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**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD**

**CP No. 15/NCLT/AHM/2017
Gujarat High Court CA No. 512/2016**

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: Novocare Pvt. Ltd.

Section of the Companies Act: Sections 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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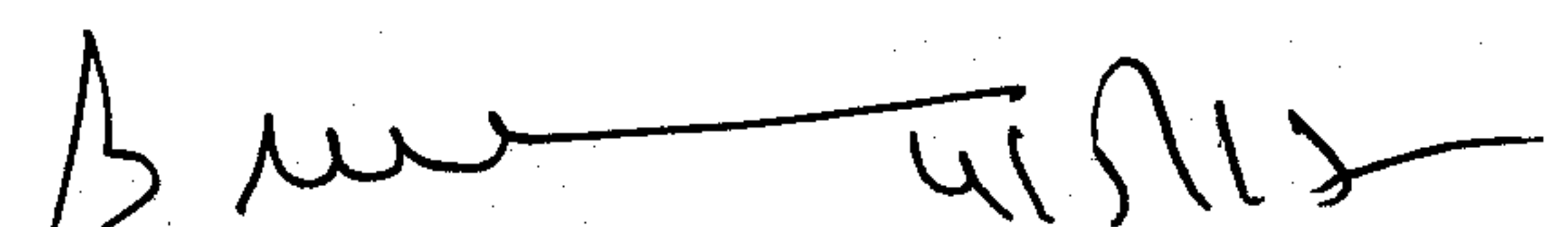
1.	BHAVESH CHOKSI	ADVOCATE	PETITIONER	
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2.

ORDER

Learned Advocate Mr. Bhavesh Chokshi present for petitioner.

Common 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.P.(CAA) No.14/NCLT/AHM/2017

With

C.P.(CAA) No.15/NCLT/AHM/2017

With

C.P.(CAA) No.16/NCLT/AHM/2017

With

C.P.(CAA) No.17/NCLT/AHM/2017

In the matter of: -

1. Quick Flight Limited,
A company incorporated under
the provisions of the Companies Act,
1956 and governed under the Companies
Act, 1956 and the Companies Act 2013,
and having its registered Office at
5th Floor, Administration Building,
Alembic Road, Gorwa,
Vadodara- 390 003,
Gujarat. ... Petitioner-Transferor Company No.1
2. Novocare Private Limited,
A company incorporated under
the provisions of the Companies Act,
1956 and governed under the Companies
Act, 1956 and the Companies Act, 2013,
and having its registered Office at
52, Aviskar Complex, Nr.Vidyutnagar,
Old Padra Road,
Vadodara- 390 015,
Gujarat. ... Petitioner-Transferor Company No.2
3. Sierra Healthcare Limited,
A company incorporated under
the provisions of the Companies Act,
1956 and governed under the Companies
Act, 1956 and the Companies Act, 2013,
and having its registered Office at
5th Floor, Administration Building,
Alembic Road, Gorwa,

Vadodara- 390 015,
Gujarat.

... Petitioner-Transferor Company No.3

4. Sierra Investments Private Limited,
A company incorporated under
the provisions of the Companies Act,
1956 and governed under the Companies
Act, 1956 and the Companies Act, 2013,
and having its registered Office at
5th Floor, Administration Building,
Alembic Limited, Alembic Road, Gorwa,
Vadodara- 390 015,
Gujarat. ... Petitioner-Transferee Company

Appearance: -

1. Mr. Bhavesh Choksi, Advocate, with Ms. Prachiti Shah,
Advocate, for the Petitioner.
2. Ms. Bhoomi M. Thakore, Advocate, for the Official Liquidator,
Gujarat High Court, in all the matters.

