

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH, NEW DELHI**

CA (CAA) – 39/(ND)/2020

**IN THE MATTER OF SECTIONS 230-232 OF THE COMPANIES ACT,
2013**

Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Arrangements) Rules, 2016.

AND

IN THE MATTER OF SCHEME OF AMALGAMATION OF

M/s. UPFRONT TRADING PVT LTD

(APPLICANT NO.1/TRANSFEROR COMPANY 1)

WITH

M/s. GREENBOX ORGANICS PVT. LTD.

(APPLICANT NO.2/TRANSFEROR COMPANY 2)

WITH

M/s. CRAFT WATE PURIFICATION PVT. LTD.

(APPLICANT NO.3/TRANSFEROR COMPANY 3)

WITH

M/s. ILLUMINATE TRADEX PVT. LTD.

(APPLICANT NO.4/TRANSFEROR COMPANY 4)

WITH

M/s. FEATURED MARKETING PVT. LTD.

(APPLICANT NO.5/TRANSFEROR COMPANY 5)

WITH

M/s. UTMOST IT SOLUTION PVT. LTD.

(APPLICANT NO.6TRANSFEROR COMPANY 6)

AND

M/s. SONY FINANCIAL SERVICES LTD.

(APPLICANT NO. 7/ TRANSFEREE COMPANY)

AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

Order Delivered on: ~~22~~ 05.2020

CORAM:

SH. P.S.N PRASAD HON`BLE MEMBER (J)
SMT. SUMITA PURKAYASTHA HON`BLE MEMBER (T)

For the Applicants: Mr. Vijay Kumar Gupta, Adv.

MEMO OF PARTIES:

M/s. UPFRONT TRADING PVT. LTD.

**A Company incorporated under Companies Act, 1956 Having
its registered office at:**

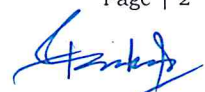
C-6 Shop No -1 Basement, Madhu Vihar, New Delhi - 110092

(APPLICANT NO.1/TRANSFEROR COMPANY)

WITH

M/s. GREENBOX ORGANICS PVT. LTD.

A Company incorporated under Companies Act, 1956 Having



its registered office at:

C-6 Shop No -1 Basement, Madhu Vihar, New Delhi - 110092

(APPLICANT NO.2/TRANSFEROR COMPANY)

WITH

M/s. CRAFT WATER PURIFICATION PVT. LTD.

A Company incorporated under Companies Act, 1956 Having

its registered office at:

C-6 Shop No -1 Basement, Madhu Vihar, New Delhi – 110092

(APPLICANT NO.3/TRANSFEROR COMPANY)

WITH

~~M/s. ILLUMINATE TRADEX PVT. LTD.~~

A Company incorporated under Companies Act, 1956 Having

its registered office at:

C-6 Shop No -1 Basement, Madhu Vihar, New Delhi – 110092

(APPLICANT NO.4/TRANSFEROR COMPANY)

WITH

M/s. FEATURED MARKETING PVT. LTD.

A Company incorporated under Companies Act, 2013 Having

its registered office at:

C-6 Shop No -1 Basement, Madhu Vihar, New Delhi – 110092

(APPLICANT NO.5/TRANSFEROR COMPANY)

WITH

M/s. UTMOST IT SOLUTION PVT. LTD.

A Company incorporated under Companies Act, 1956 Having



its registered office at:

C-6 Shop No -1 Basement, Madhu Vihar, New Delhi – 110092

(APPLICANT NO.6/TRANSFEROR COMPANY)

AND

M/s. SONY FINANCIAL SERVICES LTD.

A Company incorporated under Companies Act, 1956 Having

its registered office at:

C-6 Shop No -1 Basement, Madhu Vihar, New Delhi - 110092

(APPLICANT NO. 7/ TRANSFEREE COMPANY)

ORDER

PER SHRI P.S.N. PRASAD, MEMBER (JUDICIAL)

1. This is a First Motion application jointly filed by the Applicant companies herein, Upfront Trading Private Limited (Transferor Company No. 1) (formerly known as Advent Trading Private Limited), Greenbox Organics Private Limited (Transferor Company No. 2) (formerly known as AKI Organics Private Limited), Craft Water Purification Private Limited (Transferor Company No. 3) (formerly known as Gewapur Water Purification Limited), Illuminate Tradex Private Limited (Transferor Company No.4) (formerly known as Nipun Tradex Private Limited), Featured Marketing Private Limited (Transferor Company No. 5) (formerly known as Stream Marketing Private Limited), Utmost IT Solutions Private Limited (Transferor



Company No. 6) (formerly known as Ultimate IT Solutions Private Limited), Transferor Companies with Transferee Company M/s Sony Financial Services Limited, and their respective Shareholders and Creditors under sections 230-232 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 in relation to the Scheme of Amalgamation (**hereinafter referred to as the "SCHEME"**), proposed between the applicants. The said Scheme is annexed with this application.

