

**THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH, AT MUMBAI**

CA (CAA)66(MB)/2024

*In the matter of
The Companies Act, 2013 (18 of 2013)
and
Section 232 r/w Section 230 and Section
66 of
The Companies Act, 2013 and other
applicable provisions of the Companies
Act, 2013
read with the Companies (Compromises,
Arrangements and Amalgamations) Rules,
2016;
In the matter of
Composite Scheme of Amalgamation
of*

Walkwater Properties Private Limited

CIN: U45400MH2007PTC175247

...Applicant Company 1/
Transferor Company

JBCG Advisory Services Private Limited

CIN: U74110MH2016PTC287730

...Applicant Company 2/
Transferee Company

Order delivered on 16.05.2024

Coram:

Shri Prabhat Kumar
Hon'ble Member (Technical)

Justice V.G. Bisht (Retd.)
Hon'ble Member (Judicial)

Appearances (through)

For the Applicant Company : Mr. Ashish Lalpuria a/w
Mr. Kamal Lahoty, PCS

ORDER

1. Heard learned Counsel for the Applicant Companies.
2. The present case is a Scheme of Amalgamation amongst **Walkwater Properties Private Limited**, (Transferor Company) with **JBCG Advisory Services Private Limited** (Transferee Company) and their respective shareholders under Sections 232 r/w Section 230 of the Companies Act, 2013 (hereinafter referred to as the “Act”) and read with Rule 3 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (hereinafter referred to as the “Rules”) and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.
3. The Board of Directors of the Transferor Company and Transferee Company have approved the Scheme of Amalgamation in their respective meetings conducted on 29th January, 2024. The Appointed Date of the Scheme of Amalgamation is 1st April, 2023.
4. The Applicant Company 1 was incorporated on 22nd day of October, 2007 having registered office at Mumbai, Maharashtra with the object of carrying business of Real

Estate. The Applicant Company 2 was incorporated on 17th day of November, 2016 having registered office at Mumbai, Maharashtra with the object of carrying out business of Trading.

5. Rationale for the Scheme:

The amalgamation of the Transferor Company with the Transferee Company shall be in the interest of all concerned stakeholders, including shareholders, creditors, employees, and general public, inter alia, for the following reasons:

- A. Consolidation of the Transferor Company and Transferee Company by way of amalgamation would lead to a more efficient utilization of resources and reduce administrative time and costs of managing multiple entities.
- B. Greater efficiency in cash management of the amalgamated entity and unfettered access to cash flow which can be deployed more efficiently to fund growth opportunities.
- C. The Scheme is expected to enable pooling of resources of the Transferor Company and the Transferee Company resulting in more productive utilization of the said resources and cost and operational efficiencies which would be beneficial for all stakeholders.
- D. Benefit of operational synergies to the combined entity and greater leverage in operations, planning and process optimization.
- E. Cost savings are expected to flow from more focused

operational efforts, rationalization and standardization of administrative expenses.

F. There is no adverse impact of the Scheme on the directors, key managerial personnel, promoters, non-promoters, shareholders, creditors, vendors and employees of the Transferor Company and the Transferee Company. The Scheme would be in the best interest of the Stakeholders.

6. The Authorized, Issued, Subscribed and Paid Up Capital of the Applicant Companies are as under:

6.1 The Authorized, Issued, Subscribed and Paid-Up Capital of **Walkwater Properties Private Limited, the Applicant Company 1** as on date is as under:

Authorised Capital	Amount Rs.
2,90,00,000, Equity Shares of Rs. 10/- Each	29,00,00,000
TOTAL	29,00,00,000
Issued, Subscribed and Paid up Capital	
2,15,66,321, Equity Shares of Rs. 10/- each fully paid up	21,56,63,210
TOTAL	21,56,63,210

As on date, the authorized share capital, the issued, subscribed and paid-up share capital of the Transferor Company remained the same.

6.2 The Authorized, Issued, Subscribed and Paid-Up Capital **JBCG Advisory Services Private Limited, the Applicant Company 2** as on date is as under:

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Authorised Capital	Amount Rs.
1,00,10,000, Equity Shares of Rs. 10/- each	10,01,00,000
1,25,00,000, Preference Shares of Rs. 100/- each	125,00,00,000
Total	135,01,00,000
Issued, Subscribed and Paid up Capital	
20,000, Equity Shares of Rs. 10/- each	2,00,000
1,21,00,000 Preference Shares of Rs. 100/- each	121,00,00,000
Total	121,02,00,000

7. CONSIDERATION

The Transferor Company is the wholly owned subsidiary of the Transferee Company therefore the shares held by Transferee Company would be cancelled and extinguished and no shares will be issued and allotted in lieu of such cancellation.

