

ATTENDANCE-CUM-ORDER SHEET OF HEARING

NATIONAL COMPANY LAW TRIBUNAL
GUWAHATI BENCH

TP No. 34/391 (1)/394/GB/2016 (CP No. 14 of 2016)

Netgen Power Pvt Ltd and Kauntia Consultants and Investments Pvt Ltd and
N.E.Thermion Pvt. Limited. ... Petitioners

PRESENT

Hon'ble Mr. Justice P K Saikia, Member (Judicial)

Date of hearing : 13.02.2017

Name of the Company	
Under Section	391 (1) 394

Sl. No.	Name & Designation of Authorized Representative.(in Capital Letters).	Appearing on behalf of	Signature with date
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ORDER

Heard Mr. A.Nath, learned counsel appearing for the petitioners.

This proceeding has been transferred to this Bench pursuant to the notification dated 7th December, 2016 issued by the Ministry of Corporate Affairs which came in to effect from 15th December, 2016.

The said application has originally been filed before the Hon'ble Gauhati High Court under Section 391(1) and 394 of the Companies Act, 1956 for obtaining sanction of the Hon'ble High Court to the scheme of amalgamation , proposed to be made amongst the Netgen Power Private Limited(having its registered office at Ist Floor, Annodo Bhawan, Ulubari, G.S. Road, Guwahati-781007, Assam) , Kountia Consultants and investments Pvt Ltd (having its registered office at Ist Floor, Ivory Enclave, R.G.S. Road, Guwahati 781021, Assam) and the N.E.

gm

Thermion Pvt. Ltd (having its registered office at 1st Floor, Annado Bhawan, Ulubari, G.S.Road, Guwahati 7, Assam).

On receipt of the petition, Hon'ble Gauhati High Court, vide its order dated 16.03.2016, rendered in Co. Application No. 2/2016, had ordered separate meetings of equity shareholders of each of the companies aforesaid which was to be held in accordance with the prescription of law for approving sanction of scheme of amalgamation amongst those companies.

Pursuant to such order, passed by the Gauhati High Court, notices were issued to all concerned and accordingly separate meetings of the shareholders of different companies were convened and the said scheme of amalgamation was approved by the shareholders of the respective company.

After the approval of the scheme of the amalgamation of the companies by the shareholders of each of the company aforesaid, pursuant to the direction of the Hon'ble Gauhati High Court, notice of hearing were directed to be served on the Central Government through the Regional Director, Company Law Board, N.E.Region, Shillong and same was ordered to be served not less than 28 clear days before the date fixed for hearing, vide order dated 8.9.2016. For ready reference, the order dated 8.9.16 is reproduced below: -

"Heard Mr. A. Nath, learned counsel for the petitioner. Perused the petition for confirmation of scheme of amalgamation in form No.40 of the Companies (court) Rules, 1959.

Let this petition be fixed for hearing on 26.10.2016.

Let notice of hearing be advertised in 'The Assam Tribune' and in the 'Dainik Asom' not less than 14 (fourteen) days before the date fixed for hearing.

Let notice of the petition be served to the Central Government through the Regional Director, Company Law Board, North Eastern Region, Shillong and to be served not less than 28 clear days before the date fixed for hearing.

The case be posted for hearing on 26.10.2016".

However, in the course of the proceeding, the High Court found that no affidavit had been filed confirming the publication of notice of hearing in the newspaper for which Hon'ble High Court was pleased to direct Mr. S.C.Keyal, Standing Counsel, Central Govt. to appear before the court on the next date fixed, vide order dated 6.12.2016 rendered in CP No. 14 of 2016



Pursuant to the order dated 6.12.16, an affidavit has been filed wherein it has been stated that paper publication had been made in regard to notice of hearing and also regarding the services of notice on the ROC, NE Region, Shillong. Such facts in the affidavit were also sought to be supported having filed relevant paper publication which was enclosed with the affidavit.

It is evident from the order dated 6 .12.16 that the Hon'ble Gauhati High Court was pleased to direct Mr. S.C.Keyal, learned Standing Counsel, ROC, Shillong to appear before the Court and to render opinion on behalf of the Central Government on the sanction of scheme of amalgamation of the companies aforementioned.

In view of the above, Registry is directed to send notice to Mr. S.C.Keyal, learned Standing Counsel, ROC to appear before this Bench on 14.03.2017 without fail.

List the matter on 14.03.2017



Member (Judicial)
National Company Law Tribunal,
Guwahati Bench, Guwahati.

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