIA	ADV.	PETITIONER Resp No. 1	
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 4th day of May, 2017.

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

CORAM: SRI BIKKI RAVEENDRA BABU, MEMBER JUDICIAL

Date: 4th day of May, 2017

C.A.(CAA) 28/NCLT/AHM/2017

In the matter of: -

CTX Dyestuffs Private Limited. ... Applicant
(Transferor-Company)

Appearance: -

Mr. Navin Pahwa, Advocate, for M/s Thakkar & Pahwa,
Advocates for the Applicant.

FINAL ORDER
(Date:04.05.2017)

1. Heard learned Advocate, Mr. Navin Pahwa, for M/s Thakkar and Pahwa, Advocates for the Applicant-company.
2. CTX Dyestuffs Private Limited (Transferor Company) has filed this application under section 230 to 232 of the Companies Act, 2013 seeking directions to convene and hold meeting of equity shareholders of the applicant company for the purpose of considering and if thought fit, approving, with or without modification, a Scheme of Amalgamation of CTX Dyestuffs Private Limited (Transferor Company) with Colourtex Industries Private Limited (Transferee Company).
3. The applicant is a private limited company. The issued subscribed and paid up share capital of the applicant company is Rs.2,12,34,100/- in the form of 2,12,341 equity shares of Rs.10/- each. It is stated in the application that the Board of Directors of the applicant company approved the proposed Scheme of Amalgamation, which is at Annexure "D" to the application. It is also stated in the

application that the accounting treatment specified in the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013 and certificate of Chartered Accountants certifying the same is annexed to the application at Annexure "F".

4. It is stated in the application that there are no secured or unsecured creditors of the applicant-company. In this regard, the applicant-company has produced certificate of Chartered Accountant vide Annexure "E" certifying that there are no secured or unsecured creditors of the applicant-company as on February 28, 2017. In this view of the matter, there is no need to hold meetings of secured and unsecured creditors of the applicant-company.

5. Having considered the entire material on record, this Tribunal passes the following order: -

(1) The applicant company is directed to convene and hold meeting of equity shareholders of the applicant company as on date of filing of this application. The meetings shall be convened and held on 15th June 2017 at 2.00 P.M. at the registered office of the Company i.e. Survey No.91, Opp. Navin Flooring, Udhna Navsari Road, Surat, Gujarat, for the purpose of considering and if thought fit, approving, with or without modification, a scheme of amalgamation.

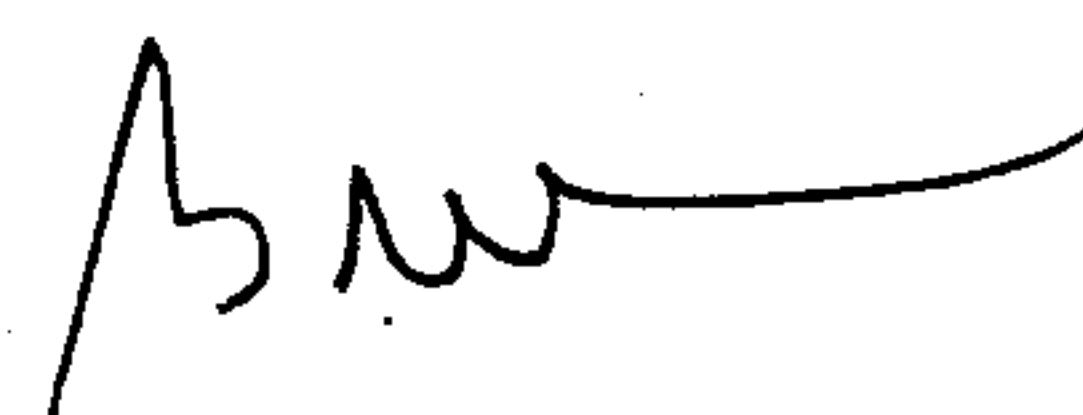
(2) In view of Sections 230(4) and 232(1) of the Companies Act, 2013 read with Rules 5 and 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, the Applicant-company is required to provide the facility of postal ballot and e-voting to its shareholders. Accordingly, voting by equity shareholders of the Applicant-company to the scheme shall be carried out

through (i) postal ballot and e-voting; and (ii) electronic voting system or ballot or polling paper at the venue of the meeting to be held on 15th June, 2017.

