

**IN THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH**

CSP No.142 of 2018

IN

CSA No. 1077 of 2017

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 Amalgamation between IndoCoins Capital Markets Private Limited ("The Transferor Company") and ABJ Developers Private Limited ("Transferee Company") and their respective Shareholders

INDOCOINS CAPITAL MARKETS )  
PRIVATE LIMITED, a company )  
incorporated under the Companies )  
Act, 1956 having its registered )  
office at A-6, Mittal Estate, Building )  
No.2, Andheri Kurla Road, Andheri )  
(East) , Mumbai – 400 059 ... First Petitioner Company

AND

ABJ DEVELOPERS PRIVATE )  
LIMITED, a company incorporated )  
under the Companies Act, 1956 )  
having its registered office at A-6, )  
Mittal Estate, Building No.2, )  
Andheri Kurla Road, Andheri )... Second Petitioner Company  
(East) , Mumbai – 400 059

Order delivered on 09<sup>th</sup> August 2018

**Coram:**

Hon'ble Shri B. S. V. Prakash Kumar, Member (Judicial)  
Hon'ble Shri Ravikumar Duraisamy, Member (Technical)

For the Petitioner(s): Mr. Surjan Singh Rauthan (PCS)  
i/b S.S.Rauthan & Associates, Company  
Secretaries

*Per Ravikumar Duraisamy, Member*

1. Petition admitted.
2. Petition fixed for hearing on 27<sup>th</sup> September, 2018.
3. Learned Counsel for the First Petitioner Company and Second Petitioner Company, submits that in pursuance of the directions contained in an Order dated 22<sup>nd</sup> December, 2017 passed by this Tribunal in Company Scheme Application No. 1077 of 2017, meeting of the Equity Shareholders of the First Petitioner Company and Second Petitioner Company was convened and held at A-6, Mittal Estate, Building No.2, Andheri Kurla Road, Andheri (East) , Mumbai – 400 059, Maharashtra on 09<sup>th</sup> day of February, 2018 at 03:00 p.m., and 4:00 p.m., respectively and the requisite quorum was present and the Scheme was approved unanimously by the respective Equity Shareholders present without modifications The Chairperson appointed for the respective meetings has filed his report (Annexed as Exhibit -L and Exhibit-M respectively' to the Petition).
4. The Counsel for the Petitioner Companies further submits that as per the directions contained in an Order dated 22<sup>nd</sup> December 2017 passed by this Tribunal in Company Scheme Application No. 1077 of 2017, the First and Second Petitioner Company submits that 30 days' notice was served upon (i) concerned Income Tax Authorities, (ii) Central Government through Regional Director, Western Region, Mumbai and (iii) Registrar of Companies.
5. The Counsel for the First and Second Petitioner Company further submits that as per the directions contained in an Order dated 22<sup>nd</sup> December 2017 passed by this Tribunal in Company Scheme Application No. 1077 of 2017, the First and Second Petitioner Company submits that 30 days' notice was served upon the Official Liquidator, as per Rule 8 of the

- Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
6. Petitioner Companies undertakes to serve notices to Sectoral Regulatory Authorities as applicable.
  7. The appointed date of the Scheme is 1<sup>st</sup> April, 2017.
  8. At least 10 days before the date fixed for hearing, the First Petitioner Company and the Second Petitioner Company, to publish the notice of hearing of the Petition in two newspapers viz. "Business Standard" in English and "Navshakti" in Marathi, both having wide circulation in the State in which the Registered office of the Company is situated as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
  9. The First Petitioner Company and the Second Petitioner Company, to file an affidavit of service regarding the directions given by the Tribunal and do report to this Tribunal that the direction regarding the issue of advertisement of the notice has been duly complied with.

SD/-

**RAVIKUMAR DURAISAMY**  
**MEMBER (TECHNICAL)**

SD/-

**B. S. V. PRAKASH KUMAR**  
**MEMBER (JUDICIAL)**