

THE NATIONAL COMPANY LAW TRIBUNAL,  
BENCH, AT MUMBAI

**CA (CAA)/51 (MB)/2024**

*In the matter of*  
*The Companies Act, 2013 (18 of 2013);*

*AND*

*In the matter of*  
*Sections 232 r/w 230*  
*and other applicable provisions of the*  
*Companies Act, 2013 and Rules framed*  
*thereunder as in force from time to time;*

*AND*

*In the matter of*  
*Composite Scheme of Amalgamation*

**Universal Fine Chemicals Private Limited**

CIN- U24119MH2006PTC164256      ...Applicant Company 1/  
Transferor Company

**Jayashree Traders Private Limited**

CIN- U51900MH1946PTC004815      ...Applicant Company 2/  
Transferee Company

*(“Collectively referred as Applicant Companies”)*

***Order delivered on 26.04.2024***

***Coram:***

**Shri Prabhat Kumar**  
Hon'ble Member (Technical)

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

*Appearances (through)*

For the Applicant(s) : Mr. Ashish O Lalpuria a/w Mr.  
Kamal Lahoty, PCS

**ORDER**

1. Heard learned counsel for the Applicant Companies.
2. The present Application in the Scheme of Merger of Universal Fine Chemicals Private Limited, (Transferor Company) with **Jayashree Traders Private Limited** (Transferee Company”) and their respective Shareholders (“Scheme”) under the provisions of Sections 232 r/w Section 230 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder.
3. The Applicants states that the Board of Directors of Transferor Company and the Transferee Company at its respective Board Meeting held on 20<sup>th</sup> December, 2023 approved the Scheme. The appointed date of Scheme of Amalgamation is 1<sup>st</sup> April, 2024.
4. The First Applicant Company was incorporated on 1st day of September, 2006 having registered office at Mumbai, Maharashtra and is engaged in the business of trading, dealing in all types of chemical products.
5. The Second Applicant Company was incorporated on 14th day of March, 1946 having registered office at Mumbai, Maharashtra and presently is engaged in the business of trading in chemicals and art works. Both the Applicant Companies have registered offices at Mumbai, Maharashtra. Hence, this Bench has jurisdiction to entertain the present application

6. **Rationale for the Scheme:**

The business and commercial activities of both the Transferor Company and the Transferee Company is similar i.e. Trading. The Transferor Company, which is a wholly owned subsidiary of the Transferee Company, need not exist separately and hence it is sought to be merged with the Transferee Company.

The Transferor Company is wholly owned subsidiary of the Transferee Company and both the companies form part of the same group hence it is desired to consolidate the business of the Transferor Company with the Transferee Company by way of merger of Transferor Company with the Transferee Company.

The Merger would result in dissolution of the Transferor Company without being wound up, thereby ensuring a seamless transfer of all the assets and liabilities of the Transferor Company into the Transferee Company.

7. The Authorised, Issued, Subscribed and Paid-Up share capital of the Transferor Company as on 31st January, 2024 is under:

<b>Authorised Capital</b>	<b>Amount Rs.</b>
<b>Authorised Capital</b> 10,00,000 Equity shares of Rs. 10/- each	1,00,00,00 0
<b>TOTAL</b>	<b>1,00,00,000</b>
<b>Issued, Subscribed and Paid-up Share Capital</b> 1,50,000 Equity shares of Rs. 10/- each	15,00,000
<b>TOTAL</b>	<b>15,00,000</b>

8. The Authorised, Issued, Subscribed and Paid-Up share capital of the Second Applicant Company / Transferee Company as on 31st January, 2024 was as under:

<b>Authorised Capital</b>	<b>Amount Rs.</b>
10,50,000 Equity Shares of Rs. 10/- each	1,05,00,000
<b>Total</b>	<b>1,05,00,000</b>
<b>Issued, Subscribed and Paid up Capital</b>	
10,36,440 Equity Shares of Rs. 10/- each	1,03,64,400
<b>Total</b>	<b>1,03,64,400</b>

9. **NO CONSIDERATION** is being provided as the Transferor Company is a wholly owned subsidiary of the Transferee Company. The equity shares of the Applicant Companies are not listed on any of the recognized stock exchange in India.
10. The **First Applicant Company has 2 (two)** equity shareholders holding 1,50,000 shares of Rs.10 each. Both the shareholders have given their consent to the Scheme by way of consent Affidavits. In view of the consent given by both the equity shareholders for approval of the scheme, the meeting of the equity shareholders of the First Transferor Company is **dispensed with**.
11. There are **no secured creditors** in the **First Applicant Company** as on 31<sup>st</sup> January, 2024 which has been duly certified by a certificate issued by Chartered Accountant, therefore, the question of holding meeting of the Secured creditors of the Applicant Company 1 **does not arise**.

12. There are **6 (Six) Unsecured creditors** in the First Applicant Company having outstanding value of Rs. 1,33,80,706/- as on 31<sup>st</sup> January, 2024. All of them have given their consent affidavits. In view of this, the meeting of the Unsecured Creditors of the First Applicant Company is **dispensed with**.
13. The Second Applicant Company has 9 (Nine) equity shareholders. All of them have given their consent to the Scheme by way of consent Affidavits. The Consent affidavits of the equity shareholders are placed at **page 296-334** of the Application. In view of this, the meeting of the equity shareholders of the Second Applicant Company is **dispensed with**.
14. There are **no secured creditors** in the Second Applicant Company as on 31<sup>st</sup> January, 2024 which has been duly certified by a certificate issued by Chartered Accountant, therefore, the question of holding meeting of the Secured creditors of the Second Applicant Company **does not arise**.
15. There are **3 (Three) Unsecured Creditors** in the Second Applicant Company having outstanding value of Rs. 3,50,000/- as on 31<sup>st</sup> January, 2024. All the Unsecured Creditors have given consent on affidavits. In view of this, the meeting of the Unsecured Creditors of the Transferee Company is **dispensed with**.
16. 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, 5<sup>th</sup> Floor, 100 Marine Drive, Mumbai-400002;
  - b. The Registrar of Companies, GST Department
  - c. Jurisdictional Income Tax Authorities; within whose jurisdiction; the Applicant Company's assessment are made; and the Nodal Authority in the Income Tax Department having jurisdiction over such authority i.e. Pr. CCIT, Mumbai, Address:- 3 rd Floor, Aayakar Bhawan, Mahrishi Karve Road, Mumbai – 400 020, Phone No. 022-22017654 [E-mail: Mumbai.pccit@incometax.gov.in];
  - d. Official Liquidator, Jurisdictional High Court
  - e. Any other sectoral regulator as may be directed by this Hon'ble Tribunal.
17. 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.
18. The Applicant Companies will submit, to the extent not forming part of the scheme, –
- 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.

19. The Applicant Companies to file an affidavit of service within 10 working days after serving to notice to all the regulatory 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)