The applicants above named have preferred the instant application for the following namely:

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- i. Dispense with the requirement of convening meeting of Equity Shareholders of the Transferor Companies and of the Transferee Company and also to dispense with the requirement of issue and publication of notices for the same.
 - ii. Dispense with the requirement of convening meetings of Unsecured Creditors of the Transferor Companies and of the Transferee Company.
 - iii. Dispense with requirement of issue and publication of notices of the respective meetings of Shareholders, Secured Creditors and Unsecured Creditors in the newspapers.
 - iv. Pass such other or further orders as this Hon'ble Court may deem fit and proper in the facts and circumstances of the present case.



2. An affidavit in support of the above application sworn by and on behalf of all Transferor Companies No. 1 to 6 and Transferee Company by Mr. Ramesh Aggarwal, the authorized persons of all the companies, have been filed. The corresponding Board resolutions of authorizations by all companies are also placed on record. It is further represented that a joint application filed by the applicants are maintainable in view of Rule 3(2) of the Companies (Compromises, Arrangements and Arrangements) Rules 2016 and it is also represented that the registered office of all the applicant companies are situated within the territorial jurisdiction of this Tribunal and the Registrar of Companies, NCT, New Delhi.

3. The applicant has furnished the details of the Shareholders and Unsecured Creditors for transferor Company and for transferee Company as on date which are as follows;

S. NO.	Name of the Company	No. of Share Holders	No. of Secured Creditors	No. of Unsecured Creditors
1.	M/s. Upfront Trading Private Limited (Transferor Company No. 1)	02	Nil	01
2.	M/s. Greenbox Organics Private Limited (Transferor Company No. 2)	02	Nil	Nil
3.	M/s. Craft Water Purification Private Limited (Transferor Company No. 3)	02	Nil	02
4.	M/s. Illuminate Tradex Private Limited (Transferor Company No. 4)	02	Nil	Nil

5.	M/s. Featured Marketing Limited (Transferor Company No. 5)	Private (Transferor Company No. 5)	02	Nil	Nil
6.	M/s. Utmost Solutions Limited (Transferor Company No. 6)	IT Private (Transferor Company No. 6)	02	Nil	Nil
7.	M/s. Sony Services, Transferee Company	Financial Limited,	07	Nil	07

4. The applicant contends that all the equity shareholders of the Applicant Companies have given their consent for the scheme and necessary affidavits have been filed and seeks dispensation from convening and conducting the meetings of the shareholders. The Applicant Companies contend that all the Unsecured Creditors have given their consent for the Scheme and necessary affidavits. The applicant pleads that there is no need to conduct meeting of the Secured Creditors as the Transferor companies and the Transferee Company have 'Nil' Secured Creditors.
5. In relation to the territorial jurisdiction, Ld. Counsel for the applicant companies submit that since the registered office of the respective companies fall within the purview of Registrar of Companies, NCT, New Delhi, this Tribunal has the necessary territorial jurisdiction to entertain the joint application.
6. I have perused the joint application and the connected documents / papers filed therewith including the Scheme of Arrangement contemplated between the Applicant companies.



7. Perusal of the application filed by the applicants indicate the details of the capital structure of the applicant companies which are given as follows;

S. NO.	Name of the applicant companies	Date of incorporation under the companies Act 1956	Authorized Share Capital	The issued, paid up and subscribed share capital	CIN NO.
1.1	M/s Upfront Trading Private Limited, the Transferor Company No. 1	29.03.2007	Rs. 85,00,000/- divided into 8,50,000 Equity shares of Rs.10/-each	Rs. 84,06,000/- divided into 8,40,600 Equity Shares of Rs.10/- each	U51101D L2007PT C161342
2	M/s Greenbox Organics Private Limited, the Transferor Company No. 2	08.12.1992	Rs. 1,45,00,000/- divided into 14,50,000 Equity shares of Rs.10/-each	Rs. 1,44,10,530/- divided into 14,41,053 Equity Shares of Rs.10/- each	U74899D L1992PT C051265
3	M/s Craft Water Purification Private Limited, the Transferor Company No. 3	19.08.1998	Rs. 1,30,00,000/- divided into 13,00,000 Equity shares of Rs.10/-each	Rs. 1,26,65,000/- divided into 12,66,500 Equity Shares of Rs.10/- each	U29219D L1998PT C095661
4	M/s Illuminate Tradex Private Limited, the Transferor Company No. 4	04.04.2007	Rs. 85,00,000/- divided into 8,50,000 Equity shares of Rs.10/-each	Rs. 73,93,500/- divided into 7,39,350 Equity Shares of Rs.10/- each	U17291D L2007PT C161668
5	M/s Featured Marketing Private Limited, the Transferor Company No. 5	29.03.2007	Rs. 90,00,000/- divided into 9,00,000 Equity shares of Rs.10/-each	Rs. 85,26,240/- divided into 8,52,624 Equity Shares of Rs.10/- each	U51101D L2007PT C161314
6	M/s Utmost It Solution Private Limited, the Transferor Company No. 6	29.01.2007	Rs. 90,00,000/- divided into 9,00,000 Equity shares of Rs.10/-each	Rs. 87,31,600/- divided into 8,73,160 Equity Shares of Rs.10/- each	U72900D L2007PT C158473
7	M/s Sony Financial Services Limited, the Transferee Company	09.05.1995	Rs. 95,00,000/- divided into 9,50,000 Equity shares of	Rs. 90,93,680/- divided into 9,09,368 Equity Shares of	U74899D L1995PL C068362

