

**IN THE NATIONAL COMPANY LAW TRIBUNAL
SINGLE BENCH, CHENNAI**

CA No.163 to 174/CAA/2017

In the matter of Scheme of Amalgamation

M/s. Tee Emm Agency Private Limited

(Transferor Company 1)

And

M/s. Apogee Clearing & Forwarding Private Limited

(Transferor Company 2)

And

M/s. East Coast Transports Private Limited

(Transferor Company 3)

And

M/s. Healthwealth Pharmaceuticals Private Limited

(Transferor Company 4)

And

M/s. Elegant Communication Network Private Limited

(Transferor Company 5)

And

M/s. Green Valley Minerals & Metals Private Limited

(Transferor Company 6)

And

M/s. Fantasy Logistics Private Limited

(Transferor Company 7)

And

M/s. Enviropure Markering AGENCIES Private Limited

(Transferor Company 8)

And

M/s. Anugraha E-Publishing Private Limited

(Transferor Company 9)

And

M/s. Loyal HR Services Private Limited

(Transferor Company 10)

And

M/s. Navrang Software Services Private Limited

(Transferor Company 11)

With

M/s Breeze Enterprises Private Limited

(Transferee Company)

And

Their Respective Shareholders and Creditors

Order delivered on 17.10.2017

For the Petitioner: Mr I B Harikrishna, PCS

**Per: K. ANANTHA PADMANABHA SWAMY,
MEMBER (JUDICIAL)**

ORDER

Under consideration are twelve company application Nos.CA Nos.163 to 174/CAA/2017 filed by the Applicant Companies, **M/s. Tee Emm Agency Private Limited** (Transferor Company 1), **M/s. Apogee Clearing & Forwarding Private Limited** (Transferor Company 2), **M/s. East Coast Transports Private Limited** (Transferor Company 3), **M/s. Healthwealth Pharmaceuticals Private Limited** (Transferor Company 4), **M/s. Elegant Communication Network Private Limited** (Transferor Company 5), **M/s. Green Valley Minerals & Metals Private Limited** (Transferor Company 6), **M/s. Fantasy Logistics Private Limited** (Transferor Company 7), **M/s. Enviropure Markering AGENCIES Private Limited** (Transferor Company 8), **M/s. Anugraha E-Publishing Private Limited** (Transferor Company 9), **M/s. Loyal HR Services Private Limited** (Transferor Company 10), **M/s. Navrang Software Services Private Limited**(Transferor Company 11) and **M/s Breeze Enterprises Private Limited** (Transferee Company) under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Transferor Companies through this application have prayed for seeking directions for dispensing with the convening, holding and conducting of the meeting of the Equity shareholders. It is pertinent to mention herein that there are no Secured and Unsecured Creditor in all the applicant companies except Transferor Company 11 having one Unsecured Creditor.

M/s. Tee Emm Agency Private Limited (Transferor Company 1)

1. There are two Equity shareholders of the Transferor Company 1 whose particulars are placed at Annexure – G at page no.134 of the typed set, certified

by Mr S J Mohan, Chartered Accountant, at page No.155 Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 135 to 142 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 1 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 1 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 133 as Annexure F.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 1 within four weeks from the date of receipt of this order.

M/s. Apogee Clearing & Forwarding Private Limited (Transferor Company 2)

1. There are two Equity shareholders of the Transferor Company 2 whose particulars are placed at Annexure – G at page no.140 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.161 – Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 141 to 148 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 2 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 2 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 139 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 2 within four weeks from the date of receipt of this order.

M/s. East Coast Transports Private Limited (Transferor Company 3)

1. There are three Equity shareholders of the Transferor Company 3 whose particulars are placed at Annexure – G at page no.137 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.160-Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 138 to 149 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 3 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 3 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 136 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 3 within four weeks from the date of receipt of this order.

M/s. Healthwealth Pharmaceuticals Private Limited (Transferor Company 4)

1. There are two Equity shareholders of the Transferor Company 4 whose particulars are placed at Annexure – G at page no.134 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.153 -Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 135 to 142 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 4 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 4 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 133 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 4 within four weeks from the date of receipt of this order.

M/s. Elegant Communication Network Private Limited (Transferor Company 5)

1. There are two Equity shareholders of the Transferor Company 5 whose particulars are placed at Annexure – G at page no.134 of the typed set, certified by M/s Diwakar & Associates, Chartered Accountant, at page No.153 -Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 135 to 142 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 5 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 5 and certificate issued by M/s Diwakar & Associates, Chartered Accountant, is placed at page 133 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 5 within four weeks from the date of receipt of this order.