8. The Transferor Company one equity shareholder holding 2,15,66,321 of Rs.10 each. The Applicant Company submit that the equity shareholder has given his consent through consent affidavit dated 2nd March 2024. In view of consent affidavit given by equity shareholder, the question of meeting does not arise, hence **dispensed with**, hence dispensed with.

9. There are no secured creditors in the Transferor Company/Applicant Company 1 as on 30th November, 2023 which has been duly certified by a certificate issued by Chartered Accountant and therefore, the question of holding meeting of the Secured creditors of the Transferor Company

does not arise, hence dispensed with.

10. There are **2 (two) Unsecured creditors** in the **Transferor Company/Applicant Company 1** having an outstanding amount of Rs. 13,29,23,909/- as on as on 30th November, 2023. The list of unsecured creditors duly certified by Chartered Accountant are placed on record. The Applicant Company No.1 submits that both the unsecured creditor have given its consent in affidavit for approval of the scheme. In view of consent affidavit by unsecured creditors, the question of convening of meeting does not arise, hence dispensed with.
11. **The Transferee Company** has 2 (two) Equity shareholders holding 20000 equity shares of Rs.10 each. The Transferee Company submits that both the equity shareholders have its consent for approval of scheme. In view of consent affidavit by equity shareholders of the Transferee Company, the question of convening of meeting does not arise, hence dispensed with.
12. The **Transferee Company** has 1 (One) Preference shareholder. The list of preference shareholder duly certified by a certificate issued by Chartered Accountant along with consent affidavit are placed as **Exhibit H-2 on page 248-260** of the Application. In view of this, the meeting of the Preference Shareholder of the Transferee Company is **dispensed with**.

13. The Transferee Company has 13 (Thirteen) Secured Creditors having outstanding value of Rs. 1,65,05,86,292/- as on 30th November, 2023. Secured creditors constituting **90.62%** in value have given their consents to the Scheme. The list of secured creditors duly certified by a certificate issued by Chartered Accountant together with consents are w the Application. In view of this, the meeting of the Secured Creditors of the Transferee Company is **dispensed with**.
14. The Transferee Company has 21 (Twenty one) Unsecured Creditors having outstanding value of Rs. 5,41,52,88,318/- as on 30th November, 2023. The List of Unsecured Creditors duly certified by a certificate issued by Chartered Accountant together with consent affidavits are placed with the Application. The Transferee Company submits that the Unsecured Creditors constituting **96.57%** in value have given consent through Affidavits for approval of the scheme. In view of consent given by unsecured creditors of the Transferee Company, the meeting of the unsecured creditors of the Transferee Company **is dispensed with**.
15. The Applicant Companies shall serve the Notice in terms of Section 230 (5) of the Companies Act, 2013, upon -
- a. The Central Government, through Regional Director, Everest, 5th Floor, 100 Marine Drive, Mumbai-400002;
 - b. The Registrar of Companies,
 - c. Jurisdictional Proper Officer in the GST Department exercising jurisdiction over the Applicant Companies;

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- d. Jurisdictional Income Tax Authorities; within whose jurisdiction; the Applicant Company's assessment are made; and the Nodal Authority in the Income Tax Department
 - e. The Office of Official Liquidator, Hon'ble High Court of Bombay;
 - f. Any other sectoral regulator as may be directed by this Hon'ble Tribunal.
- 16.** The Notice shall be served through by Registered Post-AD, Speed Post and email along with copy of Scheme and state that "*If no response is received by the Tribunal from the concerned Authorities within 30 days of the date of receipt of the notice it will be presumed that the concerned Authorities has no objection to the proposed Scheme*". It is clarified that notice service through courier shall be taken on record only in cases where it is supported with Proof of Delivery having acknowledgement of the noticee.
- 17.** The Applicant Companies will submit –
- i. Details of Corporate Guarantee, Performance Guarantee and Other Contingent Liabilities, if any.
 - ii. List of pending IBC cases, if any, along with all other litigation;
 - iii. pending against the Applicant Companies having material impact on the proposed Scheme.
 - iv. The Applicant Companies shall submit details of all Letters of Credit sanctioned and utilized as well as Margin Money details; if any.
- 18.** The Applicant Companies to file an affidavit of service within 10 working days after serving to notice to all the regulatory

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authorities as stated above and do report to this Tribunal that the directions regarding the issue of notices have been duly complied with.

Sd/-
Prabhat Kumar
Member (Technical)

Sd/-
Justice V.G. Bisht
Member (Judicial)