

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL**

**COURT NO. VI, NEW DELHI**

**CA(CAA) – 42/ND/2024**

**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 Amalgamations)  
Rules, 2016.*

**IN THE MATTER OF SCHEME OF ARRANGEMENT**

**M/s NANDLAL VINCOM PRIVATE LIMITED**

Registered Office at:  
No.8, Ground Floor, Todarmal Lane,  
Bengali Market, New Delhi 110001;  
CIN: U51909DL2010PTC340602

**... Applicant Company No 1/Transferor Company No. 1  
AND**

**M/s NEEDFUL VINIMAY PRIVATE LIMITED**

Registered Office at:  
No.8, Ground Floor, Todarmal Lane,  
Bengali Market, New Delhi 110001;  
CIN: U51909DL2010PTC340601

**... Applicant Company No 2/Transferor Company No. 2  
AND**

**M/s ARTLINE FINANCE PRIVATE LIMITED**

Registered Office at:  
No.8, Ground Floor, Todarmal Lane,  
Bengali Market,  
New Delhi 110001;  
CIN: U67120DL1996PTC371972

**... Applicant Company No 3/Transferee Company**

**CORAM:**

**SH. MAHENDRA KHANDELWAL, MEMBER (JUDICIAL)**

**SH. RAHUL BHATNAGAR, MEMBER (TECHNICAL)**

**For the Applicants:**

Komal Jain, Advocate

**ORDER**

**PER – RAHUL BHATNAGAR, MEMBER (JUDICIAL)**

**Order Delivered on: 07.05.2024**

1. The present first motion application has been jointly filed by the Applicant Companies No 1 & 2 under Section 230-232 of Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the National Company Law Tribunal Rules, 2016, and other applicable provisions in relation to the Scheme of Arrangement by way of Amalgamation (hereinafter referred to as the “SCHEME”) proposed between the applicants.
2. That the Transferor Companies and Transferee Company under the Scheme of Arrangement have their respective registered offices in the NCT of Delhi. Consequently, they fall under the jurisdiction of the National Company Law Tribunal, Bench at New Delhi.
3. The Applicant Company No.1– M/s NANDLAL VINCOM PRIVATE LIMITED (CIN - U51909DL2010PTC340602), was incorporated in accordance with the provisions of the Companies Act, 1956 as a Private Limited Company by virtue of Certificate of Incorporation dated 10.05.2010. The company

has its registered office at No. 8, Ground Floor, Todarmal Lane Bengali Market, New Delhi, India, 110001. The Applicant Company No.1 has an Authorised Capital amounting to INR 5,00,000 and Paid up Capital amounting to INR 3,88,000;

4. The Applicant Company No.2 – M/s NEEDFUL VINIMAY PRIVATE LIMITED (CIN: U51909DL2010PTC340601), was incorporated in accordance with the provisions of the Companies Act, 1956 as a Private Limited Company by virtue of Certificate of Incorporation dated 10.05.2010. The company has its registered office at No. 8, Ground Floor, Todar Mal Lane Bengali Market, New Delhi, India, 110001. The Applicant Company No. 2 has Authorised Capital amounting to INR 5,00,000 and Paid up Capital amounting to INR 3,88,000;
5. The Applicant Company No.3 – M/s ARTLINE FINANCE PRIVATE LIMITED (CIN: U67120DL1996PTC371972), was incorporated in accordance with the provisions of the Companies Act, 1956 as a Private Limited Company vide Certificate of Incorporation dated 09.08.1996, having its registered office at Property No - 8, Ground Floor, Todarmal Lane, Bengali Market, New Delhi, India, 110001. The Applicant Company No.3 has Authorised Capital amounting to INR 3,00,00,000 and Paid up Capital amounting to INR 2,87,78,000.
6. The Board of Directors of the Transferor Companies and the Transferee Company in their respective meetings held on 08.03.2024, considered and unanimously approved the proposed Scheme of Amalgamation. Copies of

the aforesaid Board Resolutions passed in the corresponding Board Meetings have been placed on record by the applicants.

