

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

ITEM No.301

**CA(CAA)/8(AHM)2024**

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

**IN THE MATTER OF:**

RSL Dyecot Private Limited  
Raghukaushal Textile Private Limited

.....**Applicants**

**Order delivered on: 19/04/2024**

**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 the order. The order is pronounced in the open court, vide separate sheet.

Sd/-

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

Sd/-

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

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
AHMEDABAD  
DIVISION BENCH  
COURT-II**

**CA(CAA)/8(AHM)2024**

[Application under Sections 230-232 read with Section 66 and with other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements, and Amalgamations) Rules, 2016]

**Scheme of Amalgamation**

**of**

**RSL Dyecot Private Limited**  
(Transferor / Amalgamating Company)

and

**Raghukaushal Textile Private Limited**  
(Transferee / Amalgamated Company)

and

**Their Respective Shareholders & Creditors**

**Memo of Parties**

**RSL Dyecot Private Limited**

(CIN: U65910GJ1983PTC006538)

a private limited Company incorporated under the provisions of the Companies Act, 1956 having its registered office at Near Maniar Trailor Rakhial Ahmedabad, Gujarat – 380023.

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

**Raghukaushal Textile Private Limited**  
CIN: U17120GJ2011PTC066309)

A Private Limited Company incorporated under the provisions of the Companies Act, 1956, having its registered office at Plot No. 107, Near Maniar Traylor Rakhial Road, Rakhial, Ahmedabad, Gujarat - 380023

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

**Order Pronounced on 19.04.2024**

**Coram: Mrs. Chitra Hankare, Member(J)**  
**Dr. Velamur G Venkata Chalapathy, Member(T)**

Appearance:

For Applicants : Ms. Dharmishta Raval, Advocate.

**JUDGMENT**

1. This is a joint Company Application Viz., CA(CAA)/8(AHM)/2024 filed by the Applicant Companies, namely RSL Dyecot Private Limited (Transferor Company) and Raghukaushal Textile Private Limited (Transferee Company) under Sections 230-232 read with Section 66 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 (hereinafter referred to as the “Scheme”) proposed by the Applicant Companies.

2. The Appointed Date as specified in the Scheme is 01.04.2023. This application is filed on 15.02.2024.
3. It is represented that the registered offices of the Applicant Companies are situated within the territorial jurisdiction of Registrar of Companies, Ahmedabad, Gujarat, which is falling under the jurisdiction of this Tribunal.
4. The Board of Directors of the Applicant Companies have approved the Scheme of Amalgamation through Board Resolutions dated 17.07.2023 passed in their respective Board Meetings. Affidavits in support of the above joint application were sworn by Mr. Viresh Kamleshbhai Agrawal, authorized representative of the Applicant Companies. The above-named of the authorised representative for the Applicant Companies have been authorised vide Board Resolutions dated 17.07.2023 of the Applicant Companies.

5. **RSL Dyecot Private Limited**

**(“Transferor Company / Amalgamating Company”)**

- (i) From the certificate of incorporation filed, it is evident that the Transferor Company is a Private Limited Company, incorporated under the Companies Act, 1956 and its registered office is situated in Ahmedabad in the State of Gujarat.
- (ii) The details of the share capital as on 31.03.2023 is as under:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorised Share Capital</b>	
22,50,000 Equity Shares of Rs.10 each	2,25,00,000
<b>Total</b>	<b>2,25,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
16,89,300 Equity Shares of Rs.10 each	1,68,93,000
<b>Total</b>	<b>1,68,93,000</b>

- (iii) There are 3 (Three) Equity Shareholders and consent by way of affidavit is given by Three Equity Shareholders. The Chartered Accountant has certified the number and value of the equity shareholders.
  
- (iv) There are (2) Two Secured Creditors and consent by way of affidavit is given by both the Secured Creditors. The Chartered Accountant has certified the number and value of the Secured Creditors.
  
- (v) There are 13 (Thirteen) Unsecured Creditors and consent by way of affidavit is given by all the Unsecured Creditors. The Chartered Accountant has certified the number and value of the Unsecured Creditors.
  
- (vi) Applicant Company No.1/Transferor Company is seeking dispensation of meetings of its Equity Shareholders, Secured Creditors and Unsecured Creditors.

6. **Raghukaushal Textile Private Limited**

**(“Transferee Company / Amalgamated Company”)**

- (i) From the certificate of incorporation filed, it is evident that the Transferee Company is a private limited company incorporated under the Companies Act, 1956 and its registered office is situated in Ahmedabad in the State of Gujarat.
- (ii) The details of the share capital as on 31.03.2023 is as under:

<b>Particulars</b>	<b>Amount (INR)</b>
<b>Authorized Share Capital</b>	
5,00,000 Equity Shares of Rs.10 each	50,00,000
<b>Total</b>	<b>50,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b>	
2,10,000 Equity Shares of Rs. 10 each	21,00,000
<b>Total</b>	<b>21,00,000</b>

- (iii) There are 5 (Five) Equity Shareholders and consent by way of affidavit is given by all the Equity Shareholders. The

Chartered Accountant has certified the number and value of the all the Equity Shareholders.

