

**NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
COURT 1**

CA(CAA) 73 of 2020

**Coram: MADAN B. GOSAVI, MEMBER (JUDICIAL)
VIRENDRA KUMAR GUPTA, MEMBER (TECHNICAL)**

**ATTENDANCE-CUM-ORDER SHEET OF THE HEARING THROUGH VIDEO CONFERENCING BEFORE THE
AHMEDABAD BENCH OF THE NATIONAL COMPANY LAW TRIBUNAL ON 08.12.2020**


Name of the Company: Ecotech Green Lifecycle Ltd
TPL Plastech Ltd

Section: Section 230-232 of Companies Act, 2013

ORDER

The case is fixed for pronouncement of order.

The order is pronounced in open court vide separate sheet.


**(VIRENDRA KUMAR GUPTA)
MEMBER (TECHNICAL)**


**(MADAN B GOSAVI)
MEMBER (JUDICIAL)**

Dated this the 8th day of December, 2020.

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
AHMEDABAD BENCH
AHMEDABAD
COURT NO. 1**

CA (CAA) No.73/NCLT/AHM/2020

M/s Ecotech Green Lifecycle Limited

A Company registered under the Companies Act, 1956

Registered office at;

213, Sabari, Kachigam,

Daman (UT)- 396210

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

AND

M/s TPL Plastech Limited

A Company registered under the Companies Act, 1956

Registered office at;

102, Ist Floor, Centre Point,

Somnath Daman Road,

Somnath, Dabhel,

Nani Daman- UT- 396210

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

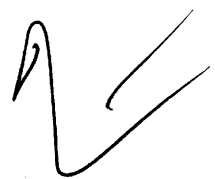
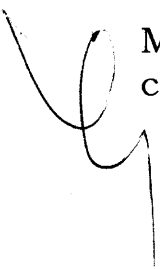
Order reserved on 25th November, 2020

Order Pronounced on 8th December, 2020

**Coram: Madan B. Gosavi, Member (J)
Virendra Kumar Gupta, Member (T)**

Appearance:

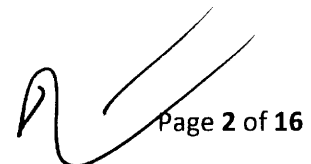
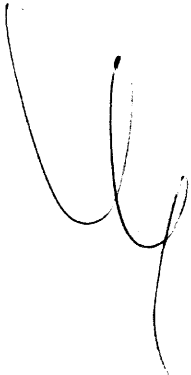
Mr. Ravi Pahwa, Ld. Advocate appeared for the applicant companies.



ORDER
[Per Bench]

1. The Applicant Companies have filed joint application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“ hereinafter referred to as **“the Act”**”) seeking order for dispensation of the meetings of Equity Shareholders and Unsecured Creditors of the Applicant Company No.1/Transferor Company and seeking directions for convening and holding the meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company No.2/ Transferee Company for, the purpose of considering and if, thought fit for approving, the Scheme of Amalgamation of M/s Ecotech Green Lifecycle Limited with M/s TPL Plastech Limited.

2. The Applicant Company No.1 is a Public Limited Company. The issued, subscribed and paid up share capital of the Applicant Company No.1 is Rs. 1,00,00,000/-. The Board of Directors of the Applicant Company No. 1 vide resolution dated 11th February, 2020, have approved the Scheme of absorption.



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3. The Applicant Company No. 2 is a Public Listed Company. The issued, subscribed and paid up share capital of the Applicant Company No. 2 is Rs. 7,80,03,000/-. The Board of Directors of the Applicant Company No. 2 vide resolution dated 11th February, 2020, have approved the Scheme of absorption.
4. The counsel of the applicant submitted that there are no proceedings or investigations pending against any of the Applicant Companies under Sections 210-217, 219, 220, 223 to 227 of the Companies Act, 2013.
5. The applicant companies submitted that applicant company no. 2 have foreign shareholders and considering the nature and business and also considering the shareholders pattern of the applicant Company no. 2, approval of Reserve Bank of India and Competition Commission of India is not necessary for the present scheme.
6. It is submitted that the Applicant Company No.1 is a wholly owned subsidiary of Applicant Company No.2. Upon the Scheme of Amalgamation becoming effective, the entire equity

share capital of Applicant Company No.1 held by Applicant Company No.2 shall stand automatically cancelled and there shall not be any issue or allotment of shares by the Applicant Company No.2/Transferee Company.