7. The advantages of the proposed amalgamation as stated by the petitioner, inter alia, are –

- i. The TRANSFEREE COMPANY, ARTLINE FINANCE PRIVATE LIMITED (Formerly known as ARTLINE VINIMAY PRIVATE LIMITED) is a Non- Banking Finance Company duly registered with the Reserve Bank of India and is presently engaged in investing and financing activities. The Transferor Company No.1 and Transferor Company No.2 were incorporated with the object of dealing in industrial and household goods, however, the companies are not engaged in any kind of business activities since the last three years and the available surplus funds are being utilized by deploying the funds in various investible instruments. The business of the TRANSFEROR COMPANIES and the TRANSFEREE COMPANY can be combined/adjusted and carried forward conveniently with combined strength;
- ii. The amalgamation will enable the TRANSFEREE COMPANY to consolidate its line of business by restructuring and re-organizing its business activities and Capital Structure;
- iii. The amalgamation will enable the amalgamated company to broad base its business activities under the roof of the TRANSFEREE COMPANY;

- iv. The amalgamation will result in economies of scale including reduction in overhead expenses relating to management and administration and in better and more productive utilization of various resources;
- v. The business of the Company can be conveniently and advantageously combined together and in general business of the Company concerned and will be carried on more economically and profitably under the said Scheme;
- vi. The said Scheme of Amalgamation will enable the establishment of a larger company with larger resources and a larger capital base enabling further development of the business of the company concerned. The said scheme will also enable the undertakings and business of the said applicant company to obtain greater facilities possessed and enjoyed by one large company compared with a number of small companies for raising capital, securing and conducting trade on favourable terms and other benefits;
- vii. The said scheme will contribute in furthering and fulfilling the objects of the Company concerned and in the growth and development of these businesses;
- viii. The said scheme will strengthen and consolidate the position of the amalgamated company and will enable the amalgamated company to increase its profitability;
- ix. The said scheme will enable the undertakings concerned to pool their resources and to expand activities;

- x. The said scheme will enable the Company concerned to rationalize and streamline its management, business and finances and to eliminate duplication of work to their common advantages;
  - xi. The said scheme will have beneficial results for the Companies concerned, their shareholders, employees and all concerned
8. It has been averred by the Applicant Company No 1 / Transferor Company that it has 2 Shareholders. A disclosure list, pertaining to the details of the shareholders has been annexed by the authorised signatory. A certificate affirming the list of shareholders has also been annexed in the present application. All the Shareholders have given their respective consents by way of corresponding affidavits, which have been annexed with the application.
9. Further, it has been averred that Applicant Company No 1 has 0 Secured Creditors. Certificate from the Chartered Accountant certifying the list of secured creditors or lack thereof, has been annexed with the present application.
10. Additionally, it has been averred that Applicant Company No 1 has 0 Unsecured Creditors. Certificate from the Chartered Accountant certifying the list of unsecured creditors or lack thereof, has been annexed with the present application.
11. With regard to the Shareholders, Secured Creditors and Unsecured creditors, the applicant no. 1 has pleaded before the Tribunal to dispense

with the requirement to convene the requisite meetings, in light of the fact that –

- i. There are no Secured Creditors.
- ii. There are no Unsecured Creditors.
- iii. The 2 Shareholders have given their consent by the virtue of corresponding affidavits.

12. It has been averred by the Applicant Company No 2/ Transferor Company No. 2 that it has 2 Shareholders. A disclosure list, pertaining to the details of the shareholders has been annexed by the authorised signatory. A certificate affirming the list of shareholders has also been annexed in the present application. All the Shareholders have given their respective consents by way of corresponding affidavits, which have been annexed with the application.

13. Further, it has been averred that Applicant Company No 2 has 0 Secured Creditors. Certificate from the Chartered Accountant certifying the list of secured creditors or lack thereof, has been annexed with the present application.

14. Additionally, it has been averred that Applicant Company No 2 has 0 Unsecured Creditors. Certificate from the Chartered Accountant certifying the list of unsecured creditors or lack thereof, has been annexed with the present application.

15. With regard to the Shareholders, Secured Creditors and Unsecured creditors, the applicant no. 2 has pleaded before the Tribunal to dispense

with the requirement to convene the requisite meetings, in light of the fact that –

- i. There are no Secured Creditors.
- ii. There are no Unsecured Creditors.
- iii. The 2 Shareholders have given their consent by the virtue of corresponding affidavits.

