

**ATTENDANCE-CUM-ORDER SHEET OF HEARING**

**NATIONAL COMPANY LAW TRIBUNAL  
GUWAHATI BENCH**

T.P. No.29/391(1)/394/GB/2016  
C.P.No.04 of 2016.

1. Supreme Tea Plantations Pvt. Ltd.
2. Rafiulla Tea & Industries Pvt. Ltd.

... Petitioners

**Present:** Hon'ble Mr Justice P K Saikia, Member(J)

**Date of hearing: 28<sup>th</sup> February 2017.**

Name of the Company	Supreme Tea Plantations Pvt. Ltd. & Rafiulla Tea & Industries Pvt. Ltd.
Under Section	391(1)/394

Sl. No.	Name & Designation of Authorized Representative (IN CAPITAL LETTERS)	Appearing on behalf of	Signature with date

**ORDER**

Heard Mr. R.K. Agarwala, learned counsel for the petitioners assisted by Ms. D. Kalita, Advocate.

2. The present petition has been transferred by the Hon'ble Gauhati High Court to this Tribunal under section 434 of the Companies Act, 2013 read with Companies (Transfer of Pending Proceedings) Rules, 2016.



3. Perused the petition for confirmation of the Scheme of Arrangement between the petitioner companies and their respective shareholders filed in Form No. 40 of the erstwhile Companies (Court) Rules, 1959. As per the Scheme of Arrangement between the petitioner companies i.e. Supreme Tea Plantations Pvt. Ltd. and Rafiulla Tea & Industries Pvt. Ltd. and their respective shareholders whereby and where under Tea Estate-III, means, Maijonga Tea Estate of the Transferor Company, i.e. Rafiulla Tea & Plantations Private Ltd. is proposed to be demerged and transferred to the Transferee Company, namely, Supreme Tea Plantations Pvt. Ltd. A copy of the said Scheme of Arrangement is also annexed with the petition as Annexure- 'A'.

4. Also seen the order passed by the Hon'ble Gauhati High Court on 25/01/2016 in Company Application No. 01/2016. For ready reference the order is reproduced below:

*"Heard Mr. Raj. K. Agarwala, learned counsel for the applicants. Upon hearing the learned counsel, the following order is passed.*

*This is an application under sections 391(1) & 394 of the Companies Act, 1956 read with sections 230 to 232 of the Companies Act, 2013. Summons has been taken out with a prayer for dispensing with the meetings of the shareholders of the applicant companies.*

*In view of the written consent given by the majority of the shareholders of the applicant companies which is annexed to the affidavit in support of the summons, such prayer is allowed.*

*The applicant companies are directed to file the confirmation petition within six weeks from today.*

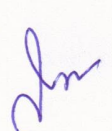
*The application is accordingly disposed of."*

5. Thereafter, Hon'ble Gauhati High Court, on 16/03/2016 passed the following order in Company Petition No. 04/2016. For ready reference the order is reproduced below:

*"Heard Mr. R. K. Agarwala, learned counsel for the petitioners. Perused the petition for confirmation of the Scheme of Amalgamation in Form No. 40 of the Companies (Court) Rules, 1959.*

*Let this petition be fixed for hearing on 18.05.2016.*

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





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

*The case be posted for hearing on 18.05.16."*

6. As such, it appears that Hon'ble Gauhati High Court has already dispensed with the meetings of the shareholders vide order dated 25/01/2016 passed in Co. Application No. 01/2016 and also vide order dated 16/03/2016 in Company Petition No. 04/2016 issued notice to the Central Government through the Regional Director, Company Law Board, North Eastern Region, Shillong and had also directed to advertise the notice of hearing in "Assam Tribune" & "Dainik Asom" not less than 28 days before the date fixed for hearing.

7. The Learned counsel appearing for the petitioners submits that all the directions given by the Hon'ble Gauhati High Court vide its order dated 16/03/2016 has been faithfully complied with and an affidavit as regards the aforesaid compliance has been filed on 12/05/2016 before the Hon'ble Gauhati High Court. On perusal of the said affidavit dated 12/05/2016 filed before the Hon'ble Gauhati High Court, it appears that notice of hearing has been published on 24/04/2016 in "Assam Tribune" & in "Dainik Asom". Copies of advertisement has been annexed with the said affidavit as Annexure "A" & "B". It further appears that notice was also sent to the Central Government through the Regional Director, Company Law Board, North-Eastern Region, Shillong by registered post under Rule 27 in Form No. 6 of the Companies (Court) Rules, 1959. The postal receipt of the said notice is also annexed as Annexure "C" in the said affidavit dated 12/05/2016.

8. The Central Government has filed an affidavit through Regional Director, North Eastern Region, Ministry of Corporate Office, Shillong and stated that they have examined in detail the report of the Registrar of Companies, N.E. Region, Shillong and it appears that there is no complaint against the said proposed scheme of arrangement. The Central Govt. has, therefore, decided not to oppose the petition and the matter be accordingly decided by this court on its merit. They have also stated that they have written to the Income Tax Department on 11.4.2016 vide letter No.RD(NER)/4/391-394/2015/26 with a request to forward their comments/ observations/objections, if any, on the proposed scheme within 15 days, but till date



no comments or objections have been received from the said authority. The Regional Director submitted that the matter be disposed of on its merits.

9. From the materials on records, the Scheme appears to be fair and reasonable, and it is not violative of any provisions of law and/or is contrary to any public policy.

10. It is, therefore, considered expedient that the prayer for approval/sanction of the Scheme of Arrangement be granted in terms of the prayer in this petition confirming the said Scheme of Arrangement. Accordingly, there will be orders in terms of prayers (a), (b), (c), (d), (e), (f), (g) & (h) of paragraph 14 of the petition.

11. The parties to the Arrangement or other persons interested shall be at liberty to apply to this Tribunal for any directions that may be necessary in regard to the working of the Scheme.

12. The petitioner companies do file with the Registrar of the Companies a certified copy of this order within 30 days of the receipt of this order.

13. Let the Registrar of this Tribunal draw up necessary order in Form No. CAA.7 of the companies (Compromises, Arrangements & Amalgamations) Rules, 2016 with such necessary variations.

14. The Schedule of Properties shall be furnished by the Transferor Company to the Registrar of this Tribunal in accordance with Form No.CAA.7 of the companies (Compromises, Arrangements & Amalgamations) Rules, 2016, within 6 weeks.

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

nkm