

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

NEW DELHI

CAA-149 (ND) 2017

Present: SHRI R.VARADHARAJAN, MEMBER (JUDICIAL)

In the matter of:

SECTIONS 230 to 232 OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF AMALGAMATION

BETWEEN

APAKSH BROADBAND LIMITED

Having its registered office at

F-1080, RIICO Industrial Area, Phase-III,

Bhiwadi (Rajasthan) -301019, India

...Applicant Company-I/ Transferor Company

AKSH OPTIFIBRE LIMITED

Having its registered office at

F-1080, RIICO Industrial Area, Phase-III,



Bhiwadi (Rajasthan) -301019, India

...Applicant Company-II/ Transferee Company

AND

Their respective Shareholders and Creditors

ADVOCATE FOR THE PETITIONERS: Mr. Pankaj Jain, Advocate



Order Delivered on: 08.08.2017

ORDER

This Company Petition filed by the Petitioners 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 Composite Scheme of Arrangement by way of Amalgamation (hereinafter for brevity referred to as "SCHEME") contemplated between the Petitioner Companies. 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 this Tribunal vide CA (CAA) No. 42 (PB) 2017 and based on such joint application moved under Sections 230-232 of the Companies Act, 2013, directions were issued by this Tribunal, where in the meetings of the Equity Shareholders, Secured Creditors of the Transferor/ Applicant Company No.1 were convened with vide order dated 09.05.2017 and with respect to unsecured creditors of the transferor Company/ Applicant Company No.1, the necessity of convening the meetings did not arise as there



were none in the Transferor/Applicant Company No.1 as per the submissions of it. In relation to the Transferee/ Applicant Company No.2, the meetings of the Equity Shareholders, Secured and Unsecured creditors were directed to be convened by this Tribunal vide order dated 09.05.2017. In compliance with the directions issued by this Tribunal on 09.05.2017, the Petitioner Companies have held the meeting as contemplated by the said order on 29.06.2017 and to which effect the Chairperson appointed by this Tribunal have also filed reports as detailed hereunder:-

Meeting of	Chairperson/Alternate Chairperson/ Scrutinizer appointed by Court	Chairperson's Report filed on
Equity shareholders of Applicant Company No.1/ Transferor Company	Mr. Nikhil Singhvi, Advocate Ms. Shardha Karol , Advocate Mr. Vineet K. Choudhry, Scrutinizer	10.07.2017
Secured Creditors of Applicant Company No.1/ Transferor Company	Mr. Nikhil Singhvi, Advocate Ms. Shardha Karol , Advocate Mr. Vineet K. Choudhry, Scrutinizer	10.07.2017
Equity shareholders of Transferee/Applicant	Mr. Nikhil Singhvi, Advocate	12.07.2017



Company No.2	Ms. Shardha Karol , Advocate Mr. Vineet K. Choudhry, Scrutinizer	
Secured Creditors of Applicant Company No.2/ Transferee Company	Mr. Nikhil Singhvi, Advocate Ms. Shardha Karol , Advocate Mr. Vineet K. Choudhry, Scrutinizer	10.07.2017
Unsecured Creditors of Applicant Company No.2/ Transferee Company	Mr. Nikhil Singhvi, Advocate Ms. Shardha Karol , Advocate Mr. Vineet K. Choudhry, Scrutinizer	10.07.2017

Subsequent to the order, now this petition on second motion filed on 18.07.2017 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, Arrangements and Amalgamation) Rules, 2016 and it is now hereby ordered as follows:-

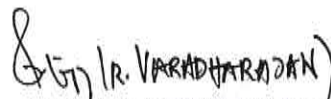
- (i) The date of hearing of the Joint Petition filed by the Petitioners for the approval of the Scheme is fixed on 12th September, 2017.
- (ii) Notice of the hearing shall be advertised in the newspapers namely, The "Business Standard" (English, Delhi edition) and "Jansatta" in Vernacular (Hindi, Delhi edition) not less than 10 days before the aforesaid date fixed for hearing.



- (iii) In addition to the above public notice, each of the Petitioners 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 (d) Official Liquidator (e) DOTE (f) to the stock exchange in which the shares are listed (g) SEBI and to such other Sectoral Regulatory Authorities 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) Both the Petitioners 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 Companies shall individually 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 12th September, 2017 for the consideration of the approval of the Scheme of Amalgamation as contemplated between the Petitioner Companies.


(R.VARADHARAJAN)
MEMBER (JUDICIAL)

U.D.Mehta