

THE NATIONAL COMPANY LAW TRIBUNAL
PRINCIPAL BENCH, NEW DELHI
COMPANY APPLICATION NO. (CAA)-111(PB)/2020

*Under Section 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 Amalgamation

of

UNIBEV LIMITED

... Transferor/Applicant Company 1

With

GLOBUS SPIRITS LIMITED

...Transferee/Applicant Company 2

Order Delivered on: 17.12.2020

CORAM:

SHRI B.S.V PRAKASH KUMAR

HON'BLE ACTG. PRESIDENT

SHRI HEMANT KUMAR SARANGI

HON'BLE MEMBER (TECHNICAL)

For Applicants: Mr. Mahesh Agarwal & Mr. Rajeev Agarwal, Advocates

ORDER

PER- B.S.V PRAKASH KUMAR, ACTNG. PRESIDENT

Order Pronounced on: 17.12.2020

1. This Company Application has been jointly filed by the Applicant Companies, under Section 230-232 of The



Companies Act, 2013, r/w Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The Applicant Companies herein have proposed a Scheme of Amalgamation by virtue of which the entire undertakings of the Transferor Company are to be transferred and vested with the Transferee Company, as a going concern. The present application is being filed to seek appropriate order for dispensation from convening the meetings of the Equity Shareholders of the Transferor Company and for dispensation from convening the physical meetings of the Unsecured Creditors of the Transferor Company, Equity Shareholders, Secured and Unsecured Creditors of the Transferee Company.

2. Unibev Limited:

- i. The Transferor Company viz., Unibev Limited has 8 (Eight) Equity Shareholders. The List of Equity Shareholders is placed at Page 145 of the typed set filed with the Application. Dispensation of meeting of the Equity Shareholders of Transferor Company is allowed as 97.94% of the shares of Transferor Company are held by Transferee Company and its nominee. Another Shareholder holding 2.06% has already



given NOC by way of affidavit. The consent affidavit given by the Shareholder constituting 2.06% in terms of value, is placed at pages 167 to 170 of the typed set filed with the Application, wherein it has been deposed that he does support the Scheme and consent to dispense with the holding of the meeting of Equity Shareholders. Board of Directors of Transferee Company has also approved the Scheme and has given NOC by way of Affidavit. Therefore, the meeting of the Equity Shareholders of the Transferor Company is allowed to be dispensed with.

- ii. The Transferor Company has No Secured Creditors. The Nil Secured Creditor Certificate issued by an independent Chartered Accountant as on 31.08.2020 is placed at page 171 of the typed set filed with the Application. Hence, there is no need for the meeting of Secured Creditors.
- iii. There are 69 (Sixty-Nine) Unsecured Creditors in relation to the Transferor Company. The Certificate issued by an Independent Chartered Accountant to this effect is placed at page 172 to 178 of the typed set filed with the Application. The meeting of the Unsecured Creditors is scheduled to be held on 20th February, 2021, at 10:00 A.M., through Video



Conferencing and publication to be made in the “Business Standard” (English, All India Edition) and “Business Standard” (Hindi, All India Edition). The notices in this regard shall be sent by Registered Post/Speed Post or through Email, addressed to each of the Unsecured Creditors of the Transferor Company, at their last known address or email addresses as per the records of the Transferor Company. The notice shall be issued with a clear 30 days prior to the date of the meeting. The Quorum for the meeting is fixed at 20 (Twenty) Unsecured Creditors. If the quorum is not complete at the time of the meeting, it shall adjourn the meeting by 30 minutes, and the creditors present for voting shall be deemed to constitute the quorum for the said meeting. The meeting is to be chaired by Mr. Rajeev K Goel, Advocate (Mobile No. 9312409354) or in his absence Mr. Abhishek Seth, Advocate (Mobile No. 9999201504) will chair the meeting and Mr. Vikas Gera, Company Secretary (Mobile No. 9312409110) is appointed as Scrutinizer. The Chairman’s Report shall be filed before this tribunal, on or before 7 days from the date of the meeting.



3. Globus Spirits Limited:

- i. The Transferee Company viz., Globus Spirits Limited has 18333 (Eighteen Thousand Three Hundred and Thirty-Three) Equity Shareholders. The Shareholding pattern is placed at Page 318 to 322 of the typed set filed with the Application. The meeting of the Equity Shareholders is scheduled to be held on 20th February, 2021, at 03:00 P.M., through Video Conferencing and publication to be made in the "Business Standard" (English, All India Edition) and "Business Standard" (Hindi, All India Edition). The notices in this regard shall be sent by Registered Post/Speed Post or through Email, addressed to each of the shareholder of the Transferee Company, at their last known address or email addresses as per the records of the Transferee Company. The notice shall be issued with a clear 30 days prior to the date of the meeting. The Quorum for the meeting is fixed at 30 (Thirty) Shareholders. If the quorum is not complete at the time of the meeting, it shall adjourn the meeting by 30 minutes, and the members present for voting shall be deemed to constitute the quorum for the said meeting. The meeting is to be chaired by Mr. Rajeev K Goel, Advocate (Mobile No. 9312409354) or in



his absence Mr. Abhishek Seth, Advocate (Mobile No. 9999201504) will chair the meeting and Mr. Vikas Gera, Company Secretary (Mobile No. 9312409110) is appointed as Scrutinizer. The Chairman's Report shall be filed before this tribunal, on or before 7 days from the date of the meeting.