M/s. Green Valley Minerals & Metals Private Limited (Transferor Company 6)

1. There are two Equity shareholders of the Transferor Company 6 whose particulars are placed at Annexure – G at page no.135 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.154 -Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 136 to 143 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 6 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 6 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 134 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 6 within four weeks from the date of receipt of this order.

M/s. Fantasy Logistics Private Limited (Transferor Company 7)

1. There are two Equity shareholders of the Transferor Company 7 whose particulars are placed at Annexure – G at page no.135 of the typed set, certified by M/s Diwakar & Associates, Chartered Accountant, at page No.154 -Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 136 to 143 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 7 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 7 and certificate issued by M/s Diwakar & Associates Chartered Accountant, is placed at page 134 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 7 within four weeks from the date of receipt of this order.

M/s. Enviropure Markering AGENCIES Private Limited (Transferor Company 8)

1. There are two Equity shareholders of the Transferor Company 8 whose particulars are placed at Annexure – G at page no.136 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.155 -Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 137 to 144 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 8 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 8 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 135 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 8 within four weeks from the date of receipt of this order.

M/s. Anugraha E-Publishing Private Limited (Transferor Company 9)

1. There are two Equity shareholders of the Transferor Company 9 whose particulars are placed at Annexure – G at page no.131 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.150 -Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 132 to 139 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 9 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 9 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 130 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 9 within four weeks from the date of receipt of this order.

M/s. Loyal HR Services Private Limited (Transferor Company 10)

1. There are two Equity shareholders of the Transferor Company 10 whose particulars are placed at Annexure – G at page no.145 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.164 -Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 146 to 153 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 10 is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferor Company 10 and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 144 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 10 within four weeks from the date of receipt of this order.

M/s. Navrang Software Services Private Limited (Transferor Company 11)

1. There are three Equity shareholders of the Transferor Company 11 whose particulars are placed at Annexure – H at page no.137 of the typed set, certified by Mr S J Mohan, Chartered Accountant, at page No.160 –Annexure K of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 138 to 149 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferor Company 11 is dispensed with.

2. There is no Secured Creditor and certificate issued by Mr S J Mohan, Chartered Accountant, is placed at page 131 – Annexure F of the typed set.

3. There is only one Unsecured Creditor whose particulars, certified by Mr S J Mohan, Chartered Accountant, is placed at page no.131 – Annexure F of the typed set. Consent to the said scheme of amalgamation has been given by way of consent affidavit, which is placed from Pages 132 to 136 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Unsecured Creditor of the Transferor Company 11 is dispensed with.

4. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

5. The Registry is also directed to issue notice to the Official Liquidator who in turn, shall appoint a Chartered Accountant and submit a report with regard to the Transferor Company 11 within four weeks from the date of receipt of this order.

M/s Breeze Enterprises Private Limited (Transferee Company)

1. There are two Equity shareholders of the Transferee Company whose particulars are placed at Annexure – G at page no.141 of the typed set, certified by M/s Diwakar & Associates, Chartered Accountant, at page No.160 –Annexure J of the Additional document and they have given their consent to the said scheme of amalgamation by way of consent affidavits, which are placed from Pages 142 to 149 of the typed set.

Since all the requirements under law have been fulfilled, therefore, convening, holding and conducting of the meeting of the Equity shareholders of the Transferee Company is dispensed with.

2. There are no Secured Creditor and Unsecured Creditors of the Transferee Company and certificate issued by M/s Diwakar & Associates, Chartered Accountant, is placed at page 140 as Annexure F of the typed set.

3. Looking to the prayers made in the application in relation to the scheme of amalgamation, this Bench is inclined to issue notice to the Regional Director, Ministry of Corporate Affairs, ROC concerned, Income Tax authorities. As the company is a private unlisted one, there is no requirement to send notice to SEBI, RBI and CCI and other stock exchanges. The authorities are directed to make objections/representations, if any, within 30 days from the date of the receipt of notice. In case no objection/representation is received within the stipulated time it shall be deemed that they do not have any objections.

4. All the eleven Transferor Companies and the Transferee Company are directed to make publication of notices in newspapers one in English and the other in vernacular language, preferably in Business Standard (Tamil Nadu Edition) and Malai Chudar (Tamil Nadu Edition) having wider circulation, not less than 30 days before the next date of hearing of the petition. The Transferee Company is directed to place the notice on its website, if any, and also place the same on the notice board at the registered office of the company. The applicant Company is also directed to send private notice to the authorities by way of speed post and file the proof of sending and effecting service of notice along with the paper publication by way of an affidavit before the next date of hearing. The Registry is also directed to display the notice on the notice board of the NCLT, Chennai.

The petition shall be presented on or before 21.11.2017.



(K.Anantha Padmanabha Swamy)
Member (Judicial)