

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,
BENCH AT MUMBAI
COMPANY SCHEME APPLICATION NO. 900 OF 2017**

IN THE MATTER of the Companies Act, 2013;

AND

IN THE MATTER of Sections 230-232 and 234 of
the Companies Act, 2013;

AND

IN THE MATTER of Zodiac Finsec and Holdings
Limited;

AND

IN THE MATTER of Scheme of Amalgamation of
Zodiac Finsec and Holdings Limited with The
Zodiac Clothing Company Limited, with their
respective shareholders.

Zodiac Finsec and Holdings Limited)	
a company incorporated under the provisions of the)	
Companies Act, 1956 having its registered office at)		
Nyloc House, 254, D-2, Dr. Annie Besant Road,)	
Worli, Mumbai – 400 030)	
PAN: AAACM2918C)	
CIN : U28129MH1993 PLC 071999)	...Applicant / Transferor
		Company

Called for Notice of Admission:

Mr. Aurup Dasgupta Advocate, Ms. Shruti Sardesai, Advocate and Mr. Shrey Shah,
Advocate, Advocate, i/b. Jhangiani Narula & Associates.

Coram: Hon'ble M.K. Shrawat Member (J)

Hon'ble Bhaskara Panluta Mohan, Member (J)

Per : Bhaskara Pantula Mohan, Member (J)

Date: 3 November 2017

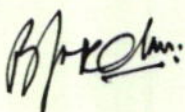
MINUTES OF THE ORDER

UPON the application of the Applicant Company above named by a Company Notice of Admission **AND UPON HEARING** Mr. Aurup Dasgupta, Advocate, Ms. Shruti Sardesai, Advocate and Mr. Shrey Shah, Advocate, Advocate, instructed by Jhangiani Narula & Associates Advocates for the Applicant Company, the Application and Notice of

[Signature]

Admission dated 15 day of September, 2017 of Mr. Shreepat Shreedhran, the authorized signatory of the Applicant Company in support of Notice of Admission alongwith the Application and the Exhibits therein referred to, **IT IS ORDERED THAT:**

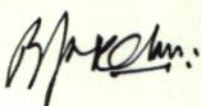
1. A meeting of the Equity Shareholders of the Applicant Company, be convened and held at Nyloc House, 254, D-2, Dr. Annie Besant Road Worli, Mumbai – 400 030 on 28th December 2017 at 2:00 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation of Zodiac Finsec and Holdings Limited (“**Transferor Company**”) with Zodiac Clothing Company Limited (“**Transferee Company**”) and its respective shareholders.
2. At least 30 clear days before the said meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, day, date and time aforesaid, together with a copy of the Scheme, a copy of the Explanatory Statement required to be sent under Section 230 of the Companies Act, 2013 and the prescribed Form of Proxy, shall be sent by Registered Post or by Air Mail or by courier or by speed post or by hand delivery to each of the Equity Shareholders of the Applicant Company at their respective registered or last known addresses or by email to the registered email address of the Equity Shareholders as per the records of the Applicant Company.
3. At least 30 clear days before the said meeting of the Equity Shareholders of the Applicant Company to be held as aforesaid, a notice convening the said meeting at the place, day, date and time aforesaid and stating that copies of the Scheme of Amalgamation and the statement required to be furnished pursuant to Section 230 of the Companies Act, 2013 and that the Form of Proxy can be obtained free of charge at the Registered Office of the Applicant Company as aforesaid, shall be published once each in ‘Free Press Journal’ in English and ‘Navshakti’ in Marathi, both circulated at Mumbai.
4. The Applicant Company undertakes to:
 - i. issue Notice convening meeting of the Equity Shareholders as per Form No. CAA.2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
 - ii. issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
 - iii. issue Form of Proxy as per Form No. MGT-11 (Rule 10) of the Companies (Management and Administration) Rules, 2014; and



iv. advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

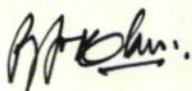
The undertaking is accepted.