- ii. There are 16 (Sixteen) Secured Creditors in relation to the Transferee Company. The Certificate issued by an Independent Chartered Accountant to this effect is placed at page 323 to 324 of the typed set filed with the Application. The meeting of the Secured Creditors is scheduled to be held on 20th February, 2021, at 01:00 P.M., through Video Conferencing and publication to be made in the "Business Standard" (English, All India Edition) and "Business Standard" (Hindi, All India Edition). The notices in this regard shall be sent by Registered Post/Speed Post or through Email, addressed to each of the Secured Creditors of the Transferee Company, at their last known address or email addresses as per the records of the Transferee Company. The notice shall be issued with a clear 30 days prior to the date of the meeting. The Quorum for the meeting is fixed at 10 (Ten) Secured Creditors. If the quorum is not complete at the



time of the meeting, it shall adjourn the meeting by 30 minutes, and the creditors present for voting shall be deemed to constitute the quorum for the said meeting. The meeting is to be chaired by Mr. Rajeev K Goel, Advocate (Mobile No. 9312409354) or in his absence Mr. Abhishek Seth, Advocate (Mobile No. 9999201504) will chair the meeting and Mr. Vikas Gera, Company Secretary (Mobile No. 9312409110) is appointed as Scrutinizer. The Chairman's Report shall be filed before this tribunal, on or before 7 days from the date of the meeting.

- iii. There are 877 (Eight Hundred and Seventy-Seven) Unsecured Creditors in relation to the Transferee Company. The Certificate issued by an Independent Chartered Accountant to this effect is placed at page 325 to 352 of the typed set filed with the Application. The meeting of the Unsecured Creditors is scheduled to be held on 20th February, 2021, at 11:30 A.M., through Video Conferencing and publication to be made in the "Business Standard" (English, All India Edition) and "Business Standard" (Hindi, All India Edition). The notices in this regard shall be sent by Registered Post/Speed Post or through Email, addressed to each of the Unsecured Creditors



of the Transferee Company, at their last known address or email addresses as per the records of the Transferee Company. The notice shall be issued with a clear 30 days prior to the date of the meeting. The Quorum for the meeting is fixed at 20 (Twenty) Unsecured Creditors. If the quorum is not complete at the time of the meeting, it shall adjourn the meeting by 30 minutes, and the creditors present for voting shall be deemed to constitute the quorum for the said meeting. The meeting is to be chaired by Mr. Rajeev K Goel, Advocate (Mobile No. 9312409354) or in his absence Mr. Abhishek Seth, Advocate (Mobile No. 9999201504) will chair the meeting and Mr. Vikas Gera, Company Secretary (Mobile No. 9312409110) is appointed as Scrutinizer. The Chairman's Report shall be filed before this tribunal, on or before 7 days from the date of the meeting.

4. Voting shall be allowed on the proposed Scheme by voting through postal ballot or through electronic means as may be applicable for the respective meetings of the Applicant Companies under the Companies Act, 2013 and rules framed there under.



5. Based on the prayers made by the Applicant Companies in the present Scheme of Amalgamation, this Bench directs, in accordance to Section 230(5) of the Companies Act, 2013, to issue notices to the Regional Director (Northern Region), Ministry of Corporate Affairs, Income Tax Authorities, Securities and Exchange Board of India, Bombay Stock Exchange, RoC concerned and the Official Liquidator.
6. The authorities are directed to make objection/representations, if any within 30 days from the date of receipt of the notice. In the event that no objections or representations are made within the stipulated timeframe, it shall be presumed that they do not have any objections.
7. The Applicant Companies are directed to place the notice on their website, if any, and also place the same on the notice board of the registered office of Companies. The Applicant Companies are also directed to send private notices to the authorities by way of speed post and file the proof of service along with the paper publication, by way of an affidavit before the next date of hearing.



8. The Company Petition(s) shall be presented, on or before, 7 days from the date of filing the Chairman's Reports with the registry. Accordingly, the Application stand **disposed of**.

Sd/-

(B.S.V PRAKASH KUMAR)
ACTNG. PRESIDENT

Sd/-

(HEMANT KUMAR SARANGI)
MEMBER (TECHNICAL)

Date: 17.12.2020

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