

**IN THE NATIONAL COMPANY LAW TRIBUNAL**  
**AHMEDABAD**  
**COURT - 2**

ITEM No.301  
**CA(CAA)/28(AHM)2024**

**Order under Sections 230-232 of Co.Act,2013**

**IN THE MATTER OF:**

Atika Reinforced Plastic Products Private Limited  
EPP Composites Private Limited

.....**Applicants**

**Order delivered on: 03/07/2024**

**Coram:**

**Mrs. Chitra Hankare, Hon'ble Member(J)**  
**Dr. Velamur G Venkata Chalapathy, Hon'ble Member(T)**

**ORDER**

The case is fixed for pronouncement of order.

The order is pronounced in open Court vide separate sheet.

Sd/-

**DR. V. G. VENKATA CHALAPATHY**  
**MEMBER (TECHNICAL)**

Sd/-

**CHITRA HANKARE**  
**MEMBER (JUDICIAL)**

**NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD  
DIVISION BENCH  
COURT-2**

**CA(CAA)28/(AHM)/2024**

[Application under Sections 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder]

Memo of Parties

Atika Reinforced Plastic Products  
Private Limited

(CIN:U25209GJ2002PTC040368)

A company registered under the Companies Act, 1956 and having its registered office at Atika Rubber Mills Compound, Atika Industrial Area Road No.1, Dhebar Road (South), Rajkot-360 002, Gujarat.

.....Applicant No.1/  
Transferor Company

EPP Composites Private Limited  
(CIN: U25209GJ2004PTC043790)

A company registered under the Companies Act, 1956 and having its registered office at Plot No.2646, Lodhika Industrial Estate, Near Laxmi Sper, Metoda, Khirasara, Rajkot-360 021, Gujarat.

.....Applicant No.2/  
Transferee Company

**Order Pronounced on : 03.07.2024**

**Coram:**

**Mrs.Chitra Hankare, Member (Judicial)**

**Dr. Velamur G Venkata Chalapathy, Member (Technical)**

**Appearance :**

Mr. Ravi Pahwa, Advocate for Thakkar & Pahwa, Advocates.

**JUDGMENT**

1. This is a joint Company Application Viz., (CA(CAA)/28(AHM)/2024) filed by two Applicant Companies, namely Atika Reinforced Plastic Products Private Limited (Transferor Company) and EPP Composites Private Limited (Transferee Company) under Sections 230-232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the Scheme of Amalgamation (hereinafter referred to as the "Scheme") proposed by the Applicant Companies. The said Scheme is also appended as "Annexure-6" to the CA(CAA)/28 (AHM) 2024.
2. It is represented that the registered offices of both the applicant companies are situated within the territorial jurisdiction of Registrar of Companies, Ahmedabad, Gujarat, which is falling under the jurisdiction of this Tribunal.

3. The Board of Directors of both the applicant companies have approved the Scheme of Amalgamation through Board Resolutions dated 09.05.2024 passed in their respective Board Meetings. Affidavits in support of the above joint application were sworn by Mr. Jayraj Sumanbhai Shah, authorized representative of Applicant Companies, duly authorized vide Board Resolutions dated 09.05.2024 for the respective Applicant Companies. Affidavits and copies of the Board Resolutions are placed on record.
4. The applicant companies in this Company Application have sought for the following reliefs;

	Equity Shareholders	Preference Shareholders	Secured Creditors	Unsecured Creditors
Transferor Company	Dispensation of meeting	NIL	Direction for meeting	Direction for meeting
Transferee Company	Dispensation of meeting	NIL	Direction for meeting	Direction for meeting

5. From the certificate of incorporation filed, it is evident that the Transferor Company/Atika Reinforced Plastic Products Private Limited, is a Private Limited Company, incorporated under the provisions of Companies Act, 1956 on 17.1.2002 and its registered office is situated in Rajkot in the State of Gujarat. It is primarily engaged in the business of manufacturing of metals and chemicals, and products thereof.

The details of Share Capital as on 15.02.2024 are as under:-

Particulars	Amount in Rs.
Authorized Share Capital	
10,000 Equity Shares of Rs.100/- each	10,00,000
Total	10,00,000
Issued, subscribed and paid-up share capital	
6,649 Equity Shares of Rs.100/- each fully paid up	6,64,900
Total	6,64,900

6. From the certificate of incorporation filed, it is evident that the Transferee Company/EPP Composites Private Limited, is a Private Limited Company, incorporated under the provisions of Companies Act, 1956 and its registered office is situated in Rajkot, in the State of Gujarat. It is primarily engaged in the business of manufacturing of composite products.

The details of Share Capital as on 15.02.2024 are as under:-

Particulars	Amount in Rs.
Authorized Share Capital	
3,50,000 Equity Shares of Rs.100/- each	3,50,00,000
Total	3,50,00,000
Issued, subscribed and paid-up share capital	
3,40,430 Equity Shares of Rs.100/- each fully paid up	3,40,43,000
Total	3,40,43,000

The main objects of the applicant companies are described in their Memorandum and Articles of Association, which are enclosed with the present company application. Copies of the audited Financial Statements of the year ended 31.03.2023 and provisional Financial Statements as on 15.02.2024, have been placed on record.

