

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

**Company Petition No. CAA 32 (PB) /2017**

**Present: CHIEF JUSTICE (Retd.) SHRI M.M.KUMAR, HON'BLE PRESIDENT**

**& SHRI R.VARADHARAJAN, MEMBER (JUDICIAL)**

**In the matter of:**

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

**AND**

**In the matter of Scheme of Amalgamation between**

**Akira Marketing Private Limited**

**..... Petitioner Company/  
Amalgamating Company No. 1**

**AND**

**Mama Catering Private Limited**

**..... Petitioner Company/  
Amalgamating Company No. 2**

**AND**

**Claridges Hospitality Private Limited**

**.....Petitioner Company/  
Amalgamating Company No. 3**

**AND**

**Azure Hospitality Private Limited**

**..... Petitioner Company/  
Amalgamating Company No. 4**

**AND**

**Their respective Shareholders and Creditors**

**AND**

**ADVOCATE FOR THE PETITIONERS: Mr. Anirudh Das**

Handwritten signature and initials in blue ink, consisting of a long horizontal line with a loop at the end, and a circular mark below it.

## ORDER

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 Scheme of Amalgamation (for brevity "THE SCHEME") contemplated between the Petitioner Companies. From the records, it is seen that the First Motion seeking direction for convening the meeting of Equity Shareholders, Secured Creditors and Unsecured Creditors was filed before the Hon'ble High Court of Delhi being CO.APPL.(M).162 /2016 and based on such joint application moved under Sections 391 and 394 of the Companies Act, 1956, directions were issued by the Hon'ble High Court, vide order dated 19<sup>th</sup> December 2016 wherein the meetings of secured creditors of all the amalgamating companies were dispensed with since there exists none in all the three amalgamating companies. There exists one secured creditor in the amalgamated company whose consent for the approval of the Scheme was obtained, hence that meeting was also dispensed with. In relation to Amalgamating Company No. 1 the meetings of equity shareholders (two), preference shareholders and unsecured creditors were dispensed with due to consents having been obtained and produced or due to their non-existence. In relation to Amalgamating Company No. 2 meetings of equity shareholders (six), preference shareholders and unsecured creditors were also dispensed with due to consents been obtained and produced or due to their non-existence as the case may be. In relation to Amalgamating Company No. 3, meetings of equity shareholders and preference shareholders were dispensed with due to consents having been obtained. In relation to Amalgamated Company

meetings of equity shareholders (eight) and preference shareholders (two) were dispensed with due to consents been obtained whereas in relation to the unsecured creditors of Amalgamating Company No.3 and unsecured creditors of Amalgamated Companies, the meetings were convened as directed by Hon'ble High Court vide order dated 19<sup>th</sup> December, 2016. In compliance with the directions issued by the Hon'ble High Court of Delhi , the Applicant Companies have held the meeting as contemplated by order on 04<sup>th</sup> February, 2017 and to which effect the Chairman(s) appointed by the Court have also filed reports as detailed hereunder:-

<b>Meeting of</b>	<b>Chairman/Alternate Chairman appointed by Court</b>	<b>Chairman's Report filed on</b>
Unsecured Creditors of Amalgamating Company No.3	Mr. Anubhav Bhasin	08.02.2017
Unsecured Creditors of Amalgamated Company	Mr. Saqib, Advocate	08.02.2017

In view of the notification of Sections 230 to 232 as well as relevant Rules having been framed and notified under which this Tribunal has now been vested with the power to consider Compromise, Arrangements and Reconstruction which includes the approval of the Scheme of Amalgamation as contemplated under Section 230 of the Companies Act, 2013 and the files having been transferred to this Tribunal from the Hon'ble High Court of Delhi, presently the Second Motion is coming



before us for consideration, 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 brought into effect on and from 15.12.2016, 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 08.05.2017.
- (ii) Notice of the hearing shall be advertised in the newspapers namely, 'The Statesman' (English, Delhi edition) and 'Jansatta' in Vernacular (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 at least 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 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 at least 15 days before the date fixed for hearing.

- (v) All the Petitioners shall file at least 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 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 conditions 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 (7) of Section 230 or proviso to sub section (7) of Section 232, 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 08.05.2017 for the consideration of the approval of the Scheme of Amalgamation as contemplated between the Petitioner Companies.

17.03.2017

  
(CHIEF JUSTICE M.M. KUMAR)

PRESIDENT



(R. VARADHARAJAN)

MEMBER (JUDICIAL)