(3) At least one month before the date of the aforesaid meetings, an advertisement about convening of the said meetings, indicating the day, date, place and time as aforesaid, shall be published in "Indian Express" English Daily and Gujarati Daily "Sandesh", having circulation in Surat. The publication shall indicate the time within which copies of the Scheme shall be made available to the concerned persons free of charge from the registered office of the Company. The publication shall also indicate that the statement required to be furnished pursuant to Section 102 of the Act read with Sections 230 to 232 of the Act and the prescribed form of proxy can be obtained free of charge from the registered office of the applicant company or at the office of its advocates viz. Thakkar and Pahwa, Advocates, 71, New York Tower-A, Opp. Muktidham Derasar, Thaltej, Ahmedabad-380059.

(4) In addition, at least one month before the date of the aforesaid meetings of equity shareholders of the applicant company to be held as aforesaid, a notice convening the said meeting indicating the day, date, place and time aforesaid, containing instructions with regard to postal ballot and e-voting, together with a copy of the scheme, a copy of the statement required to be furnished pursuant to Section 102 of the Act read with Section 230 to 232 of the Act and Rule 6 of the Companies (CAA) Rules, 2016, the prescribed form of proxy and a copy of the scheme of demerger of pharma undertaking of Colourtex Industries Private Limited to Sachin Health Care Private Limited shall be sent to each of the equity shareholders of the applicant company at their respective registered or last known addresses either by registered post or speed post or air mail or by courier.

- (5) Shri Jayantilal Jariwala son of Shri Thakordas Jariwala, Director and in his absence Shri Vishadbhai Jariwala, son of Shri Jayantibhai Jariwala, Director shall be the chairman of the aforesaid meeting to be held on 15th June, 2017 and in any adjourned meeting(s).
- (6) Ms. Neelam Jain, practicing Company Secretary is appointed as Scrutinizer for the meeting of equity shareholders, preference shareholders, unsecured creditors and secured creditors of the applicant company.
- (7) The Chairperson appointed for the aforesaid meeting shall issue advertisements and send out notice of the meeting referred to above. The Chairperson is free to avail the services of the applicant company or any agency for carrying out the aforesaid directions. The Chairperson shall have all powers under the Articles of Association of the applicant company and also under the Rules in relation to the conduct of meetings, including for deciding any procedural question that may arise at the meeting or adjournment thereof proposed at the said meeting, amendment(s) to the aforesaid scheme or resolutions, if any, proposed at the aforesaid meeting by any person(s) and to ascertain the decision of the sense of the meeting of shareholders by (i) postal ballot and e-voting; and (ii) electronic voting system or ballot or polling paper at the venue of the meeting.
- (8) The quorum for the meeting of the equity shareholders shall be 5 (five) persons.
- (9) Voting by proxy or by authorised representative is permitted provided that the proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the aforesaid meeting is filed with the applicant company




at its registered office at Survey No. 91, Opp. Navin Flooring, Udhna Navsari Road, Surat not later than 48 hours before the meeting vide Rule 10 of Companies (CAA) Rules, 2016 read with Section 105 of the Companies Act.

- (10) The number and value of equity shareholders of the applicant company shall be in accordance with the records or registers of the applicant company and where the entries in the records or registers are disputed, the Chairperson of the meeting shall determine the number or value, as the case may be, for the purposes of the meeting.
- (11) The Chairperson to file an affidavit not less than 7 (seven) days before the date fixed for holding of the meeting and to report to this Tribunal that the directions regarding issuance of notices and advertisement of meeting have been duly complied with as per Rule 12 of Companies (CAA) Rules, 2016.
- (12) It is further ordered that the Chairperson shall report to this Tribunal on the result of the meeting in Form CAA 4, verified by his affidavit, as per Rule 14 of the Companies (CAA) Rules, 2016 in Form CAA 4 within 7 (seven) days after conclusion of the meeting.
- (13) In compliance of sub-section (5) of Section 230 and Rule 18 of the Companies (CAA) Rules, 2016, the applicant company shall send a notice of meeting under sub-section (3) of Section 230 read with Rule 6 of the Companies (CAA) Rules, 2016 in Form No. CAA.3 along with a copy of the Scheme of Amalgamation, explanatory statement and the disclosures mentioned under Rule 6 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 said notice (s) shall be sent forthwith after notice is sent to the equity shareholders, preference shareholders, unsecured creditors and secured creditors of the applicant company by registered post or by speed post or by courier or by hand delivery at the office of the authority 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 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.

6. This Company Application is disposed of accordingly.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

Pronounced by me in open court
on this 4th day of May, 2017.