

**THE NATIONAL COMPANY LAW TRIBUNAL
SPECIAL BENCH,
AT NEW DELHI
COMPANY PETITION NO. CA (CAA)-12 (ND) 2020**

Under Sections 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

In the matter of:

Scheme of Amalgamation

OF

Blackie & Son (Calcutta) Pvt Ltd

CIN: U 74899 DL 1979 PTC 014517

7361, Ravindra Mansion, Ram Nagar, Qutab Road, New Delhi-110 055

Applicant No. 1/Transferor Company No. 1

AND

Nirja Publishers & Printers Pvt Ltd

CIN: U 74899 DL 1971 PTC 005776

7361, Ravindra Mansion, Ram Nagar, Qutab Road, New Delhi-110 055

Applicant No. 2/Transferor Company No. 2

AND



DS Digital Pvt Ltd

CIN: U 72200 DL 2008 PTC 173250

A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110 044

Applicant No. 3/Demerged Company No. 1

AND

Safari Digital Education Initiatives Pvt Ltd

CIN: U 80904 DL 2010 PTC 204512

A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110 044

Applicant No. 4/Demerged Company No. 2

AND

S Chand and Company Ltd

CIN: L 22219 DL 1970 PLC 005400

A-27, 2nd Floor, Mohan Co-operative Industrial Estate, New Delhi-110 044

Applicant No. 5/Transferee Company No. 1

Order Delivered on:

Coram:

Hon'ble Mr. P.S.N. Prasad, Member (J)

Hon'ble Ms. Sumita Purkayastha, Member (T)

Present:

For the Applicants: Mr Rajeev K Goel, Advocate



ORDER

MR. P.S.N. PRASAD, MEMBER (J)

1. This application has been jointly filed by the Applicant Companies under Sections 230 and 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the National Company Law Tribunal Rules, 2016, duly supported by separate affidavits of the Applicant Companies, for seeking appropriate directions for dispensing/convening of the meetings of shareholders and creditors of all the Applicant companies for approval of the proposed Scheme of Arrangement as contemplated between the applicant companies. The said Scheme of Arrangement (hereinafter referred to as the "Scheme") has been placed on record along with the joint application.
2. It is represented that the registered office of all the applicant companies is situated in New Delhi and therefore the subject matter of this joint application falls within the Jurisdiction of this Bench.
3. it is pertinent to mention here that this Tribunal vide its Order dated 10thFebruary, 2020, in CA (CAA) 12 (ND) of 2020 has dispensed with the requirement of convening meetings of Equity Shareholders of Transferor Companies No. 1 & 2 and the Demerged Companies No. 1 & 2;



Preference Shareholders ('Series-I') and Preference Shareholders ('Series-II') of the Demerged Company No. 1; and Un-secured Creditors of the Demerged Company No. 2.

4. in addition to that directions were issued for convening of separate meetings of the following stakeholders for the purpose of considering and, if thought fit, approving, with or without modifications, the proposed Scheme of Arrangement:

Wednesday, 25th March, 2020

Meeting of	Time
Secured Creditors of the Transferor Company No. 2-Nirja Publishers & Printers Pvt Ltd	2:00 P.M.
Secured Creditors of the Demerged Company No. 1-DS Digital Pvt Ltd	3:00 P.M.
Secured Creditors of the Transferee Company No. 1-S Chand and Company Ltd	4:00 P.M.

Thursday, 26th March, 2020

Meeting of	Time
Shareholders of the Transferee Company No. 1-S Chand and Company Ltd	10:30 A.M.
Un-secured Creditors of the Transferor Company No. 2-Nirja Publishers & Printers Pvt Ltd	2:00 P.M.
Un-secured Creditors of the Demerged Company No. 1-DS Digital Pvt Ltd	3:00 P.M.
Un-secured Creditors of the Transferee Company No. 1-S Chand and Company Ltd	4:00 P.M.

