

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL

MUMBAI BENCH AT MUMBAI

COMPANY SCHEME APPLICATION NO.756 OF 2017

In the matter of the Companies Act,  
2013;

AND

In the matter of Sections 230 to 232  
and other applicable provisions of  
the Companies Act, 2013;

AND

In the matter of the Scheme of  
Amalgamation of Sealand Holdings  
Private Limited.

AND

Alltrans Port Management Private  
Limited.(Collectively, the "Transferor  
Companies")

WITH

Alltrans Logistics Private Limited.

(CIN:U63090MH1996PTC099386)

(the "Transferee Company")

Sealand Holding Private Limited, )

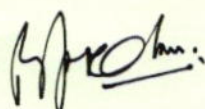
(CIN: U65910MH1996PTC101869 )

A private company incorporated under the )

Companies Act, 1956 and a private company )

within a meaning of the Companies Act, 2013 )

having its registered office at 5<sup>th</sup> Floor, )



Avashya House, CST Road, Kalina , )  
Santacruz (East), Mumbai 400 098. )...Applicant Company

Called for Direction

Ms. Sanidhaa Vedpathak, i/b Maneksha & Sethna  
Advocate for the Applicant Company.

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

**Shri. Bhaskara Pantula Mohan, Hon'ble Member (J)**

*Per : Bhaskara Pantula Mohan, Member (J)*

Date: 22<sup>nd</sup> September, 2017

**MINUTES OF THE ORDER**

UPON the application of the Applicant Company above named by a Summons for Direction AND UPON HEARING Ms. Sanidhaa Vedpathak, Advocate for the Applicant Company, AND UPON READING Application along with the Notice of Admission dated 28th day of June 2017 of Mr. Dhanushdhari Pannalal Yadav, Authorised Signatory of the Applicant Company, in support of the Summons for Direction and the Exhibit therein referred to, IT IS ORDERED:-

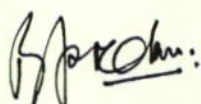
1. That a meeting of the Equity Shareholders of Sealand Holding Private Limited., "the Applicant Company" be convened and held at its registered office at Avashya House, at 5<sup>th</sup> Floor, CST Road, Kalina, Santacruz (East), Mumbai 400 098, Maharashtra, India, on Monday, 6<sup>th</sup> November, 2017 at 12.00 noon for the purpose of considering, and if thought fit,





approving, with or without modification, the proposed Scheme of Amalgamation of Sealand Holdings Private Limited and Alltrans Port Management Private Limited, The Transferor Companies with Alltrans Logistics Private Limited., the Transferee Company.

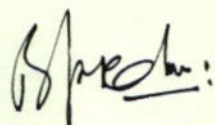
2. That a meeting of the Preference Shareholders of Sealand Holding Private Limited., "the Applicant Company" be convened and held at its registered office at Avashya House, at 5<sup>th</sup> Floor, CST Road, Kalina , Santacruz (East), Mumbai 400 098, Maharashtra, India, on Monday, 6<sup>th</sup> November, 2017 at 1.30 p.m. for the purpose of considering, and if thought fit, approving, with or without modification, the proposed Scheme of Amalgamation of Sealand Holdings Private Limited and Alltrans Port Management Private Limited, The Transferor Companies with Alltrans Logistics Private Limited., the Transferee Company.
3. That at least 30 clear days before the meetings to be held as aforesaid, a notice convening the said meetings at the place and time aforesaid, together with a copy of the Scheme of Amalgamation, a copy of the statement required to be sent under Section 230(3) of the Companies Act, 2013 and the prescribed form of proxy, shall be sent by Registered Post or by courier or by post or by hand delivery to each of the Equity Shareholders and Preference Shareholders at their respective registered or last known addresses as per records of the Company.

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4. That at least 30 clear days before the meeting to be held as aforesaid, an advertisement convening the said meetings, at the place, date and time aforesaid and stating that copies of the proposed Scheme of Amalgamation and the statement required to be sent pursuant to Section 230(3) of the Companies Act, 2013 and 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 two local news papers viz. "Free Press Journal", in English language and translation thereof in "Navshakti", in Marathi language, both having circulation in Mumbai.

5. That the Applicant Company undertakes to:-

- (i) issue Notice convening meeting of the Equity Shareholders as per Form No. CAA2 (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 ;
- (iv) advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- (v) The said undertaking is accepted.

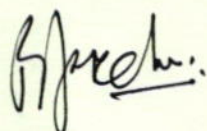




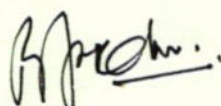
6. That the Applicant Company undertakes to:-

- (vi) issue Notice convening meeting of the Preference Shareholder as per Form No. CAA2 (Rule 6) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- (vii) issue Statement containing all the particulars as per Section 230 of the Companies Act, 2013;
- (viii) issue Form of Proxy as per Form No., MGT-11;
- (ix) advertise the Notice convening meeting as per Form No. CAA.2 (Rule 7) the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016;
- (x) The said undertaking is accepted.

7. That Mrs Priya Hegde, Director of the Company be appointed as Chairperson or failing her Mr. Pradeep Alva, Director of the Company or failing him the members present at the meeting shall elect one of them as Chairperson for the above meeting of Equity Shareholders to be held at its registered office at Avashya House, at 5<sup>th</sup> Floor, CST Road, Kalina, Santacruz (East), Mumbai 400 098, Maharashtra, India, on Monday, 6<sup>th</sup> November, 2017, at 12.00 noon or any adjournment or adjournments thereof. The scrutinizer for the meeting shall be Mr Jatin Prabhakar Patil, Partner of Mayekar & Associates, Practicing Company Secretaries.