7. Atika Reinforced Plastic Products Private Limited (Transferor Company)
  - (i) There are 2 equity shareholders and both the equity shareholders have given their consent on affidavits approving the proposed scheme. The Chartered Accountant has certified the number and value of the equity shareholders.
  - (ii) There are 2 secured creditors, the value of debt is Rs.50,00,00,000/- as on 15.02.2024. The Chartered Accountant has certified the number and value of the secured creditors.
  - (iii) There are 5 unsecured creditors, the value of debt is Rs.1,29,722/- as on 15.02.2024. The Chartered Accountant has certified the number and value of the unsecured creditors.

Transferor Company is seeking dispensation of meeting of its equity shareholders and direction for convening and holding meetings of its secured creditors and unsecured creditors.

8. EPP Composites Private Limited (Transferee Company)

- (i) There are 6 equity shareholders and all the shareholders have given their written consent on affidavits approving the proposed scheme. The Chartered Accountant has certified the number and value of the equity shareholders.
  
- (iv) There are 5 secured creditors, the value of debt is Rs.29,80,99,238.86 as on 15.02.2024. The Chartered Accountant has certified the number and value of the secured creditors.
  
- (v) There are 446 unsecured creditors, the value of debt is Rs.62,36,27,446.06 as on 15.02.2024. The Chartered Accountant has certified the number and value of the unsecured creditors.

Transferee Company is seeking dispensation of meeting of its equity shareholders and direction for convening and holding meetings of its secured creditors and unsecured creditors.

9. The rationale of the Scheme is as under:-

- (a) The proposed amalgamation will result in organizational efficiencies, reduction in overheads, administrative, operational costs and other expenses along with optimal

utilization of various resources, prevention of cost duplication, creation of synergy thereby increasing operational efficiency and integrating business functions.

(b) The board of directors of the Transferor Company and Transferee Company is of the view that the Scheme is not prejudicial, since it does not affect the rights and interests of the customers, shareholders, creditors and all other stakeholders.

10. The Appointed Date as specified in the Scheme is 16.02.2024. This application is filed on 31.05.2024 (e-filed on 30.05.2024).
11. The Statutory Auditor of the applicant companies has examined the Scheme in terms of Clause-8 of the Scheme is in conformity with the accounting standards prescribed under Section 133 of the Companies Act, 2013.
12. A copy of the valuation report dated 07.05.2024 prepared by M/s. Den Valuation (OPC) Private Limited, Registered Valuer (IBBI Registration No. IBBI/RV-R/06/2021/146), is placed on record.
13. Applicant Companies submitted that there are no foreign shareholders and considering the nature of business of applicant companies, it is not required to obtain any approval from the Reserve Bank of India. The provisions of Competition Act, 2002 are not applicable to the present Scheme and hence



no notice is required to be issued to the said authority. None of the companies are listed companies. There are no investigation/proceedings under Sections 210 to 227 of the Companies Act, 2013 have been instituted or are pending in relation to the applicant companies. There are no winding up petitions or proceedings under Insolvency and Bankruptcy Code, 2016, pending against any of the applicant companies. The Scheme also does not provide for any corporate debt restructuring.

14. Taking into consideration, the application filed by the Applicant Companies and the documents filed therewith as well as the position of law, this Tribunal propose to issue the following order:-

**ORDER**

- i. Company Application i.e. CA(CAA)28/(AHM)2024, is allowed.
- ii. In relation of the Transferor Company/Atika Reinforced Plastic Products Private Limited

- a. With respect to Equity Shareholders

Convening of the meeting the equity shareholders of the company is hereby dispensed with, in view of their consent affidavits.

- b. With respect to Preference Shareholders

Since there are no preference shareholders, the question of convening/holding the meeting does

not arise.

c. With respect to Secured Creditors

The meeting of all the secured creditors shall be convened within 45 days from the date of receipt of this order.

d. With respect to Unsecured Creditors

The meeting of all the unsecured creditors shall be convened within 45 days from the date of receipt of this order.

iii. In relation of the Transferee Company/EPP Composites Private Limited

a. With respect to Equity Shareholders

Convening of the meeting the equity shareholders of the company is hereby dispensed with, in view of their consent affidavit.

e. With respect to Preference Shareholders

Since there are no preference shareholders, the question of convening/holding the meeting does not arise.

b. With respect to Secured Creditors

The meeting of all the secured creditors shall be convened within 45 days from the date of receipt of this order.

c. With respect to Unsecured Creditors

The meeting of all the unsecured creditors shall be convened within 45 days from the date of receipt of this order.

- iv. Separate meetings of the secured creditors and unsecured creditors of the applicant companies shall be held at the registered office of the respective companies.
- v. The quorum for the meetings of secured creditors and unsecured creditors will be determined by the Chairman in such a manner that creditors present in the meetings represent at least not less than 50% in number and 75% in value as a whole of the class of secured creditors and not less than 25% in number and 50% in value in respect of unsecured creditors.