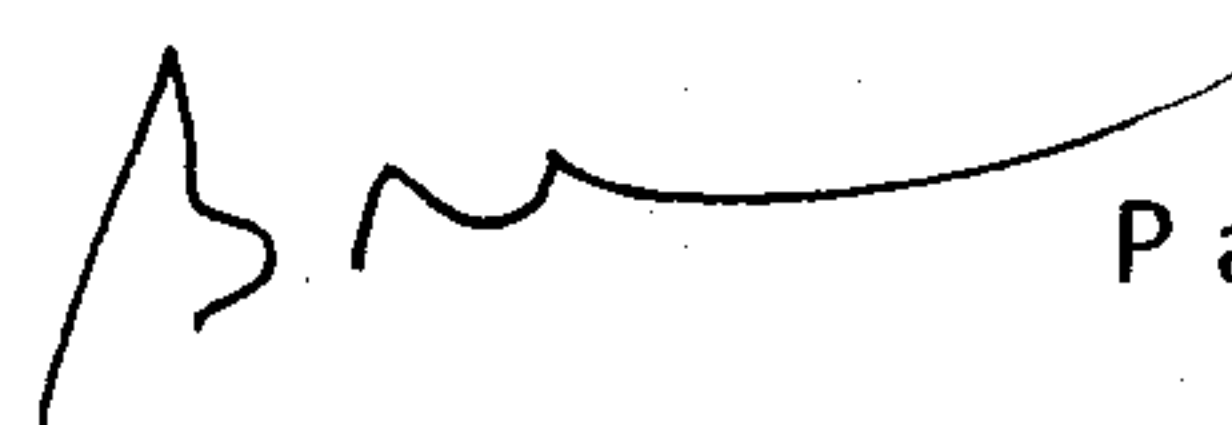
COMMON FINAL ORDER

(Date: 04.05.2017)

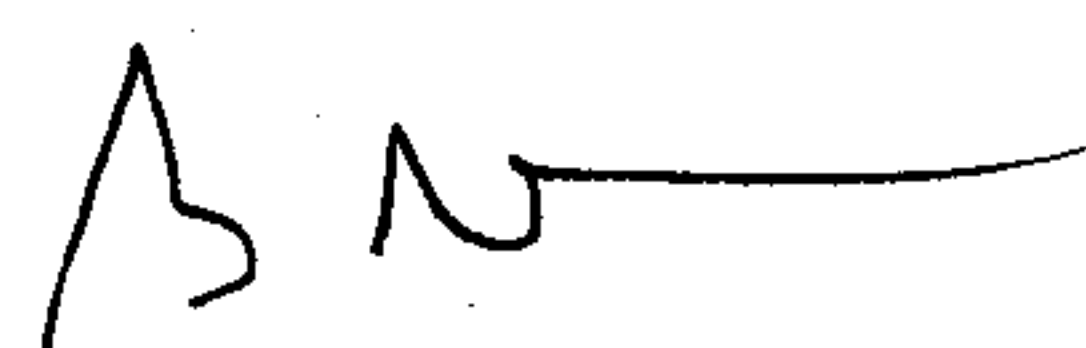
1. By these petitions under Sections 230 and 232 of the Companies Act, 2013, the petitioner-companies are seeking sanction of a Scheme of Arrangement in the nature of Amalgamation of Quick Flight Limited (Transferor Company No.1), Novocare Private Limited (Transferor Company No.2) and Sierra Healthcare Limited (Transferor Company No.3) with Sierra Investments Private Limited (Transferee Company).
2. The Petitioner in Company Petition No.14 of 2017 had filed Company Application No.510 of 2016 before the Honourable High Court of Gujarat at Ahmedabad praying for dispensation of meeting of sole equity shareholder in view of the fact that the said sole equity shareholder of the petitioner had given consent in writing to the sanction of the proposed Scheme. The meetings of secured and unsecured creditors of the company were sought to be dispensed with in view of the fact that the petitioner-company had no secured and/or unsecured

creditors, which was certified by the Chartered Accountant of the petitioner-company. The Honourable High Court, by its order dated 8th December, 2016, dispensed with the meetings of sole equity shareholder and secured and unsecured creditors of the petitioner-company.