5. It is submitted by the applicants that due to Covid-19 pandemic and nationwide lockdown as directed by the Government of India the aforementioned meetings couldn't be held on time and therefore, fresh directions for convening of aforementioned meetings through video conferencing may be issued for the purpose of obtaining necessary approval in favour of the Scheme.

6. Taking into consideration the application filed jointly by the Applicant Companies the following directions are issued in place of previous order: -

- a. Meetings of Equity Shareholders of the Transferee Company No. 1; Secured Creditors of the Transferor Company No. 2, the Demerged Company No. 1 and the Transferee Company No. 1; and Unsecured Creditors of the Transferor Company No. 2, the Demerged Company No. 1 and the Transferee Company No. 1, are directed to be convened through Video Conferencing with remote e-voting facility, in strict compliance with the circulars/guidelines issued by the MCA in this regard, as per the following schedule:

Friday, 17th July, 2020

Meeting of	Time
Secured Creditors of the Transferor Company No. 2-Nirja Publishers & Printers Pvt Ltd	2:00 P.M.

Secured Creditors of the Demerged Company No. 1-DS Digital Pvt Ltd	3:00 P.M.
Secured Creditors of the Transferee Company No. 1-S Chand and Company Ltd	4:00 P.M.

Saturday, 18th July, 2020

Meeting of	Time
Shareholders of the Transferee Company No. 1-S Chand and Company Ltd	11:00 A.M.
Un-secured Creditors of the Transferor Company No. 2-Nirja Publishers & Printers Pvt Ltd	2:00 P.M.
Un-secured Creditors of the Demerged Company No. 1-DS Digital Pvt Ltd	3:00 P.M.
Un-secured Creditors of the Transferee Company No. 1-S Chand and Company Ltd	4:00 P.M.

b. The Applicant Companies shall publish advertisement with a gap of at least 30 days before the aforesaid meetings, indicating the day, date and time as aforesaid, and other information in terms of the MCA Circulars, to be published in “The Business Standard” (English, Delhi Edition) and “Business Standard”(Hindi, Delhi Edition) Newspapers which are circulated in the District in which the registered offices of the Applicant Companies are situated.

- c. Individual notices of the above said meetings shall be sent by the Applicant Companies through e-mail, 30 days in advance before the scheduled date of the meeting indicating the day, date and the time as aforesaid and other information with regard to remote e-voting, etc. The Applicant Companies shall also place a complete set of notice and other papers on their website, if any, and on the website of BSE and NSE. In case of such shareholders, secured creditors and un-secured creditors whose e-mail id is not available with the Company, publication of notice in newspapers and putting the notice on the web-site of the Companies and on the website of BSE and NSE, in terms of the MCA Circulars, will be sufficient compliance.
- d. Mr. Farhan Khan, Advocate (Mobile No.9582526224) is appointed as the Chairperson and Ms. J.S. Rana , Advocate (Mobile No.9999686808) is appointed as the Alternate Chairperson and Ms. Shailja Singh, Advocate (Mobile No. 9754105670) is appointed as Scrutinizer for the aforementioned meetings as may have been directed to be convened by this Tribunal.
- e. The fee of the Chairperson for the aforesaid meetings shall be Rs. 1,50,000/- and the fee of the Alternate Chairperson shall be Rs.



1,25,000/- the fee of the Scrutinizer shall be Rs. 1,25,000/-in addition to meeting their incidental expenses. The Chairpersons will file their reports within a week from the date of holding of the above said meetings.

- f. Voting will be made through remote e-voting process in compliance with the guidelines issued by the Ministry of Corporate Affairs in this regard.
- g. All other directions issued by this Tribunal in the CA (CAA) 12 (ND) of 2020, as contained in the Order dated 10th February, 2020, except as modified in the aforesaid manner, will be applicable and will remain in force.
- h. The authorised representative of the Applicant Companies shall furnish affidavit of service of notice of meetings and publication of advertisement and compliance of all directions at least a week before the proposed meetings.

The Application stands allowed on the aforesaid terms.

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(Sumita Purkayastha)

Member (T)

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(P.S.N. Prasad)

Member (J)