

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

**NEW DELHI**

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

**CAA-107 (PB)/2017**

**CONNECTED WITH**

**CA (CAA) No. 22 (PB) 2017**

**In the matter of:**

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

**AND**

**IN THE MATTER OF SCHEME OF AMALGAMATION**

**AMONGST**

**1. Nelson Planning and Design Private Limited**

Company registered under the Companies Act, 1956

Having Registered Office at:

3/30, West Patel Nagar,

New Delhi-110008

CIN NO: U74210DL2005FTC142568

.....Applicant Company No.1 / Transferor Company

**2. Nelson Engineering Consultants Private Limited**

Company registered under the Companies Act, 1956

Having Registered Office at:

3/30, West Patel Nagar,

New Delhi-110008.

CIN NO: U74200DL2008PTC177610.

.....Applicant Company No.2 /Transferor Company

**3. Cube X Interiors Private Limited**

Company registered under the Companies Act, 1956

Having Registered Office at:

3/30, West Patel Nagar,

New Delhi-110008.

CIN NO: U45402DL2008PTC181759.

.....Applicant Company No.3 /Transferor Company

**4. Ncube Planning and Design Private Limited**

Company registered under the Companies Act, 1956

Having Registered Office at:

3/30, West Patel Nagar,

New Delhi- 110008.

CIN NO: U74140DL2010PTC203728

....Applicant Company No.4/Transferee Company

**AND**

**Their respective Shareholders and Creditors**

**ADVOCATE FOR THE PETITIONERS: Mr. Ashish Middha, Advocate**



ORDER

1. 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 with the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors were filed before this Tribunal vide CA (CAA) No. 22 (PB) 2017 and based on such joint application moved under Sections 230-232 of the Companies Act, 2013, directions were issued by the Tribunal, on 21.03.2017 where in the meetings of the Equity Shareholders and Unsecured Creditors of the Transferor Companies were dispensed with as consents from them had been obtained by the Transferor Companies for the approval of the Scheme. However, in relation to the Transferee Company, the meetings of the Equity shareholders and secured creditors were dispensed with in lieu of the consents obtained where as in relation to the unsecured creditors of the Transferee Company, this Tribunal directed the convening of the meetings on 01.05.2017. Pursuant to the directions, the Transferee Company convened the meeting on the said date and



chairperson's report has also been filed and the details of the same are hereunder reflected:

<b>Meeting of</b>	<b>Chairperson/Alternate Chairperson/ Scrutinizer appointed by Court</b>	<b>Chairperson's Report filed on</b>
Unsecured Creditors of Transferee Company	Mr. Ram Naresh Yadav, Advocate Mr. Ravi Ranjan , Advocate Mr. N.P.S Chawla, Scrutinizer	05.05.2017

2. Subsequent to the order, now this petition of second motion filed on 24.05.2017 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 5<sup>th</sup> October, 2017.
- (ii) Notice of the hearing shall be advertised in the newspapers namely, "The Statesman" (English, Delhi edition) and "Jansatta" (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 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) All 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 5<sup>th</sup> October, 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