In case the quorum is not present within half an hour from the time appointed for holding the meetings, then the Chairman shall adjourn the meetings to the same day in the next week at the same time and place. The intimation about the adjourned meetings should be given to each creditor through e-mail or by any other mode. If the quorum is still not present on such adjourned date, then the Chairman may furnish a report to that effect to NCLT within seven days thereafter.

- vi. Mr. Dipak Rachchha, Advocate and failing him, Mr. Prashant B. Patel, Advocate shall be the Chairperson of the aforesaid meetings to be held within 45 days of the receipt of this order and in any adjourned meeting(s);
- vii. Mr. Ankitkumar Nileshbhai Thakrar, Proprietor of AN Thakrar & Co, Company Secretaries, Rajkot, and in his absence Smt. Jalpa Atulbhai Vaidya, proprietor of JA

Vaidya & Co., Company Secretaries, Rajkot, is appointed as Scrutinizer for the said meetings.

- viii. At least one month before the date of the aforesaid meetings, an advertisement about convening of the said meetings, indicating the date, place and time as aforesaid, shall be published in **“Business Standard”** English Daily and **“Jansatta”** Gujarati Daily, having circulation in Ahmedabad. The publication shall indicate the time within which copies of the Scheme of Amalgamation shall be made available to the concerned persons free of charge from the registered office of the applicant companies. The publication shall also indicate that the statement required to be furnished pursuant to Section 102 of the Act read with Sections 230 to 232 of the Act can be obtained free of charge from the registered office of the applicant companies.
- ix. In addition, at least one month before the date of the aforesaid meetings, a notice convening the said meetings, indicating the day, date, place and time as aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be furnished pursuant to Section 102 of the Act read with Sections 230 to 232 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, shall be sent to the Secured Creditors and Unsecured Creditors of the applicant companies at their respective registered or last known addresses either by Registered Post or

Speed Post / Airmail or E-Mail or by Courier or by Hand Delivery. The Notice shall be sent to the Secured Creditors and Unsecured Creditors of the applicant companies with reference to the list of the persons appearing on the record of the applicant companies as on 15.02.2024.

- x. The Chairperson appointed for the aforesaid meetings shall issue advertisements and send out notices of the meetings referred to above. The Chairperson is free to avail the services of the applicant companies or any agency for carrying out the aforesaid directions. The Chairperson shall have all powers under the Articles of Association of the applicant companies and also under the Rules in relation to the conduct of meetings, including for deciding any procedural question that may arise at the meetings or adjournment thereof proposed at the said meetings, amendment(s) to the aforesaid scheme or resolutions, if any, proposed at the aforesaid meetings by any person(s) and to ascertain the decision of the sense of the meetings of secured creditors and unsecured creditors of the applicant companies.
- xi. The Chairperson shall file an affidavit not less than 7 (seven) days before the date fixed for holding of the meetings and to report to this Tribunal that the directions regarding issuance of notices and advertisements of meetings have been duly complied with as per Rule 12 of Companies (CAA) Rules, 2016.

- xii. It is further ordered that the Chairman shall report to this Tribunal on the result of the said meetings in Form No. CAA.4, verified by his affidavit as per Rule 14 of the Rules in Form No. CAA.4 within 7 (seven) days after the conclusion of the meetings.
- xiii. We direct the applicants to pay a sum of Rs. 50,000/- to the Chairman and a sum of Rs.25,000/- to the Scrutinizer as their fees.
- xiv. In compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (CAA) Rules, 2016, the applicant companies shall send a notice in Form No.CAA.3 along with a copy of the Scheme of Amalgamation, explanatory statement and the disclosures mentioned under Rule 6, to (i) the Central Government through the Regional Director, North Western Region; (ii) the Registrar of Companies, Gujarat, Ahmedabad; (iii) the Official Liquidator (only for Transferor Company) and (iv) Income Tax Department along with full details of assessing officer and PAN numbers of all the Applicant Companies with copy also to the Principal Chief Commissioner of Income Tax Office, to such other sectoral regulatory authorities who may govern the working of the Applicant Companies, stating that representations, if any, to be made by them shall be made within a period of 30 days from the date of receipt of such notice, failing which it shall be presumed that they have no objection to make on the proposed Scheme. The said notices shall be sent forthwith by email or by registered post or by speed post

or by courier or by hand delivery at the office of the authority as required by sub-rule (2) of Rule 8 of the Companies (CAA) Rules, 2016. The aforesaid authorities, who desire to make any representation under sub-section (5) of Section 230 of the Act, shall send the same to this Tribunal with a copy of the same to be supplied to the Applicant Companies.

xv. The applicant companies shall file a compliance affidavit with the Registry with regard to the directions given in this order.

15. Company Application i.e. CA(CAA)28/(AHM)2024, is disposed off accordingly.

Sd/-

**DR. V. G. VENKATA CHALAPATHY**  
**MEMBER (TECHNICAL)**

Sd/-

**CHITRA HANKARE**  
**MEMBER (JUDICIAL)**

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