

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
COURT NO. IV, NEW DELHI  
CA (CAA)-36 (ND)/2021**

**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.

**In the matter of Scheme of Amalgamation  
OF  
ROBUSTCAST & GEARS PRIVATE LIMITED  
(Transferor Company /Applicant Company-1)**

**WITH  
ROCKWELL POLYMERS PRIVATE LIMITED  
(Transferee Company /Applicant Company-2)**

**CORAM:**

**Dr. DEEPTI MUKESH**

**HON'BLE MEMBER (Judicial)**

**SMT. SUMITA PURKAYASTHA**

**HON'BLE MEMBER (Technical)**

**MEMO OF PARTIES**

**ROBUST CAST & GEARS PRIVATE LIMITED**

Having its registered office at:

AB-37, Miyanwali Nagar, PaschimVihar

Delhi 110087

...Transferor Company / Applicant Company-1

**WITH**

**ROCKWELL POLYMERS PRIVATE LIMITED**

Having its registered office at:

AB-37, Miyanwali Nagar, PaschimVihar

Delhi 110087

...Transferee Company / Applicant Company-2

*Order Delivered on :07.06.2021*

**For the Petitioner : Ms.Rekha Mittal .CS**

**ORDER**

**Per-Smt. Sumita Purkayastha, Member (T)**

1. This is joint application filed by the applicant companies herein, **ROBUST CAST & GEARS PRIVATE LIMITED** (“for brevity Transferor Company”), and **ROCKWELL POLYMERS PRIVATE LIMITED** (“for brevity Transferee Company”), under section 230-232 of Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Arrangement by way of Amalgamation (hereinafter referred to as the “SCHEME”) proposed between the applicants.
2. Affidavit in support of the above application sworn by Mr. Anil Gupta, the Director of both the Applicant Companies, who has been authorized vide board resolutions dated 05.03.2021 for both the Applicant Companies, has been duly filed, along with the application. It is also represented that the registered office of the applicant companies are under the domain of Registrar of Companies, NCT of New Delhi & Haryana and within the territorial jurisdiction of this Tribunal.
3. The Transferor Company/Applicant Company No.1 is a private limited company incorporated on 07.03.1994 under the provisions of Companies Act, 1956 bearing CIN 74899DL1994PTC057749 with registrar of Companies, NCT of Delhi and Haryana under the name and style of **“Robust Cast & Gears Private Limited”** and having its registered office at AB-37

Miyanwali Nagar, Paschim Vihar Delhi 110087. The Authorized Share Capital of the Transferor Company is Rs. 30,00,000/- and the Paid-up Share Capital is Rs. 25,77,900/-

4. The Transferee Company/ Applicant Company No.2 is a private limited company incorporated on 11.10.2000 under the provisions of Companies Act, 1956 bearing CIN U25209DL2000PTC108128 with registrar of Companies, NCT of Delhi and Haryana under the name and style of **“Rockwell Polymers Private Limited”** and having its registered office at AB-37 Miyanwali Nagar, Paschim Vihar Delhi 110087. The Authorized Share Capital of the Transferor Company is Rs. 1,75,00,000/- and the Paid-up Share Capital is Rs. 1,62,66,900/-.
5. The Transferor Company as well as the Transferee Company have filed their respective Memoranda and Articles of Association inter alia delineating their object clauses, as well as their last Audited Annual Accounts for the financial 31.03.2020.
6. The Applicant companies, vide their respective meetings of the Board of Directors held on 05.03.2021, have unanimously approved the proposed Scheme of Amalgamation as contemplated above. Copies of said resolutions passed in the said board meetings have been placed on record.

7. The applicants have furnished the details of the consents given on affidavit by Shareholders, Secured Creditors and Unsecured Creditors in the Scheme of the applicant companies as on date which are as follows:

S.No.	Name of the Company	No. of Share Holders	<b>CONSENT OBTAINED</b>	No. of Secured Creditors	No. of Unsecured Creditors	<b>CONSENT OBTAINED</b>
1	<b>Robust Cast &amp; Gears Private Limited</b>	5	ALL	NIL	NIL	N.A
2	<b>Rockwell Polymers Private Limited</b>	6	ALL	NIL	1	ALL

The applicant companies have therefore prayed for dispensation of all the meetings.

8. The appointed date as specified in the Scheme is 1<sup>st</sup>April, 2020 subject to the directions of this Tribunal.
9. Taking into consideration the submissions and the documents filed therewith, we propose to issue the following directions with respect to convening/holding or dispensing with the meetings of the Shareholders, Secured and Unsecured Creditors as well as issue of notices including by way of paper publication as follows: -

**A. In relation to the Transferor Company:**

- a) With respect to Equity shareholders:**In view of consent affidavits, from 5 equity shareholders having 100% voting share been filed, convening the meeting of shareholders/members is dispensed with.
- b) With respect to Secured Creditors:**There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors:**There are noUn-secured Creditors, therefore the necessity of convening a meeting does not arise.

**B. In relation to Transferee Company:**

- a) With respect to Equity shareholders:** In view of consent affidavits, from 6 equity shareholders having 100% voting share been filed, convening the meeting of shareholders/members is dispensed with.
- b) With respect to Secured Creditors:** There are no Secured Creditors, therefore the necessity of convening a meeting does not arise.
- c) With respect to Unsecured Creditors:**There is 1 Un-secured Creditors, who has filed the consent affidavits, hence convening the meeting of the un-secured creditor has been dispensed with.

10. Notice of this application shall also be served on the following:

- i. Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2 Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;

- ii. Registrar of Companies at 4 floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;
  - iii. Official liquidator, Lok Nayak Bhavan, 8 Floor, Khan Market, New Delhi-110001;
  - iv. Income Tax Department, Income Tax Office, Additional Commissioner Of Income Tax, Special Range 4, Central Revenue Building, IP Estate, New Delhi-110002. The notices to Income Tax Authorities shall disclose sufficient details like PAN, ward numbers and assessing officers so that timely and proper reply may be filed.
  - v. And any other sectoral regulators required to be served.
11. The application stands allowed on the aforesaid terms and disposed off.

**Sd/-**  
**SUMITA PURKAYASTHA**  
**MEMBER (T)**

**Sd/-**  
**Dr. DEEPTI MUKESH**  
**MEMBER (J)**