3. The petitioner in Company Petition No.15 of 2017 had filed Company Application No.512 of 2016 before the Honourable High Court of Gujarat at Ahmedabad praying for dispensation of meeting of equity shareholders in view of the consent letters given by the equity shareholders of the petitioner-company to the sanction of the proposed Scheme. The meetings of secured and unsecured creditors of the petitioner-company were sought to be dispensed with in view of the fact that the petitioner-company had no secured and/or unsecured creditors, which was certified by the Chartered Accountant of the petitioner-company. The Honourable High Court, by order dated 8th December, 2016, dispensed with the meetings of equity shareholders and secured and unsecured creditors of the petitioner-company.
4. The petitioner in Company Petition No.16 of 2017 had filed Company Application No.509 of 2016 before the Honourable High Court of Gujarat at Ahmedabad praying for dispensation of meeting of sole equity shareholder in view of the consent letter of the sole equity shareholder of the petitioner-company to the sanction of the proposed Scheme. The meetings of secured and unsecured creditors of the petitioner-company were sought to be dispensed with in view of the fact that the petitioner-company had no secured and/or unsecured creditors, which was certified by the Chartered Accountant of the petitioner-company. The Honourable High Court, by order dated 8th December, 2016, dispensed with the meetings of sole equity shareholder and secured and unsecured creditors of the petitioner-company.

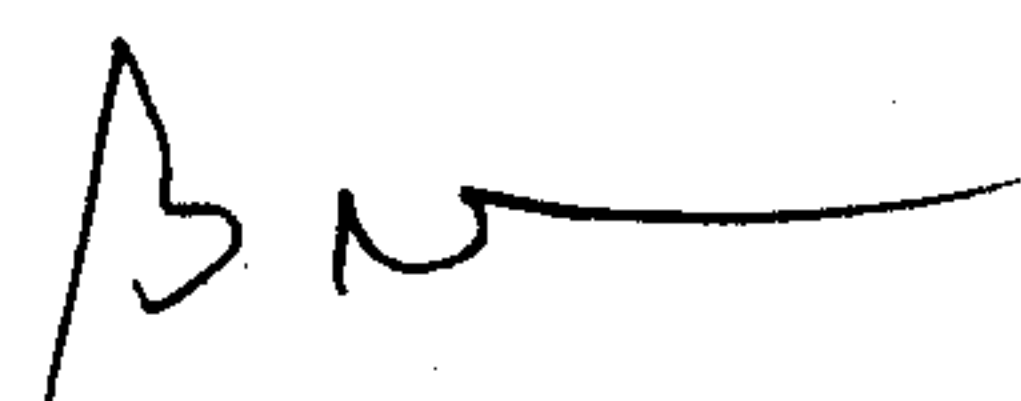


5. The petitioner in Company Petition No.17 of 2017 had filed Company Application No.508 of 2016 before the Honourable High Court of Gujarat at Ahmedabad praying for dispensation of meetings of equity shareholders as well as sole preference shareholder in view of the consent letters given by the equity shareholders and the sole preference shareholder of the petitioner-company to the sanction of the proposed Scheme. The meeting of secured creditors of the company were sought to be dispensed with in view of the fact that the petitioner-company had no secured creditors, which was certified by the Chartered Accountant of the petitioner-company. The petitioner-company also sought for dispensation from holding the meeting of unsecured creditors of the company in view of the fact that no compromise or arrangement was offered to any of the unsecured creditors and neither any liability of the unsecured creditors under the Scheme was reduced nor extinguished as also in view of the fact that the unsecured creditors of the transferee-company will not be affected by the proposed Scheme as the transferor-companies have net excess of assets over liabilities and that the combined net assets of the transferee-company post Scheme would be far more than its liabilities and, as such, sufficient to discharge its liabilities. The Honourable High Court, by its order dated 8th December, 2016, dispensed with the meetings of equity shareholders, sole preference shareholder and the secure and unsecured creditors of the petitioner-company.
6. Thereafter, the petitioners have filed the present petitions before this Tribunal seeking sanction of the Scheme of Arrangement in the nature of amalgamation. This Tribunal, by order dated 16th March, 2017, directed the petitioner-companies to issue notice of hearing of the petitions by way of advertisement in English daily "Indian Express", Ahmedabad edition, and Gujarati daily "Sandesh", Ahmedabad edition, not less than 10 days before the