5. Mr. Mohamed Yusuf Noorani, the Director of the Applicant Company, is appointed as the Chairperson for the meeting of the Equity Shareholders called under this order and the relevant law of the Applicant Company. Mr. Anees Yusuf Noorani, the Director of the Applicant Company shall be the alternative Chairperson of the aforesaid meeting called under this order and the relevant law of the Applicant Company. The Scrutinizer for the meeting shall be Mr. B. Narsimhan, Practicing Company Secretary (Membership No. FCS - 1303) or failing him Mr. Dinesh Deora, Practicing Company Secretary (Membership No. FCS - 5683).
6. The Chairperson appointed for the aforesaid Meeting to issue the advertisement and the notices of the Meeting referred to above. The said Chairperson shall have all the powers under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to the conduct of the meeting(s), including for deciding procedural questions that may arise at the meeting or at any adjournment thereof or any other matter including an amendment to the Scheme or resolution, if any, proposed at the meeting by any person(s).
7. The quorum for the aforesaid meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
8. The voting by proxy or authorized representative in case of a body corporate be permitted, provided that a proxy in the prescribed form/ authorization duly signed by the person entitled to attend and vote at the meeting, is filed with the Applicant Company at its Registered Office at 'Nyloc House 254, D-2, Dr. Annie Besant Road, Worli, Mumbai 400 030, Maharashtra', not later than 48 hours before the aforesaid meeting as required under Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
9. The value and number of the shares of each member shall be in accordance with the books/register of the Applicant Company or depository records and where the entries in the books/register/depository records are disputed, the Chairperson of the Meeting shall determine the value for the purpose of the aforesaid meeting and his decision in that behalf would be final.
10. The Chairperson to file an affidavit not less than seven days before the date fixed for the holding of the meeting and do report to this Tribunal that the direction regarding the issue of notices and the advertisement have been duly complied with



as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

11. The Chairperson to report to this Tribunal, the result of the aforesaid meeting of the Equity Shareholders within thirty working days of the conclusion of the meeting, and the said report shall be verified by his Affidavit as per Rule 14 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
12. That Counsel for the Applicant submits that there are no secured creditors as mentioned in paragraph 6 (iii) of the Company Application filed by the Company.
13. That Counsel of the Applicant Company submits that since the Scheme is an arrangement between the Applicant Company and its respective shareholders, only a meeting of the equity shareholders is proposed to be held in accordance with the provisions of Section 230(1)(b) of the Companies Act, 2013. This Bench hereby directs the Applicant Company to issue notice to all its unsecured creditors having an outstanding balance of Rs. 1,00,000/- as required under Section 230(3) of the Companies Act, 2013 with the direction that they may submit their representations, if any, to the Tribunal and copies of such representations shall simultaneously be served upon the Applicant Company.
14. The Applicant to serve the notice upon the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai, Maharashtra, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Regional Director within 30 days of the date of receipt of the notice, it will be presumed that the Regional Director/Central Government has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
15. The Applicant to serve the notice upon the concerned Registrar of Companies, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Registrar of Companies within 30 days of the date of receipt of the notice, it will be presumed that the Registrar of Companies has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
16. The Applicant to serve the notice upon the Official Liquidator, High Court, Bombay pursuant to Section 230(5) of the Companies Act, 2013. The Tribunal is appointing Chartered Accountant, M/s Gondalia & Mandviwala, Chartered Accountants, Tel. 022-22652992 with remuneration of ₹ 30,000/- for the services.



If no response is received by the Tribunal from the Official Liquidator within 30 days of the date of receipt of the notice, it will be presumed that the Official Liquidator, High Court, Bombay has no objection to the proposed Scheme as laid out in Section 230(5) of the Companies Act, 2013.

17. The Applicant to serve the notice upon the Reserve Bank of India, pursuant to Section 230(5) of the Companies Act, 2013 as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. If no response is received by the Tribunal from the Reserve Bank of India within 30 days of the date of receipt of the notice, it will be presumed that the Reserve Bank of India has no objection to the proposed Scheme as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
18. The Applicant to serve the notice upon the concerned Income Tax Authority within whose jurisdiction the Applicant Company is situated pursuant to Section 230(5) of the Companies Act, 2013 i.e. Deputy Commissioner of Income Tax, Circle 8 (3) (2), Aaykar Bhavan, 6th floor, Room No. 627, Maharshi Karve Road, Churchgate, Mumbai 400 020. If no response is received by the Tribunal from the concerned Income Tax Authority within 30 days of the date of receipt of the notice, it will be presumed that the Income Tax Authority has no objection to the proposed Scheme as laid out in Section 230(5) of the Companies Act, 2013.
19. The Applicant to file an affidavit of service of the directions given by the Tribunal not less than seven days before the date fixed for the holding of the meeting of the equity shareholders and do report this Tribunal that the direction regarding the issue of notices have been duly complied with.

Sd/-

BHASKARA PANTULA MOHAN
MEMBER (JUDICIAL)

Sd/-

M. K. SHRAWAT
MEMBER (JUDICIAL)

Dated : 03.11.2017