7. Both the Applicant Companies have stated that accounting treatment specified in the Scheme is in conformity with the applicable accounting standards prescribed under Section 133 of the Companies Act, 2013 and certificates issued by the statutory auditors of the respective Applicant Companies are attached as **Annexure-K (Colly)** with the Application.
8. It is further submitted that in terms of provisions of Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and disclosure Requirements) (amendment) Regulations, 2015, SEBI circular No. CFD/DIL3/CIR /2017 /21dated 10th March, 2017, SEBI circular No. CDF/DIL3/CIR/2018/2 dated 3rd January, 2018 and other applicable provisions, no formal approval or no objection certificate or vetting is required from Stock Exchange(s) or



SEBI for the Scheme as the Scheme solely provides for Merger by Absorption of wholly owned subsidiary with its holding company. In terms of the SEBI Regulations, the Present Scheme of Merger by Absorption is only required to be filed with Stock Exchange(s) for the purpose of disclosure and dissemination on their website.

9. It is submitted that the Applicant Company No. 1 is a wholly owned subsidiary of the Applicant Company No.2. As such, the Applicant Company No. 2 along with its nominees are the only shareholder of the Applicant Company No.1. The Applicant Company No. 2, along with its nominees have given their consent affidavits for approval of the Scheme of absorption and waived their right to convene the meeting of Equity Shareholders of the Applicant Company No.1. The consent affidavits of the Equity Shareholders along with Board Resolution in case of Corporate Shareholders are produced with separate affidavits. It is also submitted that the Applicant Company No. 1 does not have any secured creditors. The Certificate issued by M/s. Shah & Taparia, Chartered Accountants certifying the number of Equity Shareholders and NIL secured creditor respectively of

Applicant Company No.1 are attached with application as **Annexure-G (Colly) & H.**

10. It is stated in the application that the Applicant Company No. 1 has 38 Unsecured Creditors having value of debt of Rs. 8,01,43,560/-and out of 38 un-secured creditors 5 Five unsecured creditors have given their consent affidavits which constitute more than 90% of value of un-secured debt for approval of the Scheme of absorption and for waiving their right to convene meetings of the Unsecured Creditors. It is also noted that apart from the aforesaid un-secured debt Rs. 2,43,108/- is due of employee and Rs. 8,90,405/- are statutory dues against the applicant Transferor Company. The consent affidavits of the all the five Unsecured Creditors are produced as **Annexure-I (Colly)** with the application. The certificate issued by M/s. Shah & Taparia, Chartered Accountants certifying the number and value of debt of Unsecured Creditors of Applicant Company No.1. is annexed with application as **Annexure J.**

11. The Ld. Counsel of the applicant Companies appeared and prayed for the following directions/ reliefs.

- I. The meetings of shareholders of applicant/ Transferor Company may be dispensed with as all the shareholders have given the consent affidavits for the proposed scheme of absorption.

- II. The meetings of all the un-secured creditors may be dispensed with as five un-secured creditors have given their consent affidavits which constitute the more than 90 percent of total un-secured debt for the proposed scheme of absorption. The counsel of the applicant companies further submitted that there are no secured creditors in the applicant company's no. 1, hence, meetings of secured creditors are not required.

- III. This Tribunal may please to direct for convening and holding the meetings separately of Equity Shareholders, Secured Creditors and Unsecured Creditors of the Applicant Company No.2/ Transferee Company.

12. Heard the Ld. Counsel of the applicant companies and Considering the facts of the present case, this Tribunal deems it fit to direct for convening and holding meetings of Equity Shareholders and Unsecured Creditors of both the Applicant Companies and meeting of Secured Creditors of Applicant Company No. 2 with the following directions:-

- I. There are no secured creditors of Applicant Company No.1, hence, the question of convening and holding the meeting of Secured Creditors of Applicant Company No.1 does not arise.
- II. The Applicant Transferor Company is directed to convene and hold meetings separately of Equity Shareholders and Unsecured Creditors on 6th February, 2021 at 3:00 PM and 4:00 PM respectively at 102, 1st Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman – Union Territory (UT) - 396210 through video conferencing or other Audio-Visual Means for the purpose of considering and if thought fit, approving, with or without modification, the Scheme of absorption.

III. The Applicant Transferee Company is directed to convene and hold separate meetings of Equity Shareholders, Secured Creditors and Unsecured Creditors on 6th February, 2021 at 11:30 AM, 1:00 PM and 2:00 PM respectively at 102, 1st Floor, Centre Point, Somnath Daman Road, Somnath, Dabhel, Nani Daman – Union Territory (UT) - 396210 , through video conferencing or other Audio Visual Means for the purpose of considering and if thought fit, approving, with or without modification, the Scheme of Amalgamation.

IV. At least one month before the date of the aforesaid meetings, a common advertisement about convening of the said meetings, indicating the date, place and time as aforesaid mentioned, shall be published in **“Financial Express”** English Daily and **“Financial Express”** 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 respective

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 or at the office of its advocates viz. Thakkar and Pahwa, Advocates, 71, New York Tower-A, Opp. Muktidham Derasar, Thaltej, Ahmedabad-380054.