date fixed for hearing calling for objections from the public, if any, on or before the date of hearing and also to issue individual notice to (i) sole equity shareholder in Company Petition No. 14 of 2017 (ii) equity shareholders in Company Petition No.15 of 2017 (iii) sole equity shareholder in Company Petition No.16 of 2017 and (iv) equity shareholders, sole preference shareholder as also secured and unsecured creditors of the petitioner in Company Petition No.17 of 2017 not less than 10 days before the date of hearing, informing the date of hearing and calling for their objections, if any, to the Scheme. The Tribunal also directed issuance of notice to (i) the Central Government through Regional Director, Gujarat, (ii) the Income Tax Authority, (iii) the Registrar of Companies, Gujarat, Ahmedabad, and (iv) the Official Liquidator (in case of the three transferor-companies), asking them to file their representations, if any, within 30 days from the date of receipt of notice with a condition that in case no representation is received by this Tribunal, it shall be presumed that the above said authorities have no representation to make on the proposed Scheme of arrangement in the nature of amalgamation.

7. The petitioner-companies, having complied with the directions given by this Tribunal vide order dated 16th March, 2017, filed affidavit dated 14th April, 2017, in respect of publications made in the newspapers and service of notice to the shareholders and creditors as also to the statutory authorities. The petitioner-companies also produced proof of service along with the said affidavit dated 14th April, 2017.
8. In response to the publication made in the newspapers, no objection is received either from the public at large or from the shareholders and creditors of the petitioner-companies. No representation is also received from the Income Tax authorities. However, in response to the notice, the Regional Director filed a

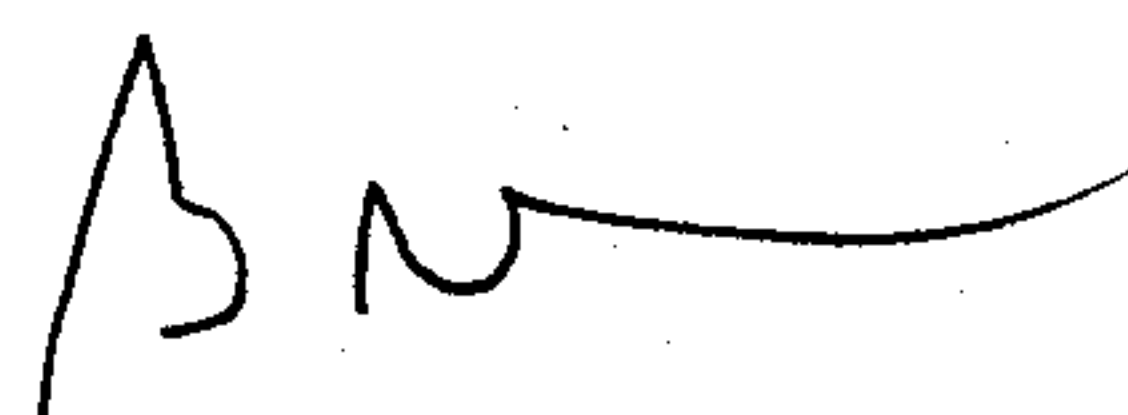


representation dated 21st April, 2017. Likewise, the Official Liquidator filed a representation dated 21st April, 2017. In response to the representations of the Regional Director and the Official Liquidator, the petitioner-companies filed a common affidavit dated 25th April, 2017.

9. Heard learned Advocate, Mr. Bhavesh Choksi, with Ms. Prachiti Shah, Advocate, for the petitioner-companies and Ms. Bhoomi Thakore, Advocate, for the Official Liquidator.

