

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
NEW DELHI BENCH**

**NEW DELHI**

**Present: SHRI R.VARADHARAJAN, HON'BLE MEMBER (JUDICIAL)**

**C.P (CAA)-298 (ND)/2017**

**CONNECTED WITH**

**CA (CAA) No. 103 (ND) 2017**

**In the matter of:**

**SECTIONS 230 to 232 OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF SCHEME OF AMALGAMATION**

**AMONGST**

**JOUE INDIA PRIVATE LIMITED**

**.....Transferor Company**

**SIX RED MARBLES LEARNING PRIVATE LIMITED**

**Having its registered office at:**

**56-57, Ground Floor, AL-Block, Shalimar Bagh**

**New Delhi North West Delhi, India-110088 .... Transferor / Petitioner Company**



**FLATIRONS SOULTIONS PRIVATE LIMITED**

..... Transferee Company

**AND**

**Their respective Shareholders and Creditors**

**ADVOCATE FOR THE PETITIONERS: Vipul Ganda, Advocate**

Order Delivered on: 17.11.2017

**ORDER**

1. This Company Petition filed by the Petitioner/ Second Transferor Company is coming before us for admission and for fixing a date of hearing of the main Company Petition as well as for a direction in relation to publication in press to be effected and notices to be issued to the authorities concerned in relation to date of hearing of the Petition and calling for the objections, if any, to the Scheme of Amalgamation (hereinafter for brevity referred to as "SCHEME") contemplated between the Petitioner/ Second Transferor Company and the Two non-petitioner companies whose registered offices are situated outside Delhi and beyond the jurisdiction of this Tribunal as represented by the Learned Counsel for the petitioner. From the records, it is seen that the First Motion seeking directions dispensing the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors were filed before Tribunal vide CA (CAA) No. 103 (ND) 2017 and based on such joint application moved under Sections 230-232 of the Companies Act, 2013, directions were issued by the Tribunal, on 24.08.2017 where in the meetings of the Equity Shareholders, Secured Creditors and Unsecured Creditors of the Petitioner/ Second Transferor Company were dispensed with as consents from them had been obtained by the Petitioner



Companies for the approval of the Scheme or there being none which obviated the necessity of convening of a meeting.

2. Subsequent to the order, now this petition on second motion filed on 27.09.2017 is coming up before us for fixing a date of hearing as well as for other consequential directions in terms of provisions of Sections 230 to 232 of Companies Act, 2013 read with Rule 16 of the Companies (Compromise, Amalgamations and Amalgamation) Rules, 2016 and it is now hereby ordered as follows:-

- (i) The date of hearing of the Joint Petition filed by the Petitioners for the sanction of the Scheme is fixed on 18<sup>th</sup> January, 2018.
- (ii) Notice of the hearing shall be advertised in the newspapers namely, The "Business Standard" (English edition) and "Jansatta" (Hindi edition) not less than 10 days before the aforesaid date fixed for hearing.
- (iii) In addition to the above public notice, each of the Petitioner shall serve the notice of the Petition on the following Authorities namely, (a) Central Government through Regional Director (Northern Region), Ministry of Corporate Affairs (b) Registrar of Companies, NCT of Delhi & Haryana,



Ministry of Corporate Affairs (c) the Income Tax Department of the office having jurisdiction over the respective companies indicating specifically their PAN No's in the communication, (d) Official Liquidator (e) RBI and any other specific regulators who may govern the working of the respective companies involved in the Scheme atleast 30 days before the date fixed for hearing of the above Petition.

- (iv) Further, notice shall also be served to Objector(s) or to their representative, if any, as contemplated under Sub-Section (4) of Section 230 of the Act who may have made representation and who have desired to be heard in their representation along with a copy of the Petition and the Annexures filed therewith atleast 15 days before the date fixed for hearing.
- (v) The Petitioner shall atleast 7 days before the date of hearing of the Petition file an affidavit of service in relation to paper publication effected as well as service of notices on the Authorities specified above including the Sectoral Regulator as well as to Objectors, if any.



- (vi) Objections, if any, to the Scheme contemplated by the authorities to whom notice has been given on or before the date of hearing fixed herein may be filed, failing which it will be considered that there is no objection to the approval of the Scheme on the part of the authorities by this Tribunal and subject to other condition being satisfied as may be applicable under the Companies Act, 2013 and relevant rules framed thereunder.
- (vii) The Petitioner/ Second Transferor Company shall comply with proviso to sub section (3) of Section 232 or proviso to sub section (7) of Section 230, as may be applicable under the circumstances on or before the date fixed for hearing by filing the certificate of Company's auditor.
- (viii) The next date of hearing of the Petition shall be on 18<sup>th</sup> January, 2018 for the consideration of the approval of the Scheme of Amalgamation as contemplated between the Companies.

Sch-  
17/1/18  
(R.VARADHARAJAN)  
MEMBER (JUDICIAL)

U.D.Mehta