16. It has been averred that the Applicant Company No 3/ Transferee Company has 3 Shareholders. A disclosure list, pertaining to the details of the shareholders has been annexed by the authorised signatory. A certificate affirming the list of shareholders has also been annexed in the present application. All the Shareholders have given their respective consents by way of corresponding affidavits, which have been annexed with the present application.

17. Further, it has been averred that Applicant Company No 3 has 0 Secured Creditors. Certificate from the Chartered Accountant certifying the list of secured creditors or lack thereof, has been annexed with the present application.

18. Additionally, it has been averred that the Applicant Company No 3 has 1 Unsecured Creditor. Certificate from Chartered Accountant certifying



details of the unsecured creditor has been annexed with the present application. The aforesaid sole unsecured creditor has also given his consent for the scheme of amalgamation by way of an affidavit, the said affidavit has been annexed with the present application.

19. With regard to the Equity Shareholders, Secured Creditors and Unsecured creditors, the applicant no. 3 has pleaded before the Tribunal to dispense with the requirement to convene the requisite meetings, in light of the fact that –

- i. There are no secured creditors.
- ii. The sole unsecured creditor has given his consent by way of an affidavit.
- iii. The 3 Shareholders have given their consent by the virtue of corresponding affidavits.

20. The Applicant Companies have stated that the provisions relating to the accounting treatment for the proposed scheme were in conformity with the applicable provisions of the Companies Act, 2013. Certificates from the Statutory Auditor of the Applicant Companies on the accounting treatment, as proposed in the Scheme, have been annexed to the present application and it is clearly stated that the accounting treatment is in conformity with procedure laid down under Section 133 of Companies Act, 2013.

21. The Appointed Date, as specified in the Scheme is 01.04.2023.

22. Affidavits in terms with section 230(2) of the Companies Act, 2013 have been filed.

23. In light of the submissions and the corroborating documents filed therewith, the following directions are issued forthwith pertaining to convening/holding or dispensing with the meetings of the Shareholders.  
Secured and Unsecured Creditors –

**I. In relation to the Transferor Company No. 1**

**i. With respect to Equity Shareholders:** In view of consent affidavits from the 2 Shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

**ii. With respect of Secured Creditors:** In light of the fact that there are no secured creditors, the requirement for a meeting of the secured creditors does not arise.

**iii. With respect to Unsecured Creditors:** In light of the fact that there are no unsecured creditors, the requirement for a meeting of the secured creditors does not arise.

**II. In relation to the Transferor Company No. 2**

**i. With respect to Equity Shareholders:** In view of consent affidavits from the 2 Shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

**ii. With respect of Secured Creditors:** In light of the fact that there are no secured creditors, the requirement for a meeting of the secured creditors does not arise.

**iii. With respect to Unsecured Creditors:** In light of the fact that there are no unsecured creditors, the requirement for a meeting of the secured creditors does not arise.

**III. In relation to the Transferee Company –**

**i. With respect to Equity Shareholders:** In view of consent affidavits from the 3 Shareholders, having 100% voting share, been filed, convening the meeting of shareholders/members is dispensed with.

**ii. With respect of Secured Creditors:** In light of the fact that there are no secured creditors, the requirement for a meeting of the secured creditors does not arise.

**iii. With respect to Unsecured Creditors:** In light of the submissions made by the Transferee Company and the affidavits affirming the consent of the sole unsecured creditor, the requirement for a meeting of the unsecured creditors is dispensed with.

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

- i. Regional Director, Ministry of Corporate Affairs, B-2 Wing, 2<sup>nd</sup> Floor, Paryawaran Bhavan, CGO Complex, New Delhi-110003;
- ii. Registrar of Companies at 4<sup>th</sup> floor, IFCI Tower, 61, Nehru Place, New Delhi-110019;

- iii. Official liquidator, Lok Nayak Bhavan, 8<sup>th</sup> 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. Reserve Bank of India, General Manager, Legal Department, World Trade Centre, Cuffe Parade, Colaba, Mumbai, Maharashtra- 400005.
- vi. Any other sectoral regulators required to be served.

The application stands allowed on the aforesaid term and accordingly disposed off.

-SD/-  
**(RAHUL BHATNAGAR)**  
**MEMBER (TECHNICAL)**

-SD/-  
**(MAHENDRA KHANDELWAL)**  
**MEMBER (JUDICIAL)**