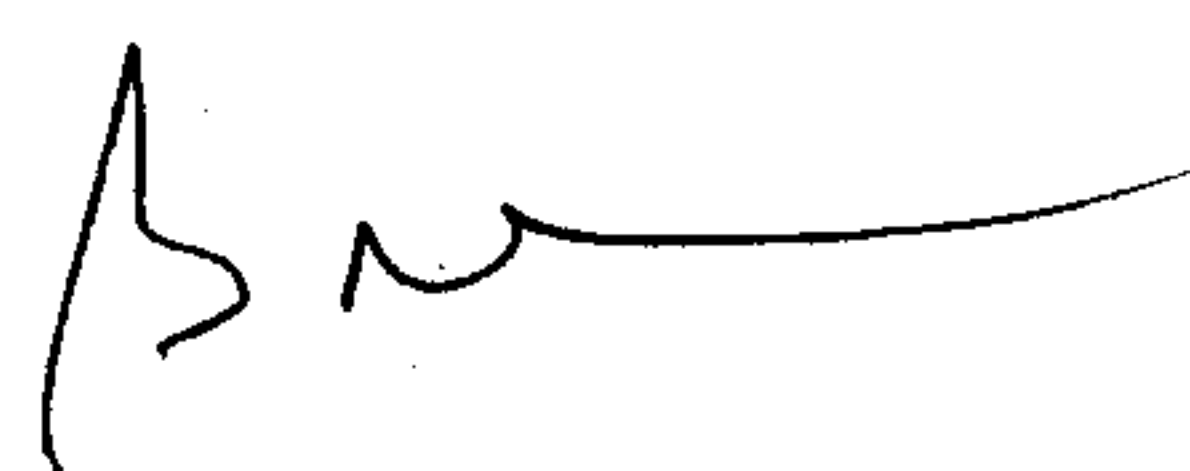
10. In response to the notices issued by the petitioner-companies to the Central Government, the Regional Director, Ministry of Corporate Affairs, North Western Region, filed a common representation dated 21st April, 2017. The Regional Director, in his representation, observed that, as per the report received from the Registrar of Companies, Gujarat, there are no complaints against the petitioner-companies and there is no complaint/report against the Scheme and that the Scheme is not prejudicial to the interest of the shareholders and creditors of the petitioner-companies and the public at large. Therefore, no objection is raised on behalf of the Central Government. No other adverse circumstances are brought to the notice of this Tribunal.

11. The Official Liquidator filed representations in Company Petitions No. 14, 15 and 16 of 2017. The Official Liquidator, in his representations, stated that, as on date, there are no statutory or contingent liabilities of the petitioner companies. In the representation of the Official Liquidator, it is stated that the petitioner-companies have produced certificates from the auditor of the companies certifying that the accounting treatment proposed in the Scheme of arrangement and amalgamation is in conformity with the notified accounting standards (AS 14) prescribed under Section 133 of the Companies Act, 2013. Certificate of the auditor is annexed to



the representation of the Official Liquidator. With regard to the observations made by the Official Liquidator that the Tribunal may direct the petitioner-company to comply with the provisions of Section 239 of the Companies Act, 2013, it is stated in paragraph 8(a) of the common affidavit filed by the petitioner-companies on 25th April, 2017 that the petitioner-companies undertake to abide by the provisions of Section 239 of the Companies Act, 2013 and also undertake to preserve the records, papers and books of accounts of the transferor-companies and shall not dispose of the same without prior permission of the Central Government. In respect of the observations made by the Official Liquidator regarding statutory compliance of all applicable laws by the petitioner-companies, it is stated in paragraph 8(b) of the common affidavit that the petitioner-company undertakes to comply with the statutory requirements of all applicable laws and shall comply with Rule 17(2) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. However, it is observed that the petitioner transferee-company shall comply with the provisions of all applicable laws and shall not be absolved from any of its statutory liability on sanctioning of the Scheme. The Official Liquidator requested the Tribunal to direct the petitioner-company to pay cost of Rs.15,000/- each in Company Petitions No.14 and 16 of 2017 and Rs.10,000/ in Company Petition No.15 of 2017 to the office of the Official Liquidator. No objection was received from the public at large pursuant to the publication of notice of hearing in newspapers.

