

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL  
MUMBAI BENCH AT MUMBAI**

**COMPANY SCHEME PETITION NO.  
1034 OF 2017**

In the matter of Companies Act, 2013

In the matter of Scheme of  
Amalgamation of Windermere  
Properties Private Limited ('Transferor  
Company') with Housing Development  
Finance Corporation Limited  
(('Transferee Company'))

In the matter of Sections 230 to 232  
of the Companies Act, 2013 ('Act').

|                                       |   |                       |
|---------------------------------------|---|-----------------------|
| Windermere Properties Private Limited | ) |                       |
| a Company incorporated                | ) |                       |
| under the Companies Act, 1956         | ) |                       |
| and having its Registered Office      | ) |                       |
| at HDFC House, CTS 154 & 155,         | ) |                       |
| Oshiwara District Centre,             | ) |                       |
| Garden Road, Goregoan (West)          | ) |                       |
| Mumbai – 400 104                      | ) |                       |
| CIN: U45200MH2004PTC147081            | ) | ...Petitioner Company |

Order delivered on January 24, 2018

**Coram:**

B.S.V. Prakash Kumar, Hon'ble Member (J)

V. Nallasenapathy, Hon'ble Member (T)

**For the Petitioner:** Mr. Swapnil Gupte i/b Argus Partners.

**Per:** V. Nallasenapathy, Member (T).

**ORDER**

1. Petition admitted.

2. Petition fixed for hearing and final disposal on 21<sup>st</sup> February, 2018.
3. Learned Counsel for the Petitioner Company states that in pursuance of the directions contained in its Order dated 4<sup>th</sup> September, 2017, passed by the National Law Company Tribunal, Mumbai Bench ('Tribunal') in Company Scheme Application No. 43 of 2017, the meeting of Equity Shareholders was held on Wednesday, 25<sup>th</sup> October, 2017, at 11.00 a.m., and the requisite quorum was present and the Scheme was approved without modifications by the Equity Shareholders. The Chairman appointed for the meeting has submitted his report to the Tribunal on 30<sup>th</sup> October, 2017, which is annexed as Exhibit "Q" to the Company Scheme Petition. The notice of the meeting of the Equity Shareholders was also served upon the unsecured creditors of the Petitioner Company.
4. The Counsel for the Petitioner Company further submits that as directed by this Tribunal notices have been served upon all the Regulatory Authorities namely (i) concerned Income Tax Authorities with in whose jurisdiction the Petitioner Company's assessments are made, (ii) the Regional Director, Western Region, Mumbai, (iii) Registrar of Companies, and (iv) the Official Liquidator, High Court, Bombay, as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
5. The Learned Counsel for the Petitioner Company further submits that the Company Scheme Petition is filed in consonance with section 230 to 232 and other applicable provisions of the Companies Act, 2013.
6. At least ten (10) days before the date fixed for hearing, the Petitioner Company to publish the notice of hearing of Petition in two local newspaper viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both having circulation in Mumbai as per Rule 16 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
7. The Petitioner Company to file an affidavit of service regarding the directions given by the Tribunal and do report to this Tribunal that the

direction regarding the issue of advertisement of the notice has been duly complied with.

Sd/-

V. Nallasenapathy, Member (T)

Sd/-

B.S.V. Prakash Kumar, Member (J)