- (iv) There is 1 (One) Secured Creditor and consent by way of affidavit is given by Secured Creditor. The Chartered Accountant has certified the number and value of the Secured Creditor.
- (v) There are 8 (Eight) Unsecured Creditors and consent by way of affidavit is given by all the Unsecured Creditors. The Chartered Accountant has certified the number and value of all the Unsecured Creditors.
- (vi) Applicant Company No.2/Transferee Company is seeking dispensation of meetings of its Equity Shareholders, Secured Creditors and Unsecured Creditors.

7. Rationale for the Scheme of Amalgamation:

The management of the Companies has examined the relative business strengths, the potential commercial and other synergies of the Amalgamating and Amalgamated



Companies. Considering this, the present Scheme is likely to generate the following benefits and synergies:

- Achieving business diversification.
- Ensuring focused management in a combined entity, thereby resulting in efficiency of management and maximizing overall shareholders' value.
- Greater integration, financial strength and flexibility for the amalgamated entity, which would result in maximizing overall shareholders' value.
- Greater efficiency in cash management of the amalgamated entity, which can be deployed more efficiently to fund organic and inorganic growth opportunities, to maximize shareholder value.
- Administrative and operational rationalization.

The Scheme is in the interest of both the Companies involved and their respective shareholders, creditors, employees, and all other concerned and shall help these companies to achieve and fulfil the objectives more efficiently. The Scheme shall not in any manner be prejudicial to the interest of concerned shareholders or directors or creditors or key managerial personnel or any

other stakeholder, of either of the Companies or general public at large. Further, there is no interest of any directors of the Companies in the Scheme except to the extent of their shareholding in the Amalgamating and Amalgamated Companies. There are no further approvals or consent at this stage required from the sectoral regulators.

8. The Statutory Auditors of the Applicant Companies have examined the Scheme in terms of provisions of Sections 230 to 232 of Companies Act, 2013 and the rules made thereunder and certified that the Accounting Standards are in compliance with Section 133 of the Companies Act, 2013.
9. For the purpose of determining the share exchange ratio, the Applicant Companies have obtained valuation report from Mr. Harshil Patel, Registered Valuer Entity vide Registration No. IBBI/RV/09/2019/12583 dated 13.07.2023 which has been duly perused by the shareholders and creditors of the Applicant Companies.
10. The Applicant Companies submitted that no investigation or proceedings against the Applicant Companies under Sections 210 to 226 of the Companies Act, 2013 as well as

Sections 235 to 251 of the Companies Act, 1956 or the like are pending.

11. The Applicant Companies submitted that notice to Reserve Bank of India, FEMA, Competition Commission of India, SEBI, NSE, BSE and other sectoral Regulators etc. is not required as there is no specific compliance needed.
12. It is submitted that the Scheme does not involve any corporate debt restricting.
13. Taking into consideration the company application 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) 8 / (AHM) / 2024, is allowed.
- ii. In relation of the Transferor Company:-**
  - a. With respect to Equity Shareholders

Meeting of the Equity Shareholders is hereby dispensed with, in view of consent affidavits of 100% of the Equity Shareholders.

b. With respect to Secured Creditors

Meeting of the Secured Creditors is hereby dispensed with, in view of consent affidavits of 100% of the Secured Creditors.

c. With respect to Unsecured Creditors

Meeting of the Unsecured Creditors is hereby dispensed with, in view of consent affidavits of 100% of the Unsecured Creditors.

**iii. In relation of the Transferee Company**

a. With respect to Equity Shareholders

Meeting of the Equity Shareholders is hereby dispensed with, in view of consent affidavits of 100% of the Equity Shareholders.

b. With respect to Secured Creditor

Meeting of the Secured Creditor is hereby dispensed with, in view of consent affidavit of 100% of the Secured Creditor.

c. With respect to Unsecured Creditors

Meeting of the Unsecured Creditors is hereby dispensed with, in view of consent affidavits of 100% of the Unsecured Creditors.

- iv. In compliance of subsection (5) of Section 230 of the Companies Act, 2013 and Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Applicant Companies shall send a notice in Form No. CAA.3 along with copy of the Scheme of Amalgamation: to **(i)** the Central Government through the Regional Director, North Western Region; **(ii)** the Registrar of Companies, Gujarat, Ahmedabad; **(iii)** the Official Liquidator (for Transferor Company only) and **(iv)** the concerned Income Tax Authority along with full details of the Assessing Officer and permanent account number of the Applicant Companies, stating that the 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 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 (Compromises, Arrangements and Amalgamations) Rules, 2016. The aforesaid authorities, who desire to make representations, if any, under sub-section (5) of Section 230 shall send the same to the Tribunal within a period of 30 days from the date of receipt of such notice, failing which it shall be deemed that they have no representation to make on the Scheme.

14. Company Application i.e. CA (CAA) 8 / (AHM) / 2024 is disposed of.

Sd/-

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

Sd/-

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

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