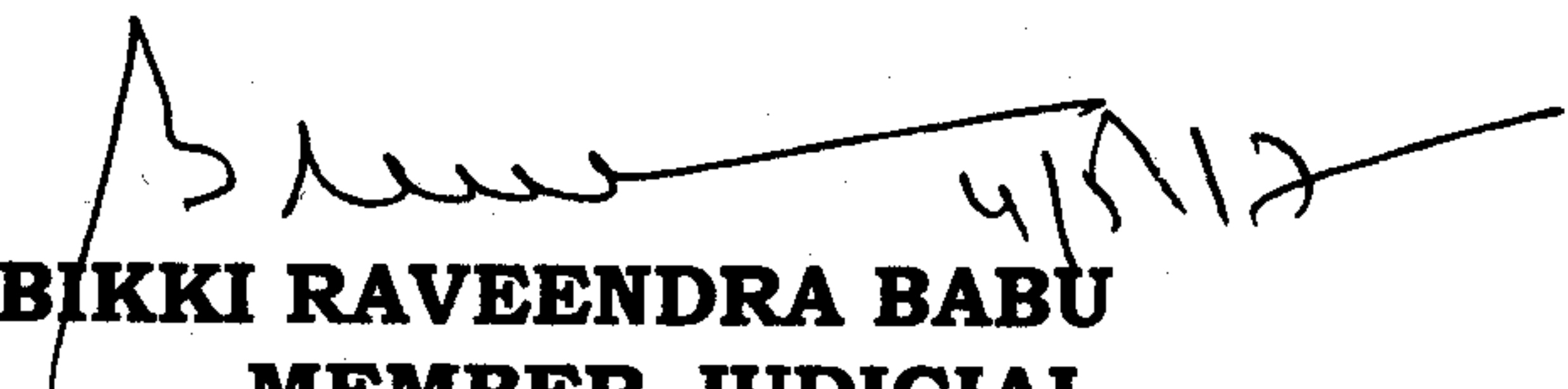
12. Considering the entire facts and circumstances of the case and on perusal of the Scheme and the documents produced on record, it appears that the requirements of the provisions of Sections 230 and 232 of the Companies Act, 1956 are satisfied. The Scheme appears to be genuine and *bona fide* and in the interest of the shareholders and creditors.



13. In the result, these petitions are allowed. The scheme of amalgamation, which is at Annexure-D to Company Petitions No.14 to 16 of 2017 and at Annexure "E" to Company Petition No.17 of 2017 is hereby sanctioned and it is declared that the same shall be binding on the petitioner-companies, namely, Quick Flight Limited, Novocare Private Limited, Sierra Healthcare Limited and Sierra Investments Private Limited and their shareholders, creditors and all concerned under the scheme. It is also declared that the petitioner-companies, namely, Quick Flight Limited, Novocare Private Limited, Sierra Healthcare Limited, shall stand dissolved without winding up.

14. The fees of the Official Liquidator are quantified at Rs.15,000/- each in respect of CP(CAA) Nos.14 and 16 of 2017 and Rs.10,000/- in CP(CAA) No. 16 of 2017. The said fees to the Official Liquidator shall be paid by the Transferee Company.

15. Filing and issuance of drawn up orders are dispensed with. All concerned authorities to act on a copy of this order along with the Scheme duly authenticated by the Registrar of this Tribunal. The Registrar of this Tribunal shall issue the certified copy of this order along with the Scheme immediately.


BIKKI RAVEENDRA BABU
MEMBER JUDICIAL

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

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