- V. At least one month before the date of the aforesaid meetings of Equity Shareholders and Unsecured Creditors of Applicant Transferor Company and Equity Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferee Company, a notice convening the said meetings indicating the day, date and time aforesaid, together with a copy of the Scheme of Amalgamation. A copy of the statement required to be furnished pursuant to Section 102 of the Act read with Section 230 to 232 of the Act and Rule 6 of the Companies (CAA) Rules, 2016 shall be sent to each of the Equity Shareholders and Unsecured Creditors of the Applicant Transferor Company and Equity

Shareholders, Secured Creditors and Unsecured Creditors of Applicant Transferee Company at their respective registered or last known addresses either by registered post or speed post or air mail or by courier or by e-mail or by hand delivery. The notices shall be sent to all the Equity Shareholders and Unsecured Creditors of both the Applicant Companies and to all the Secured Creditors of Applicant Transferee Company as mentioned in the list of Equity Shareholders, Secured Creditors and Unsecured Creditors.

- VI. **Shri Sanjaya Kulkarni**, Independent Director and in his absence **Shri Kunal Bhandari**, Practicing Chartered Accountant shall be the Chairperson of the meetings of Equity Shareholders and Unsecured Creditors of both the Applicant Companies as well as meeting of Secured Creditor of Applicant Transferee Company to be held on 6th February, 2021 or in any adjourned meeting(s).

VII. **Shri Arun Dash & Associates**, Practicing Company Secretary having membership No. F9765 is appointed as Scrutinizer for the said meetings to scrutinize the e-voting during the meetings and remote e-voting process in a fair and transparent manner.

VIII. The Chairperson appointed for the aforesaid meetings shall issue common advertisements and send notices of the meetings referred above. The Chairperson is free to avail the services of Applicant Transferor Company and Applicant Transferee Company or any agency for carrying out the aforesaid directions. The Chairperson shall have all powers under the Articles of Association of Applicant Transferor Company and Applicant Transferee Company 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, the 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 Equity Shareholders and

Unsecured Creditors of both the Applicant Companies as well as meeting of Secured Creditor of Applicant Transferee Company.

- IX. The quorum for the meetings of Equity Shareholders of Applicant Transferor Company and Applicant Transferee Company shall be 5 (five) persons respectively present in person or authorized representative.
- X. The quorum for the meetings of Secured Creditors of Applicant Transferee Company shall be 2 (two) persons present in person or authorized representative.
- XI. The quorum for the meeting of Unsecured Creditors of Applicant Transferor Company and Applicant Transferee Company shall be 5 (five) persons respectively present in person or authorized representative.
- XII. It is further directed that in view of Para A(x) of the MCA Circular No. 14/2020 dated 8th April 2020, voting

through Proxy shall not be permitted. However, voting through Authorized Representative is permitted.

XIII. The number and value of Equity Shareholders and Unsecured Creditors of both the Applicant Companies and Secured Creditor of Applicant Transferee Company shall be in accordance with the records or registers as on 30th June, 2020 of Applicant Transferor Company and Applicant Transferee Company and where the entries in the records or registers are disputed, the Chairperson of the meetings shall determine the value, as the case may be, for the purposes of the meetings.

XIV. 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.

XV. It is further ordered that the Chairperson shall report to this Tribunal the results of meetings in Form CAA 4

along with affidavit, as per Rule 14 of the Companies (CAA) Rules, 2016 in Form CAA 4 within 30(Thirty) days from the date of conclusion of meetings.

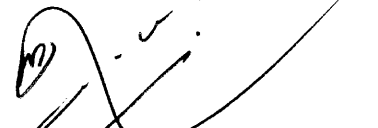
XVI. In compliance of sub-section (5) of Section 230 and Rule 8 of the Companies (CAA) Rules, 2016, a notice of meetings under sub-section (3) of Section 230 read with Rule 6 of the Companies (CAA) Rules, 2016 in Form No. CAA.3 along with a copy of the Scheme of Amalgamation, explanatory statement and the disclosures mentioned under Rule 6 shall be sent to (i) the Central Government through the Regional Director, North Western Region, (ii) The Registrar of Companies, Goa (iii) The Income Tax Authorities (iv) Official Liquidator (Goa) (in case of Applicant Transferor Company), (v) the BSE Limited,(in case of Applicant Transferee Company) (vi) the NSE Limited (in case of Applicant Transferee Company)and (vii) SEBI (in case of Applicant Transferee Company), 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 objections to make on the proposed Scheme. The said notice (s) shall be sent forthwith after notice is sent to the Equity Shareholders and Unsecured Creditors of both the Applicant Companies as well as to the Secured Creditor of Applicant Transferee Company by registered post or by speed post or by courier or by Email 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.

13. With the above directions, the Petition No. CA(CAA) No 73 of 2020 is allowed and stands disposed of accordingly.



(VIRENDRA KUMAR GUPTA)
MEMBER (TECHNICAL)



(MADAN B. GOSAVI)
MEMBER (JUDICIAL)

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