

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
MUMBAI BENCH

CSP NO 1631 OF 2018
IN
CSA NO 41 OF 2018

In the matter of the Companies Act, 2013;

AND

In the matter of Sections 230 to 232 and
other applicable provisions of the Companies
Act, 2013;

AND

In the matter of Scheme of Merger by
absorption between Blue Bell Integrated
Facility Services Private Limited ('the
Transferor Company') and SMS Integrated
Facility Services Private Limited ('the
Transferee Company') and their respective
Shareholders

Blue Bell Integrated Facility Services Private Limited,

.....the First Petitioner Company

AND

SMS Integrated Facility Services Private Limited,

.....the Second Petitioner Company

Order delivered on 11th day of June, 2018

Coram:

Hon'ble Bhaskara Pantula Mohan, Member (J)

Hon'ble V. Nallasenapathy, Member (T)

For the Petitioner(s): Mr. Rajesh Shah with Mr. Ahmed M Chunawala i/b
M/s. Rajesh Shah & Co., Advocates for the Petitioners

Per: Bhaskara Pantula Mohan, Member (J)

Order :-

1. Petition admitted.
2. Petition fixed for hearing on 12th July, 2018

3. The Learned Counsel for the First Petitioner Company submits that in pursuance of Order dated 15th March, 2018 passed by this Tribunal in Company Scheme Application No 41 of 2018, meeting of Equity and Preference Shareholders of the First Petitioner Company was convened and held at KPT House, 41/13, Sector-30, Vashi, Navi Mumbai – 400 703 on 20th April, 2018 at 10:00 A.M. and 11:00 A.M. respectively for the purpose of considering and, if thought fit, approving with or without modification(s), the aforesaid Scheme. In the said meetings, the requisite quorum was present and the Scheme was approved unanimously by all the Equity and Preference Shareholders respectively without modifications. The Chairperson appointed for the meeting has filed his report of the meeting of Equity and Preference Shareholders dated 20th April, 2018 which are annexed as 'Annexure – M1' and 'Annexure – M2' to the Petition. As per directions of this Tribunal, notice to all secured and unsecured creditors of the First Petitioner Company were given on 19th April, 2018.
4. The Learned Counsel for the Second Petitioner Company submits that in pursuance of Order dated 15th March, 2018 passed by this Tribunal in Company Scheme Application No 41 of 2018, meeting of Equity Shareholders of the Second Petitioner Company was convened and held on 20th April, 2018 at KPT House, 41/13, Sector-30, Vashi, Navi Mumbai – 400 703 at 12:00 noon for the purpose of considering and, if thought fit, approving with or without modification(s), the aforesaid Scheme. In the said meeting, the requisite quorum was present and the Scheme was approved unanimously by all the Equity Shareholders without modifications. The Chairperson appointed for the meeting has filed his report of meeting of Equity Shareholders dated 20th April, 2018 which is annexed as 'Annexure -N' to the Petition. As per directions of this Tribunal, notice to all secured creditors and also to unsecured creditors having an outstanding balance of INR 50,000/- and above were given on 19th March, 2018.
5. The Learned Counsel for both the Petitioner Companies further submits that as directed by this Tribunal notices have been served upon all the Regulatory Authorities namely, (i) concerned Income Tax Authorities with in whose jurisdiction the Petitioner Company's assessments are made, (ii) Central Government through Regional Director, Western Region, Mumbai, and (iii) Registrar of Companies,

as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and (iv) The Official Liquidator, High Court, Bombay in case of the First Petitioner Company.

6. The Learned Counsel for the Petitioner Companies further more submits that the Company Petition is filed in consonance with section 230 to 232 of the Companies Act, 2013 along with the Order passed in Company Scheme Application No. 41 of 2018 by this Tribunal.
7. At least 10 clear days before the date fixed for hearing, the Petitioner Companies to publish the notice of hearing of the Petition in two local newspapers viz., "Free Press Journal" in English and "Navshakti" in Marathi, both circulated in Mumbai.
8. The Petitioner Companies to file an affidavit of service regarding the directions given by this Tribunal three days before the date fixed for final hearing and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

Sdl-

V. Naliasenapathy, Member (T)

Sdl-

Bhaskara Pantula Mohan, Member (J)