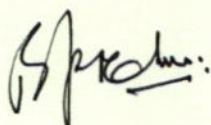


8. That Mrs Priya Hegde, Director, of the Company be appointed as Chairperson of the meeting or failing her Mr. Pradeep Alva, Director of the Company or failing him the members present at the meeting shall elect one of them as Chairperson for the above meeting of Preference Shareholders to be held at its registered office at Avashya House, at 5<sup>th</sup> Floor, CST Road, Kalina, Santacruz (East), Mumbai 400 098, Maharashtra, India, on Monday, 6<sup>th</sup> November, 2017, at 1.30 p.m. or any adjournment or adjournments thereof. The scrutinizer for the meeting shall be Mr Jatin Prabhakar Patil, Partner of Mayekar & Associates, Practicing Company Secretaries.
9. The Chairperson appointed for the meetings to issue the advertisement and send out the notices of the meeting referred to above. It is further directed that the Chairperson of the meeting shall have all powers as per the Articles of Association and as per provision of Companies Act, 2013 and also under the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 in relation to conduct of the meeting including for deciding any procedural questions that may arise at the meeting or at any adjournment or adjournment(s) or any other matter including an amendment to the proposed Scheme or Resolution, proposed at the meeting by any person(s) and to ascertain the decision of or the sense of the meeting by a poll.

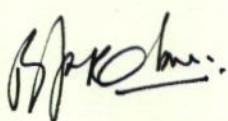




10. That quorum for the aforesaid meeting of the Equity Shareholders and Preference Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013.
11. That voting by proxy / authorized representative is permitted, provided that a proxy in the prescribed form / authorization duly signed by the person entitled to attend and vote at the meeting is filed with the Applicant Company at its registered office at Avashya House, at 5<sup>th</sup> Floor, CST Road, Kalina, Santacruz (East), Mumbai 400 098, Maharashtra, India, not later than 48 hours before the meeting, as provided under Rule 10 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.
12. That the number and value of the vote of Equity Shareholders and Preference Shareholders shall be in accordance with the books/register of the Applicant Company and where the entries in the books are disputed, the Chairman shall determine the value for the purpose of the meeting and his decision in that behalf would be final.
13. That the Chairman to file affidavit not less than Seven days before the date fixed for the holding of the Meetings and do report this Tribunal that the direction regarding the issue of notices and advertisement have been complied with as per Rule 12 of the Companies (Compromises, Arrangements and Amalgamations) Rules 2016.



14. That the Chairman appointed for the meetings to report to this Tribunal the result of the said meetings within Three 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.
15. That Counsel for the Applicant submit that since the Scheme is an arrangement between the Applicant Company and their respective shareholders only a meeting of the equity and Preference shareholders is proposed to be held in accordance with the provisions of section 230(l)(b) of the Companies Act 2013.
16. That Counsel for the Applicant submits that, in view of the Un-secured Creditors, having hundred per cent value, agreed and confirm, by way of Consent Affidavits, to the Scheme of Arrangement, therefore the calling of a meeting of Un-secured creditors is hereby dispense with.
17. The Counsel for the Applicant Company submits that there are no secured creditors as mentioned in paragraph no. 9 of the Company Application filed by the Applicant Company.
18. The Applicant Company to serve the notice upon:- (i) concerned Income Tax Authority within whose jurisdiction the Petitioner Company's assessment are made and situated at Central circle 8(1) - Mumbai, AAYAKAR Bhavan, Central Building, Maharshi Karve Road, Mumbai -400020. (ii) the

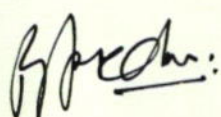




Central Government through the office of the Regional Director, Western Region, Ministry of Corporate Affairs, Mumbai Maharashtra (iii) the concerned Registrar of Companies with a direction they may submit their representations, if any, within a period of thirty days from the date of receipt of such notice to the Tribunal and the copy of such representation shall simultaneously be served upon the Applicant company, failing which, it shall be presumed that authorities have no representation to make on the proposal as per Rule 8 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

19. The Applicant Company to serve the notice upon the Official liquidator. M/s. Kanchwalla & Associates, Chartered Accountant, having his office at Lily Tower, R.B. Sharma Centre, Building No.5, Room No.302, 3<sup>rd</sup> floor, S.V.Road, Jogeshwari (west), Mumbai 400 102, is appointed with remuneration of ₹ 30,000/- to assist the Official Liquidator to scrutinize books of accounts of the Applicant Company. Remuneration of the Chartered Accountant shall be paid by the Applicant Company within period of two weeks from today. If no representation is received by Tribunal from Official Liquidator within 30 days it may be presumed that Official Liquidator, High Court, Bombay has no representation to make on proposed Scheme.

20. The Applicant Company to file an Affidavit of Service of the directions given by the Tribunal not less than seven days before the date fixed for holding the meeting and do report to



this tribunal that the direction regarding the issue of notices  
have been duly complied with.

Sd/-

**BHASKARA PANTULA MOHAN**  
**MEMBER (J)**

Sd/-

**M. K. SHRAWAT**  
**MEMBER (J)**

**Date : 22.09.2017**