			Rs.10/-each	Rs.10/- each	
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8. All the applicants have filed their respective Memorandum and Articles of Association inter alia delineating their object clauses as well as their last available Audited Annual Accounts for the year ended 31.03.2019.
9. The Board of Directors of the Applicant companies vide Board Resolution passed on 16,12.2019 have unanimously approved the proposed Scheme of Amalgamation as contemplated above and copies of resolutions passed thereon have been placed on record by the companies.
10. The appointed date as specified in the Scheme is 1st April, 2019 subject to the directions of this Tribunal.
11. The Applicant companies have stated in the application that no investigation proceedings are pending against them under Sections 210 or any other applicable provisions of the Companies Act, 2013.
12. That the Applicant Companies have complied with the proviso to Section 230 (7) and Section 232 (3) by filing the certificate of the Company's Auditor in relation to compliance with the Accounting Standards under section 133 of the Companies Act, 2013.
13. Taking into consideration the application filed jointly by the Applicant Companies and the documents filed therewith, this Tribunal propose



to issue the following directions with respect to calling, convening and holding of the meetings of the Equity Shareholders, Secured and Unsecured Creditors, or dispensing with the same as well as issue of notices including by way of paper publication as follows:-

A) In relation to the Transferor Company No.1 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 1 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 1 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 1 that there are 01 Unsecured Creditor in the Company, whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

B) In relation to the Transferor Company No.2 :



(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 2 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 2 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 2 that there is no Unsecured Creditor in the Company, the necessity of convening a meeting does not arise.

C) In relation to the Transferor Company No.3 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 3 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:



Since it is represented by the Transferor Company No. 3 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 3 that there are 02 Unsecured Creditor in the Company, whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

D) In relation to the Transferor Company No.4 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 4 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 4 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:



Since it is represented by the Transferor Company No. 4 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise

E) In relation to the Transferor Company No.5 :

(i) With respect to Equity shareholders:

Since it is represented by the Transferor Company No. 5 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 5 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 5 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise

F) In relation to the Transferor Company No.6 :

(i) With respect to Equity shareholders:



Since it is represented by the Transferor Company No. 6 there are 02 Equity shareholders in the Company whose consents have been obtained and are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

Since it is represented by the Transferor Company No. 6 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

Since it is represented by the Transferor Company No. 6 that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise

G) In relation to Transferee Company:

(i) With respect to Equity shareholders:

Since it is represented by the Transferee Company there are 07 Equity shareholders in the Company and all of them have given their consents by way of affidavit which are placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

(ii) With respect to Secured Creditor:

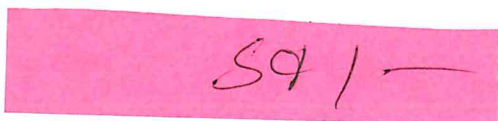


Since it is represented by the Transferee Company that there is no Secured Creditor in the Company, the necessity of convening a meeting does not arise.

(iii) With respect to Unsecured Creditors:

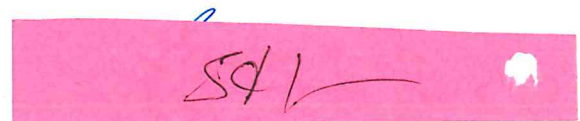
Since it is represented by the Transferee Company that there are 07 unsecured Creditor in the Company, whose consent has been obtained and is placed on record, the necessity of convening and holding a meeting to consider and if thought fit, the approval of the scheme is dispensed with.

14. The application stands allowed on the aforesaid terms. Let the petition for approval of the scheme of arrangement be filed within a period of seven days from the date of this order.



(SUMITA PURKAYASTHA)

MEMBER (T)



(P.S.N. PRASAD)

MEMBER (J)